

795000003583

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Highland Fairways
Golf Club, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 JUL 28 PM 1:47

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____		
SUBTOTALS		

200001548552
 -07/28/95 -01013-037
 ***122.50 ***122.50

DL 7/28/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>DL</u>	_____	_____	_____

WALK-IN
 Will Pick Up 7/28 1:00

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit Invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from,
 Your Capital Connector

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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HIGHLAND FAIRWAYS GOLF CLUB, INC.

The undersigned incorporator, hereby makes and executes these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with Chapter 617, Florida Statutes.

ARTICLE I

Name

The name of this corporation shall be Highland Fairways Golf Club, Inc.

ARTICLE II

Principal Office

The street address of the principal office of Highland Fairways Golf Club, Inc. is 3235 Highland Fairways Blvd., Lakeland, Florida 33809.

ARTICLE III

Purpose

The corporation is organized for the purpose of acquiring, holding and operating of a golf course, its improvements, facilities and equipment and a golf club in connection therewith, and to perform such other acts and services that, in the opinion of the Board of Directors of the Corporation, will promote the enjoyment and benefit of its membership.

ARTICLE IV

Powers

In addition to all other powers granted to the Corporation by applicable law, the Corporation shall have the following powers:

1. To make, establish and enforce reasonable rules and regulations governing the use of its facilities.
2. To make, levy and collect assessments for the purpose of obtaining funds from its members to pay for the operation and maintenance of the Corporation and the golf course facilities and to use the proceeds of assessments in the exercise of its powers and duties.

3. To maintain, repair, replace and operate the facilities as required.
4. To enforce by rule, regulation or legal means the obligation of the members of the Corporation.
5. To take such further actions as are reasonable and necessary to promote the purposes of the corporation.

ARTICLE V

Membership

The qualification of members, the manner of their admission to membership, the termination of such membership and the voting by members shall be provided in the Bylaws provided each member shall have one vote.

ARTICLE VI

Term

The term for which this Corporation is to exist shall be perpetual.

ARTICLE VII

Board of Directors

The affairs of the Corporation initially will be managed by a 10 member Board of Directors. The initial Directors shall serve until such time as a Board of Directors is elected and qualified in the manner provided by the Bylaws of the Corporation, whose number shall not be less than 5 nor more than 11.

The names and addresses of the initial Directors are:

<u>Name</u>	<u>Address</u>
Lawrence E. Deusch	3501 Highland Fairways Blvd. Lakeland FL 33809
Thomas E. Burkhead	3401 Innisbrook Drive Lakeland FL 33809
Marie Hering	3575 Highland Fairways Blvd. Lakeland FL 33809
Walter Miller	3121 Sand Trap Court Lakeland FL 33809

Lawrence Larson	1970 Long Boat Drive Lakeland FL 33809
Herbert T Coady	3417 Innisbrook Drive Lakeland FL 33809
Doris Laibe	2203 Grand Cypress Drive Lakeland FL 33809
Roberta Simmons	2263 Golden Horseshoe Circle North Lakeland FL 33809
Clarence Thomas	3397 Highland Fairways Blvd Lakeland FL 33809
George Buchanan	1912 Prairie Dunes Circle Lakeland FL 33809

ARTICLE VIII

Bylaws

The Bylaws of this Corporation shall be adopted by the Board of Directors and may be amended in the manner provided in the Bylaws.

ARTICLE IX

Amendments

These Articles of Incorporation may be amended by a vote of the members. Such amendments shall be proposed and adopted in the manner provided by the Bylaws, and shall become effective when received by the Secretary of State, unless a later date is provided by the terms thereof.

ARTICLE X

Indemnification

The Corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a director, officer or agent of the corporation, against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interests of the

Corporation. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his, or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in the best interests of the Corporation, or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Any expenses incurred by a director, officer or agent in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the director, officer or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation. The indemnification provided by this Section is not exclusive. The Corporation may make any further indemnification of its directors, officers, employees or agents under the Bylaws, by agreement, or by the affirmative vote of at least 66 2/3 % of the members and at least 66 2/3 % of the disinterested directors.

ARTICLE XI

Prohibition Against Distribution of Income

The Corporation is one which does not permit pecuniary gain or profit. No part of any net earnings shall inure to the benefit of any member, director or officer, and as such, they will have no interest in or title to any of the property or assets of the Corporation except in accordance with the provisions relating to dissolution in the Bylaws. Nothing herein shall prohibit the Corporation from reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation. Membership shall only entitle the member to use the club facilities.

ARTICLE XII

Transfer of Membership

A membership may be transferred only to the Corporation in accordance with the procedure set forth in the Bylaws of the Corporation. A member who resigns or who has been expelled from the Corporation shall surrender his or her membership certificate to the Corporation in accordance with the procedure set forth in the Bylaws of the Corporation. The Corporation may re-purchase the membership from a resigning member for a price not exceeding the resigning members original cost. Membership certificates shall state thereon that the transfer of the membership is restricted in accordance with the terms and provisions of this article.

ARTICLE XIII

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Designation of Registered Agent and Office
and acceptance by registered Agent

95 JUL 28 PM 1:47

The street address of the initial Registered Agent of the Corporation shall be 659 Avenue A, N.W., Winter Haven, Florida 33882 and the name of the Registered Agent of the Corporation at that address is Lawrence C. Stewart, Jr.


Acceptance

Having been named as Registered Agent then designated to accept service or process for the above Corporation, 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 a Registered Agent.



Lawrence C. Stewart, Jr.
Registered Agent

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the incorporator has executed these Articles of Incorporation this 26th day of July, 1995.



Lawrence C. Stewart, Jr.
Incorporator