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PAVESE, GARNER, HAVERFIELD, DALTON, HARRISON & JENSEN, L.L.P.

A FLORIDA LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AND COUNSELORS AT LAW

<http://pavesegarner.com>

1833 HENDRY STREET
FORT MYERS, FLORIDA 33901

POST OFFICE DRAWER 1507
FORT MYERS, FLORIDA 33902-1507

(941) 334-2195
FAX (941) 332-2243

May 14, 1998

PLEASE REPLY TO
FORT MYERS OFFICE

CHRISTOPHER J. SHIELDS
BOARD CERTIFIED ESTATE LAWYER
(941) 336-6245

Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

100002526561--1
-05/18/98--01018--012
****122.50 ****122.50

Re: **Articles of Amendment to the Articles of Incorporation of
Punta Gorda Country Club, Inc.**

Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Articles of Amendment to the Articles of Incorporation of the above referenced corporation, together with a check in the amount of \$122.50, said check allocated as follows:

- \$35.00 - filing fee
- \$35.00 - registered agent fee
- \$52.50 - certified copy

Please certify and return one copy of the Articles of Amendment to the Articles of Incorporation.

Thank you for your cooperation in this matter.

Very truly yours,

Christopher J. Shields

Amend of
5/1/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 29 AM 10:09

CJS/jg
Enclosures
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 20, 1998

CHRISTOPHER J. SHIELDS, ESQUIRE
POST OFFICE DRAWER 1507
FORT MYERS, FL 33902-1507

SUBJECT: PUNTA GORDA COUNTRY CLUB, INC.
Ref. Number: W98000011527

We have received your document for PUNTA GORDA COUNTRY CLUB, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 698A00028278

PAVESE, GARNER, HAVERFIELD, DALTON, HARRISON & JENSEN, L.L.P.
A FLORIDA LIMITED LIABILITY PARTNERSHIP

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CHRISTOPHER J. SHIELDS
BOARD CERTIFIED REAL ESTATE LAWYER
(941) 336-6245

May 27, 1998

PLEASE REPLY TO
FORT MYERS OFFICE

PERSONAL & CONFIDENTIAL

ATTENTION: SUSAN PAYNE

Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

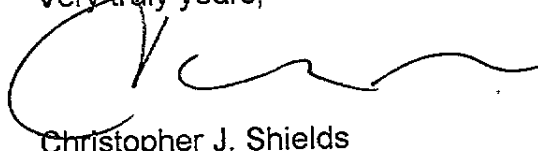
Re: ***Articles of Amendment to the Articles of Incorporation of
Punta Gorda Country Club, Inc.***

Dear Ms. Payne:

Pursuant to your telephone conversation with my secretary on this date, I am enclosing herewith the signed Acceptance of Service Page, i.e., Page #9, for the Articles of Amendment of the above-referenced corporation.

Please feel free to contact me if you should need anything further regarding this matter.

Very truly yours,



Christopher J. Shields

CJS/jg

Enclosure

FAWPDATA\CJS\WHITE2\CORPORAT.LT3

PAVESE, GARNER, HAVERFIELD, DALTON, HARRISON & JENSEN, L.L.P.

A FLORIDA LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AND COUNSELORS AT LAW

<http://pavesegarner.com>

1833 HENDRY STREET
FORT MYERS, FLORIDA 33901

POST OFFICE DRAWER 1507
FORT MYERS, FLORIDA 33902-1507

(941) 334-2195
FAX (941) 332-2243

CHRISTOPHER J. SHIELDS
BOARD CERTIFIED REAL ESTATE LAWYER
(941) 336-6245

May 22, 1998

PLEASE REPLY TO
FORT MYERS OFFICE

Division of Corporations
Department of State
Attention: Dana Calloway, Document Specialist
P. O. Box 6327
Tallahassee, Florida 32314

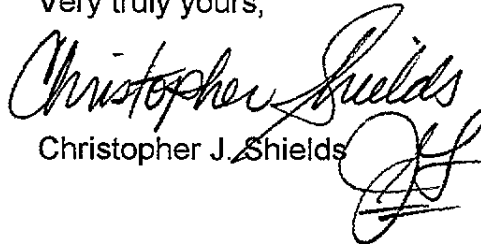
Re: **Articles of Amendment to the Articles of Incorporation of
Punta Gorda Country Club, Inc.**

Dear Ms. Calloway:

Per our telephone conversation on this date, I am reenclosing the "Articles of Amendment" to the Articles of Incorporation for filing. It is my understanding that you retained the check in the amount of \$122.50 for the filing fee in anticipation of the return of the documents.

Thank you for your cooperation in this matter.

Very truly yours,


Christopher J. Shields

CJS/jg
Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY 29 AM 10: 09

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
PUNTA GORDA COUNTRY CLUB, INC.**

Pursuant to the provisions of Section 617.1001 through 617.1006 of the Corporations Not-for-Profit Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is **Punta Gorda Country Club, Inc.**, formerly known as Charlotte Associates, Inc.

2. The following Amendments to the Articles of Incorporation was adopted by the Board of Directors and not less than 67% of the members of the Corporation eligible to vote by the execution of a written statement manifesting their intention that such amendment be adopted, dated the 13th day of April, 1998, in the manner prescribed by Section 617.1006 of the Corporations Not-for-Profit Act:

Articles I through VIII, and Articles X, XI, XII and XIII of the Articles of Incorporation is amended to read as follows:

ARTICLE I

NAME

The name of the Corporation shall be "PUNTA GORDA COUNTRY CLUB, INC." (hereinafter referred to as the "Club"). Its principal office shall be at

6100 Duncan Road, Punta Gorda, Florida 33950 or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE II

DURATION

The period of duration of the Club is perpetual.

ARTICLE III

PURPOSE AND POWERS

The sole purpose of the Club is to own and operate a private country club exclusively for the pleasure and recreation of its members and their guests and invitees. The Club is organized exclusively for pleasure, recreation and other non-profitable purposes. The Club shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to nonprofit corporations, as those laws now exist or as they may hereafter provide.

ARTICLE IV

PROHIBITION AGAINST DISTRIBUTION OF INCOME

The Club 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 Club except in accordance with the provisions relating to dissolution in the By-Laws. Nothing herein shall prohibit the Club from reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to the Club.

ARTICLE V

CAPITAL STOCK

The Club shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE VI

MEMBERSHIPS

Qualifications for membership, the manner of admission, the categories of membership, and the voting rights of membership shall be as set forth by the By-Laws of the Club.

ARTICLE VII

LIABILITY FOR DEBTS

Neither the members nor the officers or directors of the Club shall be liable for the debts of the Club.

ARTICLE VIII

BOARD OF DIRECTORS

This Club shall have nine (9) members of the Board of Directors initially.

The names and addresses of the initial Directors of this Club are:

<u>Name</u>	<u>Address</u>
Robert H. Knorr, President	850 Napoli Lane, Punta Gorda, FL 33950
Donald Eiler, Vice President	26153 Rampart Blvd., Punta Gorda, FL 33983
Robert Kelder, Treasurer	130 Breakers Ct., #231, Punta Gorda, FL 33950
Florence Badger, Secretary	2452 Auburn Blvd., Port Charlotte, FL 33948
Bernard McBride	660 Coranodo Drive, Punta Gorda, FL 33950
Robert Pell	2181 Taiwan Court, Punta Gorda, FL 33983
John Shea	3501 Peace River Drive, Punta Gorda, FL 33983
Mike Sciacca	731 Brenda Court, Punta Gorda, FL 33950
Paul Stone	22191 Lancaster Ave., Port Charlotte, FL 33952

ARTICLE X

INDEMNIFICATION

The Club shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida

Not For Profit Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of members or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall insure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XI

DISSOLUTION

In the event of dissolution or final liquidation of the Club, all of the property and assets of the Club, after payment of its debts, will be distributed, as permitted

by Florida law or a court having jurisdiction, among the holders of the equity memberships of the Club.

ARTICLE XII

TRANSFER OF MEMBERSHIP

A membership may be transferred only through the Club in accordance with the procedure set forth in the By-Laws of the Club. A member who has been expelled from the Club shall surrender his or her membership acknowledgment to the Club in accordance with the procedure set forth in the By-Laws of the Club.

ARTICLE XIII

INITIAL REGISTERED OFFICE AND AGENT

The registered office for the Club and the registered agent for the Club at that address are the following: 1833 Hendry Street, Fort Myers, Florida 33902-1507, Christopher J. Shields, Esquire.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its President and Secretary on this 13th day of APRIL, 1998.

By: Robert H. Knorr
President

Print Name: ROBERT H. KNORR

And By: Florence E. Badger
Secretary

Print Name: FLORENCE E. BADGER

STATE OF FLORIDA)
) CHARLOTTE
COUNTY OF LEE)

BEFORE ME, the undersigned authority, personally appeared ROBERT H. KNORR, President and FLORENCE E. BADGER, Secretary of Punta Gorda Country Club, Inc., who are to me well known to be, or who produced _____ as identification proving to be, the persons described in and who subscribed to the above Articles of Amendment to the Articles of Incorporation, and who did not take an oath, and did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the use and purposes therein mentioned and set forth.

WITNESS my hand and official seal this 13 day of

April, 1998.

Adrienne Coloton

(Name of Notary, typed, printed or stamped), Notary Public

My Commission Expires:
JUNE 16, 1998

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Notary Public
State of Florida
Adrienne Coloton
Comm. # CC384136 Exp. June 16, 1998

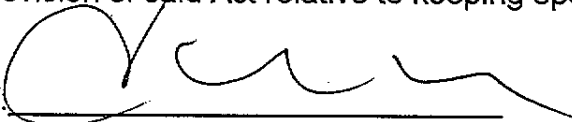
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First--That **PUNTA GORDA COUNTRY CLUB, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Punta Gorda, County of Charlotte, State of Florida, has named Christopher J. Shields, located at 1833 Hendry Street, City of Fort Myers, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:



Christopher J. Shields,
Registered Agent