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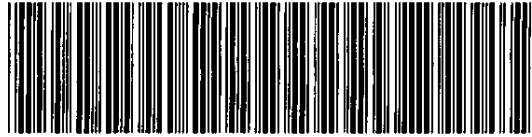
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DIVISION OF CORPORATIONS  
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*Amended & Rest.*

C.COULLETTE

OCT 19 2009

EXAMINER

**SHELL, FLEMING, DAVIS & MENGE**  
ATTORNEYS AT LAW

BRADEN K. BALL, JR.  
MAUREEN DUGNAN  
Board Certified Criminal Trial Lawyer  
Also Licensed In New York  
THOMAS J. GILLIAM, JR.  
PATRICK J. HAMMERGREN  
CHARLES L. HOFFMAN, JR.  
LL.M. in Taxation  
DANNY L. KEPNER  
Board Certified Civil Trial Lawyer  
LOUIS A. (TRIP) MAYGARDEN, III  
JILL K. SATTERWHITE  
LL.M. in Taxation  
Also Licensed In Alabama  
JAMES A. SHEA, JR.  
Also Licensed in Alabama and Georgia  
STEPHEN B. SHELL  
Board Certified Real Estate Lawyer

**BRADEN K. BALL, JR.**

TELEPHONE • (850) 434-2411 ext. 227  
FACSIMILE • (850) 435-1074  
E-MAIL • [bball@shellfleming.com](mailto:bball@shellfleming.com)

*OF COUNSEL:*  
THURSTON A. SHELL  
FLETCHER FLEMING

ROLLIN D. DAVIS, JR.  
(1932-2002)  
M.J. MENGE  
(1936-2007)

226 PALAFOX PLACE  
NINTH FLOOR, SEVILLE TOWER  
PENSACOLA, FLORIDA 32502

MAIL TO:  
POST OFFICE BOX 1831  
PENSACOLA, FLORIDA 32591-1831

September 15, 2009

Department of State  
Division of Corporations  
2661 W. Executive Center Circle  
Clifton Building  
Tallahassee, Florida 32301

Regarding: Three Run Recreational Club, Inc.

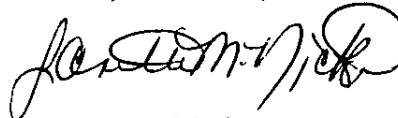
Dear Ladies and Gentlemen:

Enclosed please find the original and one copy of the Amended and Restated Articles of Incorporation for Three Run Recreational Club, Inc. Please file these Amended and Restated Articles of Incorporation and return a copy to our office in the enclosed self-addressed stamped envelope. Our trust check in the amount of \$35.00 for the required filing fee is enclosed.

If you have any questions, please do not hesitate to contact us. Thank you.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE



Janette M. Nickol,  
Legal/Closing Assistant to Braden K. Ball, Jr.

BKB:jmn

Enclosures

File No. E1085.00000



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 25, 2009

SHELL, FLEMING, DAVIS & MENGE  
JANETTE M. NICKOL  
PO BOX 1831  
PENSACOLA, FL 32591-1831

SUBJECT: THREE RUN RECREATIONAL CLUB, INC.  
Ref. Number: N09000002179

We have received your document for THREE RUN RECREATIONAL CLUB, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

I waited on a fax with the date and manner of adoption for this amendment and never received it so, I am returning to you for correction.

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) 245-6903.

Cheryl Coulliette  
Regulatory Specialist II

Letter Number: 509A00031430

**SHELL, FLEMING, DAVIS & MENGE**  
ATTORNEYS AT LAW

BRADEN K. BALL, JR.  
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October 16, 2009

*OF COUNSEL:*  
THURSTON A. SHELL  
FLETCHER FLEMING

ROLLIN D. DAVIS, JR.  
(1932-2002)  
M.J. MENGE  
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PENSACOLA, FLORIDA 32591-1831

Department of State  
Division of Corporations  
2661 W. Executive Center Circle  
Clifton Building  
Tallahassee, Florida 32301

Attention: Cheryl Coulliette, Regulatory Specialist II

Regarding: Three Run Recreational Club, Inc. – Reference No. N09000002179

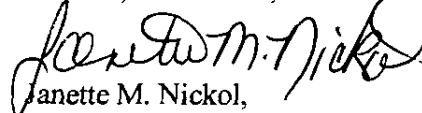
Dear Cheryl:

Enclosed please find the **REVISED** original and one copy of the Amended and Restated Articles of Incorporation for Three Run Recreational Club, Inc. Please file these Amended and Restated Articles of Incorporation and return a copy to our office in the enclosed self-addressed stamped envelope. I believe you still have our trust check in the amount of \$35.00 for the required filing fee is enclosed.

If you have any questions, please do not hesitate to contact us. Thank you.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE



Janette M. Nickol,  
Legal/Closing Assistant to Braden K. Ball, Jr.

BKB:jmn

Enclosures

File No. E1085.00000

P. 2/8  
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DIVISION OF CORPORATIONS  
09 OCT 19 PM 1:27

**AMENDED AND RESTATED ARTICLES  
OF INCORPORATION OF THREE RUN  
RECREATIONAL CLUB, INC.**  
a Florida Not For Profit Corporation

The undersigned individuals, hereby subscribe to the following Amended ~~and~~ Restated Articles of Incorporation:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the corporation is **Three Run Recreational Club, Inc.** The street address and mailing address of the initial principal office of the corporation are 5001 South Pineville Road, Walnut Hill, FL 32568. There are no members entitled to vote on this amendment. This amendment was adopted by the Board of Directors on September 13, 2009.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized shall be as follows:

(a) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for pleasure, recreation, and other non-profitable purposes. The corporation shall be specifically authorized to pursue its recreational purposes by entering into a Recreational License Agreement with La Floresta Perdida, Inc., concerning real estate in Escambia County, Florida, owned by La Floresta Perdida, Inc., adjacent to Perdido River, and more particularly described in the Recreational License Agreement. It is specifically intended that the corporation be permitted to conduct activities constituting the recreational purpose for which it is organized; provided, however, such activities must be consistent with the provisions of these articles and the bylaws of the corporation.

*(At 7777 South Pineville Road, Walnut Hill, FL, 32568)*

(b) No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation, or any private individual (except that reasonable compensation may

be paid for services rendered to or for the corporation in effecting one or more of its purposes), and no director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The corporation shall distribute or apply its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c) (7) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended.

#### ARTICLE III - MEMBERSHIP

There shall be one class of members and all members and all members shall have equal rights. Persons over the age of eighteen (18) are eligible to become members of this corporation upon being nominated by a current member and approved by majority vote of the Board of Directors. The initial members of the corporation shall consist of the initial members of the Board of Directors. A "Member" must be a natural individual of legal age who owns and occupies a parcel of property in Escambia County, Florida, lying within one-half (1/2) mile of real estate owned by La Floresta Perdida, Inc., in Escambia County, Florida, north of 9051 South Highway 99, Walnut Hill, Florida 32568.

If a Member ceases to own and occupy a parcel of property lying within the area described above, then the membership of that person shall be automatically terminated as of the date such person ceases to own or to occupy a parcel of property lying within the required distance from La Floresta Perdida, Inc., property. The total number of Members shall not exceed 100.

#### ARTICLE IV - TERM OF EXISTENCE AND COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall have perpetual existence. The date for commencement of this corporation's existence shall be the date these articles are filed with the Florida Secretary of State.

ARTICLE V - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are as follows:

Glenn Holland  
5001 South Pineville Road  
Walnut Hill, FL 32568.

ARTICLE VI - OFFICERS

The corporation shall have such officers as the Board of Directors of the corporation shall, in its discretion, determine necessary or appropriate to accomplish the objectives of the corporation. The officers shall be appointed by the Board of Directors at the annual meeting of the Board of Directors.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this corporation not for profit shall be managed by a Board of Directors. The directors shall have full power to appoint officers, and to fill the office of any director, who may resign, die, become disabled, or refuse to act. The majority vote of the directors present at a meeting at which there is a quorum shall be sufficient for the taking of any action within the power of the corporation, except as otherwise provided in these Articles of Incorporation, the corporate bylaws or by law.

This corporation shall have six (6) directors initially. The number of directors may be either increased or decreased from time to time consistent with the bylaws but shall never be less than five (5). The names and addresses of the initial directors of this corporation are:

Glenn Holland, Secretary-Treasurer  
5001 South Pineville Road  
Walnut Hill, FL 32568

Wayne McCullough, President  
6111 Highway 97A  
Walnut Hill, FL 32568



Tony Hall, Vice-President  
10430 Highway 97A  
Walnut Hill, FL 32568

Paul Ryals  
5550 South Pineville Road  
Walnut Hill, FL 32568

Jamie Barlow  
3756 South Pineville Road, Apt. #1  
Walnut Hill, FL 32568

Tony Chavers  
6801 Pine Forest Road  
Walnut Hill, FL 32568

ARTICLE VIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the directors and officers of the corporation are subject to this reservation.

ARTICLE IX - BYLAWS

The bylaws of the corporation are to be made, altered or rescinded by the Board of Directors in the manner set forth in the Bylaws of the corporation.

ARTICLE X - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed to charitable, religious, scientific, literary, or educational organizations that would then qualify under the provisions of Section 501(c) (7) of the Code and its regulations as they now exist or may hereafter be amended. No director or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE XI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be 5001 South Pineville Road, Walnut Hill, FL 32568. The name of the registered agent of this corporation at that address shall be Glenn Holland.

IN WITNESS WHEREOF, I, the undersigned incorporator of **Three Run Recreational Club, Inc.**, have hereunto set my hand and seal on the date hereinafter set forth for the purpose of forming this corporation not for profit under the laws of the State of Florida.

INCORPORATOR

Glenn Holland  
Glenn Holland

DATE: Sept 13, 2009.

Wayne McCullough  
Wayne McCullough, President

DATE: Sept. 13, 2009.

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of **Three Run Recreational Club, Inc.** Further, I am familiar with and accept the duties and obligations of such designation.

Glenn Holland  
Glenn Holland

DATE: Sept 13, 2009.