



THE UNITED STATES  
CORPORATION  
COMPANY

M99000000087

ACCOUNT NO. : 072100000032

REFERENCE : 110303 80640A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 25 PM 2:00

ORDER DATE : January 25, 1999

ORDER TIME : 10:46 AM

ORDER NO. : 110303-015

CUSTOMER NO: 80640A

300002753249--9  
-01/25/99--01055--028  
\*\*\*\*495.00 \*\*\*\*355.00

CUSTOMER: Louise Spivey, Esq  
Lane Trohn Clarke Bertrand  
One Lake Morton Drive

Lakeland, FL 33801

FOREIGN FILINGS

NAME: FLORIDA RESORT COMMUNITIES,  
L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY\*\*\*QUANTITY "1"\*\*\*\*\*  
PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING \*\*QUANTITY "2"\*\*\*\*\*

CONTACT PERSON: Robert Maxwell

M99-87

Name	W. P. Verlyer
Availability	W. P. Verlyer
Document	W. P. Verlyer
Signature	W. P. Verlyer
Notary	W. P. Verlyer
Notary	W. P. Verlyer
Acknowledgment	W. P. Verlyer
W. P. Verlyer	W. P. Verlyer

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY  
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF  
FLORIDA:*

1. The name of the foreign limited liability company is **FLORIDA RESORT COMMUNITIES, L.L.C.**
2. The foreign limited liability company is organized under the laws of the State of Arizona.
3. The Federal Employer Identification Number has been applied for.
4. The company was organized on January 14, 1999.
5. The limited liability company has a perpetual existence.
6. The limited liability company first transacted business in Florida on or after date of this application.
7. The street address of the principal office of the limited liability company is:  
c/o Monument Properties, Inc., 10640 N. 28th Drive, Suite C-107, Phoenix,  
Arizona 85029.
8. The name, title and business address of each managing member or manager  
who will manage the limited liability company in Florida are as follows:

**MANAGING MEMBER**


Monument Properties, Inc.  
10640 N. 28th Drive, Suite C-107  
Phoenix, Arizona 85029

9. An original Certificate of Existence not more than ninety (90) days old, which has been duly authenticated by the Secretary of State or proper official having custody of records in Arizona, is attached hereto as Exhibit "A."

**WHEREFORE**, the limited liability company has executed this document the  
22nd day of January, 1999.

FLORIDA RESORT COMMUNITIES, L.L.C.,  
an Arizona limited liability company

By: MONUMENT PROPERTIES, INC.,  
an Arizona corporation, its Managing Member

By:   
Walter J. Kukulka, President

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DIVISION OF CORPORATIONS  
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**  
**OF FOREIGN LIMITED LIABILITY COMPANY**

The undersigned or authorized representative of a Member of **FLORIDA RESORT COMMUNITIES, L.L.C.**, an Arizona limited liability company, certifies as follows:

1. The above named Limited Liability Company has at least one (1) Member.
2. The total amount of cash contributed by the Member(s) is \$50,000.00.
3. If any, the agreed value of property other than cash contributed by the Member(s) is none.
4. The total amount of cash and property contributed and anticipated to be contributed by the Member(s) is \$2,650,000.00.
5. In accordance with section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

**WHEREFORE**, the undersigned has executed this Affidavit this 22nd day of January, 1999.

MONUMENT PROPERTIES, INC.,  
an Arizona corporation

By:   
Walter J. Kukulka, President

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DIVISION OF CORPORATIONS  
99 JAN 25 PM 2:00

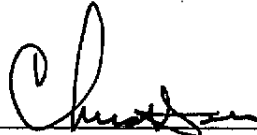
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

*PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR SECTION 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA:*

1. The name of the Limited Liability Company is **FLORIDA RESORT COMMUNITIES, L.L.C.**, an Arizona limited liability company.
2. The name and Florida street address of the Registered Agent and registered office are as follows:

Christopher M. Fear, Esq.  
Lane, Trohn, Bertrand & Vreeland, P.A.  
One Lake Morton Drive  
Lakeland, Florida 33801

*Having been named as registered agent and to accept service of process for the above limited liability company at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



\_\_\_\_\_  
Christopher M. Fear

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 25 PM 2:00

# STATE OF ARIZONA



## Office of the CORPORATION COMMISSION

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

I, STUART R. BRACKLEY, EXECUTIVE SECRETARY OF THE ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY THAT

\*\*\*FLORIDA RESORT COMMUNITIES, L.L.C.\*\*\*

IS A LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF ARIZONA WHICH FILED ITS ARTICLES OF ORGANIZATION IN THIS OFFICE ON THE 14TH DAY OF JANUARY 1999.

IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed the official  
seal of the Arizona Corporation  
Commission. Done at Phoenix, the  
Capital, this  
22ND day JANUARY

19 99, A.D.

*Stuart R. Brackley*

EXECUTIVE SECRETARY



BY *[Signature]*