

TRANSMITTAL LETTER

N000000006951

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
00 OCT 18 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: GULF HARBOR MOORINGS, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: MICHAEL T HOYT 100003411571--6
Name (Printed or typed) -10/02/00--01113--014
*****78.75 *****78.75

759 PARK AVE
Address

NAPLES FL 34110
City, State & Zip

941 594 9267
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

CB 10-18
W-24860



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 9, 2000

MICHAEL T HOYT
759 PARK AVE
NAPLES, FL 34110

SUBJECT: GULF HARBOR MOORING, INC.
Ref. Number: W00000024060

We have received your document for GULF HARBOR MOORING, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours. - *PHONE # IS GOOD.*

WE WERE ON VACATION
You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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) 488-9000.

Cynthia Blalock
Document Specialist

Letter Number: 800A00053259

ATTN: CYNTHIA BLALOCK

PLEASE SEE ATTACHED REVISED PAGE 6

*MH
10/13/00*

ARTICLES OF INCORPORATION
OF
GULF HARBOR MOORINGS, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

FILED
00 OCT 18 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associates themselves together to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Gulf Harbor Moorings, Inc.

ARTICLE II - ENABLING LAW

This corporation is organized pursuant to the Corporations Not For Profit law of the State of Florida, set forth in Part One of Chapter 617 of the Florida Statutes.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This Corporation is organized and operated to hold title to real property conveyed to it by the Gulf Harbor Yacht Club, South, Inc., such property to be used exclusively for pleasure and recreation by the members of the Corporation; and for pleasure, recreation and other nonprofit purposes, and no part of any net earnings shall inure to the benefit of any member, director, or officer.

ARTICLE V - MEMBERSHIP

The Corporation shall have two classes of members. The manner of admission, voting rights and suspension procedure shall be as follows:

Section One, Admission. Full Members: Full membership is open to any and all residents or landowners in Gulf Harbor Subdivision that do not own or rent waterfront property in Gulf Harbor Subdivision. Associate membership is open to any and all residents or landowners in the Gulf Harbor Subdivision that do own or rent waterfront property in Gulf Harbor Subdivision. Associate members do not have the option to keep a boat at the boat basin. The resident/applicant or landowner/applicant shall be admitted to membership by an affirmative vote of two-thirds (2/3) of the members of the admissions committee. One membership (full or associate) per lot (as defined by current tax rolls at the time of application).

Section Two. Voting Rights. Each full member shall be entitled to one vote on each matter submitted to a vote of the members. Associate members will not have voting rights.

Section Three. Suspension or Expulsion of Members. If a complaint against any member shall be signed by 3 (three) other members and filed with the secretary, the latter shall bring the matter to the notice of the board of directors within 10 (ten) days. The board of directors shall then request an explanation from the accused member, and if the latter fails to explain or, after a fair hearing, is unable to justify his conduct, the board of directors is empowered to inflict a fine or to pass a resolution suspending or expelling such member from the club, such resolution not to take effect until affirmed by a majority vote of the board of directors specially summoned to consider the resolution.

(a) Ground for Suspension. A majority of the board of directors shall have power to suspend or expel members for wilful infractions of the house rules or of any bylaw of the corporation, or for acts or conduct that they may deem disorderly, or injurious or hostile to the interests or the objects of the corporation.

Section Four. Resignation. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section Five. Reinstatement. Upon written request signed by a former member and filed with the secretary, the board of directors, by the affirmative vote of two-thirds of the members of the board, may reinstate such former member to membership on such terms as the board of directors may deem appropriate.

Section Six. Transfer of Membership. Membership in this corporation is transferrable and assignable. However, no such transfer is valid unless the proposed transfer is submitted to the board of directors in writing and approved by a majority vote of the entire board. No such transfer shall become effective until the secretary of the corporation is notified of the transfer in writing. The secretary must then record the transfer in the membership book.

Section Seven. Termination of Membership. Membership shall terminate on the death of or resignation of a member, the transfer of his membership in accordance with these bylaws, or on his expulsion by the board of directors. On such termination any right, title, or interest of the member in or to the property or assets of this corporation shall cease.

ARTICLE VI - MANAGEMENT

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of three directors. The number of directors herein provided for may be changed by a bylaw duly adopted by the members entitled to vote. Directors shall be elected annually by majority vote of membership.

The names and addresses of the persons constituting the first board of directors who are to act in the capacity until the selection of their successors are:

Michael Hoyt	759 Park Ave Naples FL 34110
Robert DiModica	751 Glendale Ave. Naples FL 34110
James DiGiacomo	771 Park Ave. Naples FL 34110

(b) Elective Officers. The officers of this corporation shall be a president, secretary and treasurer. Other offices and officers may be established or appointed by members of this corporation at any regular annual meeting. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office and the manner of removing officers shall be as set forth in the bylaws. The officers who are to serve until the first election of officers under the articles of incorporation are:

Michael Hoyt	-President	759 Park Ave Naples FL 34110
Robert DiModica	-Treasurer	751 Glendale Ave. Naples FL 34110
James DiGiacomo	-Secretary	771 Park Ave. Naples FL 34110

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office of the corporation is:

759 Park Ave, Naples FL 34110

and the name of its official registered agent at such address is: Michael Hoyt

ARTICLE VIII - AMENDMENTS

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

ARTICLE IX - BYLAWS

Bylaws will be hereinafter adopted at the first meeting of the board of directors. Such bylaws may be amended or repealed, in whole or in part, by the members in the manner provided therein. Any amendments to the bylaws shall be binding on all members of this corporation.


ARTICLE X - INCOME FROM PUBLIC EVENTS

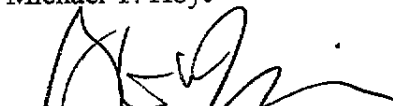
If this corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by nonmembers will be paid over to an organization which is exempt from federal income tax under Section 501 (c) (3) of in the Internal Revenue Code on an annual basis.

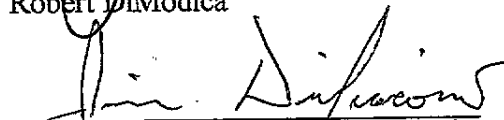
ARTICLE XI - INCORPORATOR

The name and address of the Incorporator is Michael Hoyt, 759 Park Ave., Naples, FL 34110.

IN WITNESS WHEREOF, the undersigned subscribers have executed the foregoing Articles of Incorporation this 27th day of September 2000 under the laws of the State of Florida.


Michael T. Hoyt

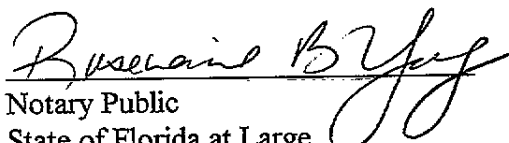

Robert DiModica


James DiGiacomo

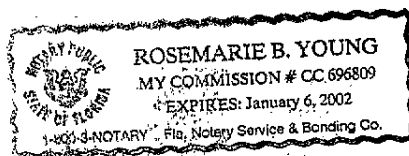
STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared Michael Hoyt, Robert DiModica and James DiGiacomo to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and State named above this 27th day of September, 2000


Notary Public
State of Florida at Large

My commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - THAT GULF HARBOR MOORINGS, INC. DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF NAPLES, STATE OF
FLORIDA, HAS NAMED MICHAEL HOYT, LOCATED AT 759 PARK AVE,
NAPLES, FL 34110, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.


MICHAEL T. HOYT

President
TITLE

10/13/00
DATE

FILED
00 OCT 18 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

The principal office and mailing address is 759 Park Ave., Naples, FL 34110.