

* Division of Corporations

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Florida Department of State
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FLORIDA NON-PROFIT CORPORATION

westview country club merger sub, inc.

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**ARTICLES OF INCORPORATION
OF
WESTVIEW COUNTRY CLUB MERGER SUB, INC.**

THE UNDERSIGNED, acting as incorporator of a corporation not-for-profit under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation shall be Westview Country Club Merger Sub, Inc. (the "Corporation").

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 2601 N.W. 119th Street, Miami, Florida 33167.

ARTICLE III

Purpose

The purposes for which the Corporation is formed are to:

- A. To acquire, hold, lease, mortgage, sell, transfer, own, convey and in any manner, otherwise deal with real property.
- B. Do all things that are incident or conducive, directly or indirectly, to the attainment of the above-mentioned purpose.

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C. To engage in any lawful act or activity for which a corporation may be organized under the Florida Not For Profit Corporation Act.

ARTICLE IV

Powers

The Corporation shall have all of the common law and statutory powers of a not for profit corporation organized under the Not-For-Profit Corporation Act of the State of Florida. Without in any way limiting the generality of the preceding sentence, the Corporation shall have the power to do any and all things necessary and proper for the accomplishment of its purposes, including, but not limited to, the power to:

- A. Make donations, gifts, contributions, and loans from the net income or assets of the Corporation exclusively for the purposes set forth in these Articles of Incorporation;
- B. Accept by donation, gift, devise, bequest, or otherwise, property of every kind and description;
- C. Borrow and/or solicit funds for furtherance of the Corporation's purposes; and
- D. Purchase, lease, acquire, hold, invest, reinvest, use, mortgage, pledge, sell, assign, transfer, or otherwise dispose of both real and personal property, tangible and intangible, of every kind and description, and any interest in any property; and to exercise in respect of any and all property any and all rights and privileges of joint or sole ownership.

ARTICLE V

Limitations

- A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

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B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

ARTICLE VI

Incorporator

The name of the Incorporator of the Corporation is James D. Tate, and the address of said Incorporator is 2601 N.W. 119th Street, Miami, Florida 33167.

ARTICLE VII

Board of Directors

The method of election or appointment of the Board shall be determined by the Bylaws of the Corporation to be hereafter adopted.

ARTICLE VIII

Initial Registered Office and Agent

As set forth in the registered agent's written acceptance of his appointment, which shall be delivered to the Department of State together with these Articles of Incorporation, the name and address of the initial registered agent of the Corporation are James D. Tate, 2601 N.W. 119th Street, Miami, Florida 33167.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 17th day of ~~March~~, 2000.

April


James D. Tate, Incorporator

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**ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT**

The undersigned, James D. Tate, hereby accepts appointment as the initial registered agent
of Westview Country Club Merger Sub, Inc., as set forth in the foregoing Articles of Incorporation.


James D. Tate, Registered Agent
Dated: March 17, 2000
April

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