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1253 PARK STREET  
CLEARWATER, FLORIDA 33756

RALPH RICHARDS (1893-1980)  
JOHN D. FITE  
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April 18, 2000

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VIA FEDERAL EXPRESS

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

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-04/19/00--01067--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Articles of Incorporation  
CLEARWATER COUNTRY CLUB MANAGEMENT, INC.

Ladies/Gentlemen:

We enclose for filing in your office the original and a copy of the Articles of Incorporation and designation of Registered Agent for the above noted corporation.

We also enclose a check in the amount of \$78.75 to cover the following:

File Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy of Articles	8.75
	<u>\$ 78.75</u>

We appreciate your forwarding the certified copy of the Articles to the undersigned at the firm and address shown above.

Very truly yours,  
*Emil G. Pratesi*  
Emil G. Pratesi

EGP/ljw  
Enclosures

FILED  
00 APR 19 PM 12:02  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

CP  
4-24-00

ARTICLES OF INCORPORATION  
OF  
CLEARWATER COUNTRY CLUB MANAGEMENT, INC.

FILED  
00 APR 19 PM 12:03  
TALLAHASSEE, FLORIDA

The undersigned, with other persons being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

NAME

The name of the Corporation shall be Clearwater Country Club Management, Inc.

ARTICLE II

PURPOSES

The Corporation is organized for the purpose of owning, leasing, managing, constructing and operating a golf course, clubhouse and related facilities and to do all other thing permitted by law.

ARTICLE III

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IV

MEMBERS

The Corporation shall have Members. The membership of the Corporation shall constitute all persons hereinafter named as Subscribers, as Directors, and such other persons who, from time to time hereafter, meet such criteria for membership, qualification and manner of admission as shall be determined by the Board of Directors and provided for in the Bylaws of the Corporation.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The business affairs of the Corporation shall be managed by the Board of Directors.

Section 2. The Corporation shall have three (3) members of the Board initially. The number of Directors may be

changed from time to time as provided by the Bylaws, but their number may never be less than three (3).

Section 3. Only persons who are Members of the Corporation shall be eligible to serve on the Board of Directors.

Section 4. The names and addresses of the initial Board of Directors who are to serve as Directors until the first meeting of the membership is as follows:

John C. Bailey  
1647 St. Pauls Drive  
Clearwater, Florida 33764

Lamar MacNutt  
322 Magnolia Drive  
Clearwater, Florida 33756

John E. Dinnsen  
2263 Lake Arbor Blvd.  
Clearwater, Florida 33763

Section 5. Members of the Board of Directors shall be elected and hold office as provided in the Bylaws.

#### ARTICLE VI

##### OFFICERS

Section 1. The officers of the Corporation shall be a President, Vice President, a Secretary, a Treasurer, and such number of additional Vice Presidents or other officers as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

President: John C. Bailey  
1647 St. Pauls Drive  
Clearwater, Florida 33764

Vice President: John E. Dinnsen  
2263 Lake Arbor Blvd.  
Clearwater, Florida 33763

Secretary: Lamar A. MacNutt  
322 Magnolia Drive  
Clearwater, Florida 33756

Treasurer: Donald Hendry  
1415 Maple Street  
Clearwater, Florida 33755

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the

Bylaws.

Section 4. The officers shall have such duties, responsibilities and powers as provided by the Bylaws.

ARTICLE VII

BYLAWS

The membership shall adopt Bylaws for the Corporation at the first meeting of the membership of the Corporation after the approval of these Articles of Incorporation by the Secretary of State. Additional Bylaws or alterations or rescission of the first Bylaws shall be enacted by the Members or Directors.

ARTICLE VIII

ADDRESS OF CORPORATION

The address of the Corporation is 525 North Betty Lane, Clearwater, Florida 33756.

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1647 St. Pauls Drive, Clearwater, Florida 33764, and the name of the initial registered agent of the Corporation located at that address is John C. Bailey.

ARTICLE X

SUBSCRIBERS

The subscriber to these Articles of Incorporation is:


John C. Bailey  
1647 St. Pauls Drive  
Clearwater, Florida 33764

ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION

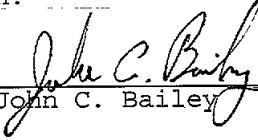
These Articles of Incorporation may be amended by the Members and the Directors. Such amendment shall be proposed and adopted by a vote of the Directors and Members of the Corporation.

THESE ARTICLES are subscribed to by:

  
\_\_\_\_\_  
John C. Bailey

ACCEPTANCE OF REGISTERED AGENT

I hereby accept to act as Initial Registered Agent  
of Clearwater Country Club Management, Inc., as stated in  
these Articles of Incorporation.

  
\_\_\_\_\_  
John C. Bailey

FILED  
00 APR 19 PM 12:03  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA