

To:
Subject: 000174.88911
Division of Corporations

From: Ricky Soto

Tuesday, July 01, 2008

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To: Division of Corporations
Fax Number : (850) 617-6381

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Account Name : CORPDIRECT AGENTS, INC.
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Fax Number : (850) 224-1640

DIVISION OF CORPORATION

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000174.88911

FLORIDA PROFIT/NON PROFIT CORPORATION

HEATHER HILLS GOLF ACQUISITION COMMITTEE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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7 JUL 2008

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ARTICLES OF INCORPORATION
OF
HEATHER HILLS GOLF ACQUISITION
COMMITTEE, INC.

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2008 JUL - 1 PM 4: 26
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation Not for Profit under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

HEATHER HILLS GOLF ACQUISITION COMMITTEE, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purpose of the Corporation is to determine the feasibility to purchase Heather Hills Golf Course and to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - PRINCIPAL OFFICE

The address of the principal place of business of this Corporation shall be:

508 44th Ave. E.
Bradenton, Florida 34203

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and, the mailing address of this Corporation shall be:

508 44th Ave. E.
Bradenton, Florida 34203

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and street address of the registered office of this Corporation is:

William R. Korp
240 South Pineapple Avenue, 9th Floor
Sarasota, Florida 34236

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of this Corporation shall be managed by a governing board called the Board of Directors, who shall be elected initially by the incorporator, and thereafter at the Annual Meeting of the Corporation. Vacancies on the Board of Directors may be filled until the next Annual Meeting, in such manner as provided by the By-Laws of the Corporation. The officers shall be: a President, Vice President, Secretary, Treasurer and such other officers as determined by the Board of Directors. They shall be elected by the Board of Directors. The officers and the Board of Directors shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the By-Laws of the Corporation.

ARTICLE VII - NAME AND ADDRESS OF DIRECTORS

The number of Directors shall initially be five (5). The number may be increased as provided in the By-Laws of the Corporation, but shall never be fewer than three (3). The names and addresses of the persons who shall serve as Directors until the first election are:

Bill Wagner
508 44th Ave. E.
Bradenton, Florida 34203

D'Arcy Van Nest
508 44th Ave. E.
Bradenton, FL 34203

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Sonja Accetura
508 44th Ave. E.
Bradenton, FL 34203

Roger Goodhue
508 44th Ave. E.
Bradenton, FL 34203

John Bauman
4904 2nd Ave. E.
Golf Lakes Res. Assoc.
Bradenton, FL 34203

ARTICLE VIII - BY-LAWS

The By-Laws of this Corporation may be altered, amended or repealed, and new By-Laws may be adopted as provided in the By-Laws of the Corporation.

ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles may be amended as provided in the By-Laws of the Corporation.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the Corporation), by reason that such person is or was a Board of Director or officer of the Corporation, against any and all expenses (including attorney's fees, Court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him in connection with such action, suit or proceeding, except for an officer or Board of Director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. Such right of indemnification shall continue as to a person who has ceased to be a Board of Director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Provided however, that if any past or present officer or Board of Director sues the Corporation, other than to enforce this indemnification, such past or present Board of Director or officer

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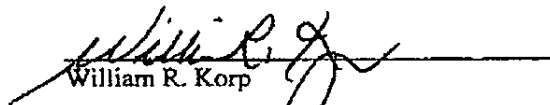
instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The Corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from corporate funds. This indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

ARTICLE XI - INCORPORATOR

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

William R. Korp
240 South Pineapple Avenue, 9th Floor
Sarasota, Florida 34236

The undersigned has executed these Articles this 30th day of June, 2008.


William R. Korp
"INCORPORATOR"

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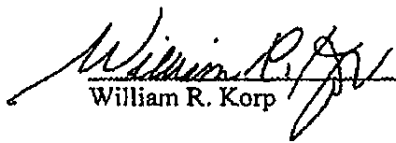
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Having been named as Registered Agent and to accept service of process for HEATHER HILLS GOLF ACQUISITION COMMITTEE, INC. at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes 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.

Date: 7/2/08



William R. Korp
"REGISTERED AGENT"