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FLORIDA NON-PROFIT CORPORATION

Tierra Verde Recreation Complex, Inc.

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**ARTICLES OF INCORPORATION
OF
TIERRA VERDE RECREATION COMPLEX, INC.**

I, the undersigned incorporator, file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name and Address

The name of this corporation shall be:

TIERRA VERDE RECREATION COMPLEX, INC.

The address of this corporation shall be 2108 Oceanview Drive, Tierra Verde, Florida 33715 or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II
Purposes

(a) The general nature, objects and purposes for which this corporation is exclusively organized and operated for charitable purposes, including for such purpose, the making of distributions to organizations that are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and exempt from taxation under Section 501(a) of the Code. This corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations set forth in these Articles, shall use the whole or any part of the income from such property and such principal exclusively for its charitable, scientific or educational purposes.

(b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or the Treasury regulations

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promulgated thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(d) In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Federal tax code, or to the Federal, state, or local government body to be used for exclusively public purposes, as the Board of Directors determines.

ARTICLE III Powers

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 of the Florida Statutes as amended, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized.

ARTICLE IV Members

The corporation shall not have members.

ARTICLE V Directors

Directors of the corporation will be appointed in the manner set forth in the Bylaws.

ARTICLE V Term of Existence

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

ARTICLE VI Incorporators

The name and address of the incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
R. James Robbins, Jr.	101 East Kennedy Boulevard Suite 3700 Tampa, Florida 33602

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ARTICLE VII
Registered Office and Registered Agent

The name of the corporation's initial registered agent is R. James Robbins, Jr. and the street address of the corporation's initial registered office is 101 East Kennedy Boulevard, Suite 3700, Tampa, Florida 33602. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 617.0502, Florida Statutes.

ARTICLE VIII
Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the members of the corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the members of the corporation or ten (10) days' advance notice of the amendment or amendments, to be considered at such meeting, shall have been given in writing personally or by mail to each member of the corporation prior to such meeting. All actions, including but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

EXECUTED: August 22, 2003


R. James Robbins, Jr., Incorporator

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its 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 registered agent.

Signature:


R. James Robbins, Jr.

Date:

August 22, 2003

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