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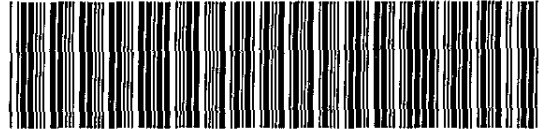
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SEC. OF STATE
TALLAHASSEE, FLORIDA

04 JUN - 8 AM 9:40

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GunsterYoakley
ATTORNEYS AT LAW

Our File Number: 20918.00007
Writer's Direct Dial Number: (561) 650-0728
Writer's E-Mail Address: proehl@gunster.com

VIA FEDERAL EXPRESS

June 7, 2004

Bobbie Cox
Florida Department of State
Corporations Division
409 East Gains Street
Tallahassee, FL 32399

RE: The Inn at Harbourside at Mariner's Club Bahia Beach Condominium
Association, Inc. (the "Company") Articles of Incorporation

Dear Ms. Cox:

Enclosed are Articles of Incorporation for the Company. Please proceed with filing the documents and return the verification to my attention in the enclosed envelope.

Please call me if you have any questions or comments.

Thank you, in advance, for your assistance.

Very truly yours,

Patti Roehl
Paralegal

Enclosures

WPB 773461.1

**ARTICLES OF INCORPORATION
of
THE INN AT HARBOURSIDE AT MARINER'S CLUB
BAHIA BEACH CONDOMINIUM ASSOCIATION, INC.**

(A Florida Corporation Not for Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation shall be **The Inn at Harbourside at Mariner's Club Bahia Beach Condominium Association, Inc.** (hereinafter referred to as the "Association").

ARTICLE II
MAILING & PRINCIPAL ADDRESS

The principal place of business of the Association shall be:

611 Destiny Drive
Bahia Beach, FL 33570

and the mailing address of the Association shall be:

12800 University Drive
Suite 400
Fort Myers, FL 33907

ARTICLE III
PURPOSES

The purposes for which this Association is organized are to operate and manage the affairs and property of the Association and to perform all acts provided in the Declaration of Condominium for The Inn at Harbourside at Mariner's Club Bahia Beach, a Condominium (the "Declaration") and applicable Florida laws. All capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Declaration. The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or any individual person, firm or corporation.

ARTICLE IV
CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE V
BOARD OF DIRECTORS

The affairs of the Association shall be managed and conducted by a Board of Directors consisting of not less than three (3) members. The method of election of directors is as stated in the Bylaws. The number of directors may be increased or decreased from time to time as the Board of Directors may determine; however, the number of directors shall not be less than three (3). The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected, qualified and seated, are as follows:

<u>Name</u>	<u>Address</u>
Alexander L. Pockrus	12800 University Drive Suite 400 Fort Myers, Florida 33907
Robert Newhart	611 Destiny Drive Bahia Beach, Florida 33570
Shawn Ward	12800 University Drive Suite 400 Fort Myers, Florida 33907

ARTICLE VI
SOLE INCORPORATOR

The name and street address of the sole incorporator is:

Cynthia C. Spall, Esq.
c/o Gunster, Yoakley & Stewart, P.A.
777 S. Flagler Drive, Suite 500 East Tower
West Palm Beach, Florida 33401

ARTICLE VII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators (the "Indemnitees"), against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of the Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct.

Indemnification as provided in this Article shall continue as to a person who has ceased to be a Director or Officer, and shall inure to the benefit of the heirs, executors, and

administrators of such person. References herein to Directors and Officers shall include not only current Directors and Officers, but former Directors and former Officers as well.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is a Director or Officer of the Association against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such whether or not the Association would have the power to indemnify him/her against such liability under the provisions of this Article.

The aforementioned rights shall be in addition to any and not exclusive of all other rights to which such Director or Officer may be entitled under Florida law. In particular, the Association shall also indemnify and advance costs to the Indemnitees to the full extent allowed under any applicable Florida statutes.

ARTICLE VIII POWERS

The Association shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with these Articles, and further shall have all the powers to accomplish all purposes and goals authorized and set forth herein and in the Declaration, as amended from time to time. By way of example and not of limitation, such powers shall include the power to:

- A. Own and convey property.
- B. Establish rules and regulations.
- C. Assess members and enforce assessments.
- D. Sue and be sued.
- E. Contract for services of a maintenance or management company.
- F. Require all the unit owners to be members.
- G. Take any other action necessary for the purposes for which the association is organized.

ARTICLE IX AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the following manner:

- A. The Board of Directors, by majority vote, shall adopt a resolution setting forth the proposed Amendment and direct that it be submitted to vote at a meeting of the Members.

B. Notice of the subject matter of the proposed Amendment shall be included in the notice of any meeting (special or annual) at which such proposed Amendment is to be considered by the Members. Such notice shall set out in full the proposed amended article, section, subsection or paragraph of a subsection.

C. Such proposed Amendment shall be submitted to and approved by the Members at such meeting. Any number of Amendments may be submitted to the Members and voted upon at one (1) meeting. The proposed Amendment shall be adopted upon receiving the affirmative vote of at least a majority of the votes of the Members present, in person or by proxy, at such meeting at which a quorum has been attained.

D. An Amendment to these Articles of Incorporation may be made by a written statement signed by all Members eligible to vote in lieu of the above procedure.

E. An Amendment to these Articles of Incorporation must be recorded with identification on the first page thereof of the book and page numbers of the public records where the Declaration is recorded.

F. Notwithstanding anything contained herein to the contrary, prior to Turnover, an Amendment to these Articles of Incorporation may be made solely upon a majority vote of the Board of Directors, without the need for a vote of Members.

G. Notwithstanding anything contained herein to the contrary, so long as Developer owns at least one (1) Unit in The Inn at Harbourside at Mariner's Club Bahia Beach, a Condominium, no Amendment to these Articles of Incorporation affecting the rights or privileges of Bahia Sun Associates Limited Partnership, a Florida limited partnership, or its successors or assigns, as Developer, shall be effective without prior written consent of Developer.

H. Subject to the provisions of the Resort Declaration, no amendment to these Articles shall interfere, impair, limit, restrict or terminate the use, management or operation of the Units as vacation resort accommodations, without the written consent of one hundred percent (100%) of the Members, and to the extent not prohibited by law, the Resort Lot Owner.

ARTICLE X
DESIGNATION OF REGISTERED AGENT


Douglas J. Cordello is hereby designated as the Association's Registered Agent for service of process within the State of Florida, and his street address is 12800 University Drive, Suite 400, Fort Myers, Florida 33907.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of June, 2004.


Cynthia C. Spall, Esc.

CONSENT OF REGISTERED AGENT

Douglas J. Cordello whose street address 12800 University Drive, Suite 400, Fort Myers, Florida 33907, hereby consents to his designation as Registered Agent in the foregoing Articles of Incorporation, and states that he is familiar with, and accepts, the obligations of that position as provided for in Section 617.0501, Florida Statutes


Douglas J. Cordello

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TALLAHASSEE, FLORIDA