

m990000000963



ACCOUNT NO. : 072100000032

REFERENCE : 1285600 4802844

AUTHORIZATION :

Patricia Puyot

COST LIMIT : \$ 285.00

ORDER DATE : June 23, 1999

ORDER TIME : 10:18 AM

ORDER NO. : 285600-010

000002915540--5

CUSTOMER NO: 4802844

CUSTOMER: Ms. Kate R. Perkins
Neal Gerber & Eisenberg
Two North Lasalle Street
Suite # 2200
Chicago, IL 60602

FOREIGN FILINGS

NAME: PINES AND PALMS GOLF COURSE,
L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	6/25/99
Availability	XX
Document Examiner	DCC
Updater	CONTACT PERSON: Angie Glisar
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

CERTIFIED COPY
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CERTIFICATE OF GOOD STANDING

m990000000963

FILED
99 JUN 25 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JUN 25 AM 10:46
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

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

1. PINES AND PALMS GOLF COURSE, L.L.C.
(Name of foreign limited liability company)
 2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
 3. 36-4267376
(FEI number, if applicable)
 4. December 16, 1998
(Date of Organization)
 5. December 31, 2047
(Duration: Year limited liability company will cease to exist or "perpetual")
 6. Upon Filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
 7. 200 West Madison Street, 38th Floor, Chicago, Illinois 60606
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Allen M. Turner</u>	<u>MGR</u>	<u>Glen Miller</u>	<u>MGR</u>
<u>200 West Madison Street</u>		<u>200 West Madison Street</u>	
<u>Chicago, Illinois 60606</u>		<u>Chicago, Illinois 60606</u>	
<u>Simon Zunamon</u>	<u>MGR</u>		
<u>200 West Madison Street</u>			
<u>Chicago, Illinois 60606</u>			

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

The undersigned member or authorized representative of a member of PINES AND PALMS GOLF
COURSE, L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 0 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 800,000 ;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 800,000 .
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.

(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.)

Glen Miller, Manager

Typed or printed name of signee

FILED
99 JUN 25 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FL

Filing Fee: \$250.00 for Application and Affidavit

EXHIBIT A

Legal Description

A tract of land lying in Section 22-30-16, Pinellas County, Florida being more particularly described as follows:

Commencing at the West 1/4 corner of said Section 22-30-16, run S 89° 45' 25" E, 1323.91 feet along the East/West centerline of said Section 22 to the Southwest corner of the Southeast 1/4 of the Northwest 1/4 of said Section 22, the POINT OF BEGINNING; run thence N 0° 01' 27" W, 435.00 feet along the West line of said Southeast 1/4 of the Northwest 1/4 of Section 22-30-16; run thence N 52° 02' 02" E, 258.67 feet; run thence N 0° 01' 27" W, 105.00 feet; run thence S 89° 45' 25" E, 583.50 feet to a point of curvature; thence along a curve to the left having a radius of 284.42 feet, a central angle of 118° 42' 13", an arc distance of 589.25 feet, a chord distance of 489.38 feet and a chord bearing of N 30° 53' 28.5 E; run thence N 28° 27' 38" W, 265.00 feet along a line lying 25.00 feet West of and parallel to the West line of a 50-foot wide City of St. Petersburg, Florida water line easement as recorded in Clerk's Instrument No. 117685A of the public records of Pinellas County, Florida; run thence N 65° 36' 26" W, 107.00 feet to a point of curvature; run thence along a curve to the right having a radius of 297.60 feet, a central angle of 37° 08' 48", an arc distance of 192.94 feet, a chord distance of 189.58 feet and a chord bearing of N 47° 02' 02" W; run thence N 28° 27' 38" W, 885.00 feet along a line lying 150.00 feet West of and parallel to the aforementioned West line of a City of St. Petersburg, Florida water line easement; run thence N 69° 01' 07" E, 201.72 feet to a point on the West Line of a 225.00 foot wide Florida Power Corporation right-of-way as described in Clerk's Instrument No. 933 330A of the public records of Pinellas County, Florida; run thence N 55° 47' 34" E, 162.51 feet; run thence S 89° 55' 18" E, 72.65 feet to a point on the East line of aforementioned 225-foot wide Florida Power Corporation right-of-way; run thence S 28° 27' 38" E, 102.45 feet along said East line of a Florida Power Corporation right-of-way run thence S 89° 55' 18" E, 37.59 feet; run thence S 45° 00' 00" E, 300.70 feet to a point of curvature; run thence along a curve to the right having a radius of 1000.00 feet, a central angle of 16° 32' 22", an arc distance of 288.67 feet, a chord distance of 287.67 feet and a chord bearing of S 36° 43' 49" E, run thence S 28° 27' 38" E, a chord bearing of S 36° 43' 49" E, run thence S 28° 27' 38" E, 73.40 feet to a point of curvature; run thence along a curve to the right having a radius of 500.00 feet, a central angle of 18° 27' 38", an arc distance 161.10 feet, a chord distance and a chord bearing of S 19° 13' 49" E to a point of reverse curvature; run thence along a curve to the left having a radius of 773.00 feet, a central angle of 35° 00' 00", an arc distance of 472.24 feet, a chord distance of 464.93 feet and a chord bearing of S 27° 30' 00" E; run thence S 45° 00' 00" E, 50.57 feet to a point of curvature; run thence along a curve to the right having a radius of 400.00 feet, a central angle of 45° 00' 00", an arc distance of 314.16 feet, a chord distance of 306.15 feet and a chord bearing of S 22° 30' 00" E; run thence due West 40.00 feet; run thence due South, 16.36 feet; run thence S 68° 00' 00" E, 249.02 feet to a point of curvature; run thence along a curve to the left having a radius of 1000.00 feet, a central angle of 17° 30' 00", an arc distance of 305.43 feet, a chord distance of 304.25 feet and a chord bearing of S 76° 45' 00" E; run thence S 85° 30' 00" E, 159.87 feet to a point of curvature; run thence along a curve to the right having a radius of 400.00 feet, a central angle of 16° 00' 00", an arc distance of 111.70 feet, a chord distance of 111.34 feet and a chord bearing of S 77° 30' 00" E; run thence S 69° 30' 00" E, 59.26 feet to a point of curvature; run thence along a curve to the left having a radius of 200.00 feet, a central angle of 30° 30' 00", an arc distance of 106.46 feet, a chord distance of 105.21 feet and a chord bearing of S 84° 45' 00" E; run thence N 80° 00' 00" E, 355.47 feet; run thence S 89° 47' 18" E, 435.00 feet along a line lying 150.00 feet North of the North line of a 175-foot wide Florida Power Corporation right-of-way also described in Clerk's Instrument No. 933 330A of the public records of Pinellas County, Florida to a point of curvature; run thence

along a curve to the right having a radius of 150.00 feet, a central angle of 90° 00' 00", an arc distance of 235.62 feet, a chord distance of 212.13 feet and a chord bearing of S 44° 47' 18" E, to a point on said North line of a 175-foot wide Florida Power Corporation right-of-way; run thence S 0° 12' 42" W, 400.00 feet; run thence N 89° 47' 18" W, 500.60 feet along a line lying 225 feet South of and parallel to the South line of the 175-foot wide Florida Power Corporation right-of-way described above, to a point of curvature; run thence along a curve to the right having a radius of 200.00 feet, a central angle of 22° 17' 16", an arc distance of 77.80 feet, a chord distance of 77.31 feet and a chord bearing of N 76° 38' 39" W; run thence N 67° 30' 00" W, 48.62 feet to a point of curvature; run thence along a curve to the left having a radius of 500.00 feet, a central angle of 40° 00' 00", an arc distance of 349.07 feet, a chord distance of 342.02 feet and a chord bearing of N 37° 30' 00" W; run thence S 72° 30' 00" W, 154.61 feet; run thence N 89° 47' 18" W, 318.76 feet along a line lying 225 feet South of and parallel to the South line of aforesaid 175-foot wide Florida Power Corporation right-of-way; run thence S 0° 12' 42" W, a distance of 50.00 feet to a point; run thence S 28° 27' 38" E, 175.67 feet along a line lying 230 feet East of and parallel to the East line of a 100-foot wide Florida Power Corporation right-of-way also described in aforementioned Clerk's Instrument No. 933 330A, to a point of curvature; run thence along a curve to the right having a radius of 200.00 feet, a central angle of 90° 00' 00", an arc distance of 314.16 feet, a chord distance of 282.84 feet and a chord bearing of S 16° 32' 22" W; run thence S 61° 32' 22" W, 210.00 feet; run thence N 40° 00' 00" W, 505.67 feet; run thence N 74° 30' 00" W, 397.86 feet to a point on the East/West centerline of said Section 22-30-16; run thence along said East/West centerline, N 89° 45' 25" W, 1200.00 feet to the Southwest corner of the Southeast 1/4 of the Northwest 1/4 of said Section 22-30-16; the POINT OF BEGINNING; less the land lying within the Florida Power Corporation right-of-way described in Clerk's Instrument No. 933 330A of the public records of Pinellas County, Florida, containing 20.884 Acres M.O.L. and also less the land lying within an unrecorded 50-foot wide Florida Power Corporation right-of-way, lying adjacent and contiguous to the South line of the 175-foot wide portion of the above mentioned Florida Power Corporation right-of-way described in Clerk's Instrument No. 933 330A containing 2.908 Acres M.O.L.; and also less the land lying within an unrecorded 50-foot wide Florida Power Corporation right-of-way lying adjacent and contiguous to the East line of the 100-foot wide portion of the above mentioned Florida Power Corporation right-of-way described in Clerk's Instrument No. 933 330A and South of the aforementioned 50-foot wide unrecorded F.P.C. right-of-way, containing 1.083 Acres M.O.L.

TOGETHER WITH

All of Grantor's right, title and interest in and to that certain Easement described in that certain Easement Agreement dated May 20, 1969, between Florida Power Corporation, a Florida corporation, and Behring West, Inc., a Florida corporation, filed July 21, 1969, in Book 3124, Page 712 of the Official Records of Pinellas County, Florida, which Easement is described as follows:

IN SECTION 22, TOWNSHIP 30 SOUTH, RANGE 16 EAST

Beginning at the northeast corner of S 1/4 of NE 1/4 of Section 22, Township 30 South, Range 16 East, thence N 89° 48' 48" W, along the north boundary of said S 1/4 of NE 1/4, 2337.48 feet to a point that is 175.00 feet easterly from and at right angle to the centerline of GRANTOR'S existing Higgins-Disston 115KV transmission line, thence N 28° 29' 08" W, parallel to said centerline, 2255.96 feet to the north boundary of the NW 1/4 of said Section 22, said point being N 89° 57' 08" W, 768.96 feet from the northeast corner of said NW 1/4 thence N 89° 57' 08" W, along said north boundary 256.11 feet to the westerly right-of-way line of said transmission line, said point being 50.00 feet from and at right angle to the centerline of said

transmission line, thence S 28° 29' 08" E, along said westerly right-of-way line, 4518.72 feet to the south boundary of the N 1/2 of SE 1/4 of said Section 22, said point being S 89° 44' 19" E, 1129.97 feet from the southwest corner of said N 1/2 of SE 1/4, thence S 89° 44' 19" E, along said south boundary, 114.06 feet to the easterly right-of-way line of said transmission line, said point being 50.00 feet easterly from and at right angle to the centerline of said transmission line, thence N 28° 29' 08" W, along said easterly right-of-way line, 2063.62 feet to a point that is 175.00 feet southerly from and at right angle to the north boundary of said S 1/4 of NE 1/4, thence S 89° 48' 48" E, parallel to the north boundary of said S 1/4 of NE 1/4, 2384.25 feet to the east boundary of said S 1/4 of NE 1/4, thence N 0° 11' 15" E, along said east boundary, 175.00 feet to the Point of Beginning.

Parcel: 22/30/16/00000/240/0100

Street Address: 9445 Mainlands Blvd. West
Pinellas Park, Florida

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 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:

PINES AND PALMS GOLF COURSE, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Having been named as registered agent and to accept service of process for the above stated 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.

By: _____

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PINES AND PALMS GOLF COURSE, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

FILED

99 JUN 25 PM 12:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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06-24-99



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: