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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

CLUB FACILITIES NAPLES GM, INC.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

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TALLAHASSEE, FLORIDA

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4p

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. CLUB FACILITIES NAPLES GM, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. 20-3071363

(FEI number, if applicable)

4. JUNE 27, 2005

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4495 EMERALD VISTA, SUITE 2, LAKE WORTH, FLORIDA 33401

(Principal office address)

4495 EMERALD VISTA, SUITE 2, LAKE WORTH, FLORIDA 33401

(Current mailing address)

8. HOLDING COMPANY

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: ROBERT B. MACAULAY

Office Address: 2525 PONCE DE LEON BOULEVARD, #400

CORAL GABLES

(City)

Florida 33134

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Robert B. Macaulay

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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GRAYHAWK GROUP

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A. DIRECTORS

Chairman: LAWRENCE B. HANKINS

Address: 4455 EMERALD VISTA, SUITE 2, LAKE WORTH, FLORIDA 33401

Vice Chairman: _____

Address: _____

Director: MICHAEL A. DREYER

Address: 103 FORTK ROAD, SUITE 200, WILMINGTON, DELAWARE 19803

Director: _____

Address: _____

B. OFFICERS

President: LAWRENCE B. HANKINS
Sec'y & Treas. Address: 4455 EMERALD VISTA, SUITE 2, LAKE WORTH, FLORIDA 33401

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. LAWRENCE B. HANKINS, PRESIDENT

(Typed or printed name and capacity of person signing application)

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLUB FACILITIES NAPLES GM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF JUNE, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CLUB FACILITIES NAPLES GM, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA



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050541460

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3987495

DATE: 06-29-05