

M99000001531

LAW OFFICE OF
WAGGONER & BRUEHL, P.A.

Timothy J. Bruehl

5400 Pine Island Road, Suite D
Bokeelia, FL 33922
(941) 283-1076
(941) 283-7567 Fax

Paul H. Waggoner
of Counsel

August 24, 1999

Secretary of State
Attention: Corporate Division
State Capital
Tallahassee, FL 32303

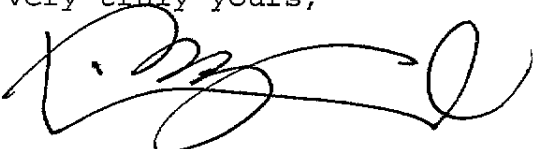
Re: Serenity Bay Lodge, LLC
Arizona Limited Liability Company

Gentlemen/Madam:

I am enclosing herewith the Application By Foreign Limited Liability Company for Authorization to Transact Business in Florida, Affidavit of Membership and Contributions of Foreign Limited Liability Company and the Certificate of Designation of Registered Agent/Registered Office for filing with your office. I am also enclosing two checks in the amount of \$35.00 and \$250.00 respectively.

After filing of the same, please return proof of filing to our office in the enclosed return envelope. Thank you for your assistance and cooperation.

Very truly yours,



Timothy J. Bruehl
TJB/emg
Encs.

w99-20043
800002971398--1
-08/26/99--01082--002
*****35.00 *****35.00
800002971398--1
-08/26/99--01082--003
*****250.00 *****250.00

FILED
SEP 1 1999
TALLAHASSEE, FL 32303
66 SEP 22 PM 2:25

mtm
9/29



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 30, 1999

WAGGONER & BRUEHL, P.A.
5400 PINE ISLAND RD
STE D
BOKEELIA, FL 33922

SUBJECT: SERENITY BAY LODGE, LLC.
Ref. Number: W99000020043

FILED
SECRETARY OF STATE
AUG 31 2 25 PM '99

We have received your document for SERENITY BAY LODGE, LLC. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 999A00043163

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. SERENITY BAY LODGE, LLC.
(Name of foreign limited liability company)
2. Arizona
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. 7/16/99
(Date of Organization)
5. 2025
(Duration: Year limited liability company will cease to exist or "perpetual")
6. (SEPT. 1, 1999)
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. Serenity Bay Lodge
4824 Pine Island Rd., Matlacha, Florida 33993
(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>William G. Armstrong</u>	<u>MGRM</u>	_____	_____
<u>2701 Bruce St.</u>	_____	_____	_____
<u>Matlacha, FL 33993</u>	_____	_____	_____
_____	_____	_____	_____
<u>William B. Hurst</u>	<u>MGRM</u>	_____	_____
<u>7280 Oakwood Pines Dr.</u>	_____	_____	_____
<u>Flagstaff, AZ 86004</u>	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**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:

SERENITY BAY LODGE, LLC.

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

Timothy J. Bruehl, Esq.

(Name)

Waggoner & Bruehl, P.A., 5400 Pine Island Rd., Suite D., Bokeelia, FL
33922

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

FL

City/State/Zip

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.

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent


FILED
SEP 29 1999
PM 2:25
CLERK OF COURT
STATE OF FLORIDA

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

The undersigned member or authorized representative of a member of SERENITY BAY LODGE,
LLC. certifies:

FILED
AUG 10 PM 2:26
CLERK OF COURT
JACKSONVILLE

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 8,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____;
(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 \$ 8,000.00
(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.)

William B. Hurst, Trustee

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

STATE OF ARIZONA



Office of the CORPORATION COMMISSION

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****SERENITY BAY LODGE, LLC*****

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 16th day of July 1999.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capitol, this 17th day of September, 1999, A. D.



[Signature]
Executive Secretary

BY: *Alma Castillo*