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FLORIDA PROFIT/NON PROFIT CORPORATION

BB Turnover Committee, Inc.

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ARTICLES OF INCORPORATION
OF
BB TURNOVER COMMITTEE, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit pursuant to the Florida Not For Profit Corporation Act, as particularly set forth in Chapter 617 of the Florida Statutes.

ARTICLE I – NAME

The name of this corporation is **BB Turnover Committee, Inc.**

ARTICLE II – TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III – ADDRESS

The principal office and mailing address of this corporation shall initially be located at 26660 Country Club Drive, Bonita Springs, Florida 34134, and subsequently at such other location as shall be determined by the Board of Directors.

ARTICLE IV – PURPOSE

The purpose for which this corporation is organized, initially, is to negotiate with the owner (the "Owner") of real property, improvements, intangibles and other assets that collectively constitute a golf club facility located in Lee County, Florida (the "Club"), including, but not limited to, the clubhouse, golf course, driving range, tennis, social, exercise and related facilities.

If, thereafter, this corporation becomes the owner of the Club, this corporation shall operate the Club and its recreational and other common facilities as a corporation not for profit under the laws of Florida, for pleasure, recreation and other nonprofitable purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue law.

This corporation will not have or issue shares of stock. No part of the net earnings of this corporation shall inure to the benefit of an incorporator, member, director or officer of this corporation, or any private individual, except that this corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article IV; no substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and no activity of this corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any of the provisions of these Articles, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal income tax under Sections 501(a) and 501(c)(7) of the Code and the Treasury Regulations promulgated thereunder as they now exist or as they may hereafter be amended.

ARTICLE V – MEMBERSHIP, BOARD OF DIRECTORS AND PURCHASE OF CLUB

Initially, this corporation shall not have members, and the incorporator hereby appoints the following individuals as the initial directors of this corporation:

Phillip Ashkettle	Henri Dyner	Peter Jones
David Barry	Tony Heyworth	John Klocko
David Bowers	Lance Johnson	Cindy White

Directors may be removed and/or appointed by a majority vote of the directors. The directors, by majority vote, shall have the absolute and complete discretion and authority to negotiate all of the terms and conditions of the purchase of the Club on behalf of this corporation. In the event that the directors approve the terms and conditions of an agreement of purchase (the "Purchase Agreement") they shall present the Purchase Agreement to the members of the Club, and if the members of the Club approve the Purchase Agreement by a vote (the "Membership Vote") taken in accordance with the Membership Plan governing the membership of the Club, the directors are authorized to take any and all such actions that they deem necessary or desirable in order to proceed to closing and to close on the purchase of the Club on behalf of this corporation for the purchase price and upon the terms and conditions that have been approved pursuant to the Membership Vote. The directors may retain such professional advisors as they, by majority vote, deem necessary or appropriate to advise this corporation regarding the purchase of the Club. The directors, by majority vote, may at any time decide to discontinue this corporation's efforts to purchase the Club and may at that time authorize the dissolution and liquidation of this corporation.

ARTICLE VI –RESTATED ARTICLES AND INITIAL BY-LAWS

If this corporation has agreed with the Owner to purchase the Club, prior to the closing of such purchase, the directors, by majority vote, shall (i) agree on restated Articles of Incorporation of this corporation, which shall be filed with the State of Florida prior to the closing, which restated Articles of Incorporation shall provide, among other matters, that upon the closing of such purchase this corporation shall have Members and that any member of the Club may be admitted as a Member of this corporation upon such terms and conditions as shall be approved by the Directors; and (ii) agree on the initial By-Laws of this corporation.

ARTICLE VII – REGISTERED AGENT

The registered office of this corporation is at Cheffy Passidomo, P.A., 821 Fifth Avenue South, Suite 201, Naples, Florida 34102. The registered agent at that address is Jeff M. Novatt, Esq.

ARTICLE VIII- INCORPORATOR

The name and street address of the incorporator is Jeff M. Novatt, Esq., Cheffy Passidomo, P.A., 821 Fifth Avenue South, Suite 201, Naples, Florida 34102.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 8th day of May, 2009.

Jeff M. Novatt
Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

Jeff M. Novatt
Registered Agent

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