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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ACCOUNT NO. : 072100000032  
REFERENCE : 907666 80913A  
AUTHORIZATION :  
COST LIMIT : \$ PREPAID

ORDER DATE : November 22, 2000

ORDER TIME : 9:57 AM

ORDER NO. : 907666-005

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CUSTOMER NO: 80913A

CUSTOMER: Ms. Kathy Prevatt  
Salter Feiber Yenser & Murphy  
703 Northeast 1st Street  
Gainesville, FL 32601

DOMESTIC FILING

NAME: THE HERITAGE CLUB OF  
GAINESVILLE, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 NOV 22 AM 10: 09  
SUPERVISOR OF FILINGS

SM  
11/22/00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION OF  
THE HERITAGE CLUB OF GAINESVILLE, INC.**

**A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation:

**Article I  
Name; Address**

The name of the corporation shall be the HERITAGE CLUB OF GAINESVILLE, INC.

The principal address of the corporation at the time of incorporation is The Seagle Building, 408 West University Avenue, Gainesville, Florida 32601.

**Article II  
Duration; Existence**

The duration of this corporation is perpetual unless and until it is dissolved according to law.

Corporate existence shall commence at on the date these articles of incorporation are filed by the Department of State.

**Article III  
Purpose**

(a) The specific and primary purpose for which this corporation is organized is to provide social and recreational facilities for its members.

(b) The general purposes for which this corporation is organized are to purchase, repair, improve, maintain, and operate fine dining facilities for the benefit of its members, and to promote social intercourse among them.

(c) This corporation is formed and shall be operated exclusively for pleasure, recreation, and other nonprofit purposes. No part of any net earnings shall inure to the benefit of any member, trustee, or officer of the corporation except as provided by law.

(d) This corporation shall have and exercise all powers conferred on not for profit corporations under the laws of the State of Florida generally, and specifically as provided in the Florida Not for Profit Corporation Act, provided, however, that this corporation has no power to

engage in any activity that in itself is not in furtherance of its purposes as set forth in paragraphs (a) through (c) of this Article III.

**Article IV  
Qualifications and Admission of Members**

The authorized number, qualifications, and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection, and the termination and transfer of membership shall be as set forth in the bylaws of this corporation.

**Article V  
Registered Office and Registered Agent**

The street address of the corporation's initial registered office is 703 Northeast First Street, Gainesville, Florida 32601, and the name of the corporation's initial registered agent at that address is JAMES D. SALTER.

**Article VI  
First Board of Directors**

The following three persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

Name	Address
JOHN HENRY SMITH	Building D, Suite Three 3600 NW 43 <sup>rd</sup> Street Gainesville, Florida
KENNETH R. MCGURN	101 Southeast Second Place Gainesville, Florida 32601
E.T. YORK	4020 SW 78th Street Gainesville, Florida 32608

**Article VII  
Basis Under Which Corporation Organized**

The corporation is a not for profit corporation as defined by the Florida Not for Profit Corporation Act, § 617.01401, Fla. Stat. As such, it is not organized for the pecuniary gain or profit

of, and of the net earnings nor any part thereof is distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

**Article VIII  
Management of Corporate Affairs**

(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 provided for in these articles of incorporation may be changed by a bylaw adopted by the board of directors.

(b) Election of Directors. The method of electing directors shall be as set forth in the bylaws.

(c) Elective Officers. The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such a purpose. 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.

(d) Standing Committees. The board of directors may establish standing committees. The election of committee members and the powers and duties of these committees shall be as specified in the bylaws.

**Article IX  
Incorporator**

The names and address of the incorporator is as follows:

Name	Address
JAMES D. SALTER	703 Northeast First Street P.O. Box 1589 Gainesville, Florida 32601

**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 participation by nonmembers will be paid over to an organization that is exempt from federal income tax under 26 USCA § 501(c)(3) on an annual basis, unless this corporation itself is a tax exempt organization under 26 USCA § 501(c)(3).

**Article XI  
Bylaws**

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

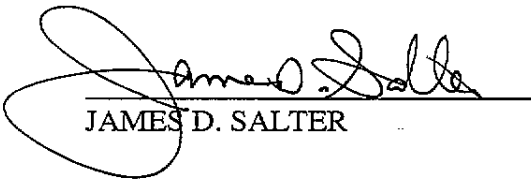
**Article XII  
Amendment of Articles**

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

**Article XIII  
Distribution on Dissolution**

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in 26 USCA § 501(c)(3) or 170(c)(2) or corresponding sections as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

In witness, the undersigned incorporator has executed these articles of incorporation on NOVEMBER 21, 2002.

  
JAMES D. SALTER

STATE OF FLORIDA  
COUNTY OF ALACHUA

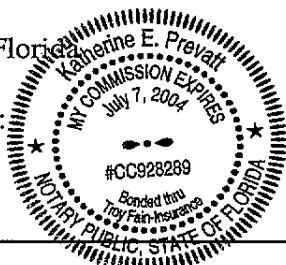
The foregoing instrument was acknowledged before me on 11-21-00 by, JAMES D. SALTER who is  personally known to me or  who has produced \_\_\_\_\_ as identification.

Notary Public - State of Florida

Sign Katherine E. Prevatt

My Commission Expires:

Print: \_\_\_\_\_

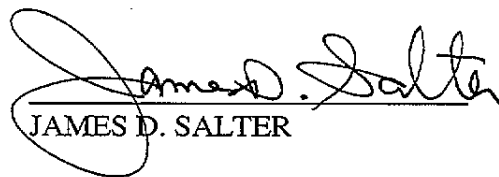


Articles of Incorporation  
The Heritage Club of Gainesville, Inc.

**REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT** 00 NOV 22 PM 12: 12

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I 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, and I accept the duties and obligations of § 617.0501, Fla. Stat.

Dated: NOVEMBER 21, 2000.

  
JAMES D. SALTER