

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

95 JUN 29 PM 1:28

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY AAIK

WALK-IN Will Pick Up 6:29 12:00

RE: LAKE BESSIE COUNTRY CLUB
GOLF COURSE, INC.

DIVISION OF CORPORATIONS

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

600001526776

-06/29/95--01022--076

***\$122.50 ***\$122.50

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUN 29 PM 1:28

ARTICLES OF INCORPORATION
OF

LAKE BESS COUNTRY CLUB GOLF COURSE, INC.
[a corporation not for profit]

We, the undersigned, with other persons, desirous of forming a corporation not for profit under the laws of Chapter 617 of the Florida statutes, do agree to the following:

ARTICLE I

Name

The name of this corporation is LAKE BESS COUNTRY CLUB GOLF COURSE, INC., a Florida corporation not for profit.

ARTICLE II

Purposes

The general nature of the object and purposes of this corporation shall be to provide an entity to hold the title to and manage and maintain certain real and tangible personal property in Polk County, Florida, for the use and benefit of all members in Lake Bess Country Club Golf Course, Inc., Polk County, Florida. To that end, the corporation shall have the power to acquire by purchase, lease, gift, devise and bequest, and to hold, own, sell, lease, manage, encumber, mortgage, sue and be sued, improve or otherwise dispose of, real, and personal property, or any interest therein, and to acquire, construct, build, improve and erect buildings with appurtenant structure and facilities, furniture, fixtures, supplies, equipment and appliances as may be necessary and expedient, create rules and regulations, and generally to do any and all things aforementioned which may be necessary or proper, in the judgment of the board of directors of the corporation, in connection with the objects and purposes herein set forth; operate and maintain common property, specifically the surface water management system as permitted by the Southwest Florida Water Management District including all wetlands, retention areas, culverts and related appurtenances. The corporation shall have all the rights, privileges, powers and immunities available to corporations not for profit under the laws of the State of Florida, and the enumeration herein of specific objects and purposes shall not limit the objects or powers of the corporation thereunder. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in the furtherance of the exempt purposes of organizations as set forth in Section 501(c) of the Internal Revenue Code of 1954, and the regulations thereunder, as the same now exist or as they may be hereafter amended from time to time.

ARTICLE III
Membership

The membership of this corporation shall be limited to the subscribers to these Articles of Incorporation and to all members in Lake Bess Country Club Golf Course, Inc., Polk County, Florida, and their respective successors.

At any annual meeting or special called meeting of the membership of the corporation, or at any other meeting at which a vote is required from the membership of the corporation, each member shall be entitled to one vote for each member in Lake Bess Country Club Golf Course, Inc. If there is more than one member, any one of the member owners present at a meeting may vote as a member; provided, that if there shall be more than one member owner present for any one member, then the vote for such membership may be made by such member owner who shall be designated in writing by a majority of the other owners of membership. The vote for any owner by a corporation may be cast by a president or vice president of the corporation, or by any other person designated in writing by the president or vice president of the corporation. Memberships owned by other organizations or associations may be voted by such person as shall be designated in writing by the managing board or body of such organizations. Any corporation or other artificial entities, organizations, or associations may be represented on the board of directors of the corporation by their officers or other employees authorized in writing to serve on such board by any such membership entities.

ARTICLE IV
Term of Existence

This corporation shall have perpetual existence. However if corporation is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government and that if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

ARTICLE V
Officers

Section 1. The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, and such other officers as may be provided by the bylaws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first annual meeting of the board of directors are:

President

John L. Olson
254 Golf Aire Boulevard
Winter Haven, Fl 33884

Vice President

Bill DeGonda
205 Golf Aire Boulevard
Winter Haven, Fl 33884

Secretary-Treasurer

Lois E. Olson
254 Golf Aire Boulevard
Winter Haven, Fl 33884

Section 3. The officers shall be elected at the annual meeting of the board of directors, or as provided in the bylaws.

ARTICLE VI Board of Directors

Section 1. The business affairs of this corporation shall be managed by the board of directors. This corporation shall have three directors initially. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than three.

Section 2. Members of the board of directors shall be members of the corporation.

Section 3. Members of the board of directors shall be elected and hold office in accordance with the bylaws.

Section 4. The names and addresses of the persons who are to serve as directors until the first annual meeting of the membership of the corporation are:

John L. Olson

254 Golf Aire Boulevard
Winter Haven, Fl 33884

Bill DeGonda

205 Golf Aire Boulevard
Winter Haven, Florida 33884

Lois E. Olson

254 Golf Aire Boulevard
Winter Haven, Fl 33884

ARTICLE VII

Bylaws

Section 1. The board of directors of this corporation may provide such bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, bylaws may be amended, altered or rescinded by a majority vote of those members of the board of directors at any regular meeting or any special called meeting called for that purpose.

ARTICLE VIII

Amendments

These Articles of Incorporation may be amended at any regular or special meeting of the general membership by a majority vote of those present; provided that notice of the intention to submit such amendments shall have been given as provided by the bylaws.

ARTICLE XI

Non-Profit Status

This corporation shall not have or issue shares of stock, and no dividends shall be paid. No part of the income of this corporation shall inure to or be distributed to its members, directors or officers; provided, however, the corporation may pay reasonable compensation and reimburse its members, directors and officers for reasonable expenses incurred in its behalf, with the specific approval of the board of directors.

ARTICLE X

Meetings

Section 1. The annual meeting for the election of members of the board of directors shall be held as provided in the bylaws.

ARTICLE XI
Distribution of Assets
Upon Dissolution

No persons, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation, and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c) of the Internal Revenue Code, or to the Federal Government, or to a state or local government, for a public purpose and none of the assets will be distributed to any member, officer or trustee of this corporation.

ARTICLE XIII
Location

The location of the principal office of this corporation shall be at 225 East Park Avenue, Lake Wales, Polk County, Florida 33853, and the name of the initial registered agent at said address is ROBERT L. WILLIAMS, JR.

ARTICLE XIII
Subscribers

The names and addresses of the subscribers to these Articles are:

John L. Olson	254 Golf Aire Boulevard Winter Haven, Fl 33884
Bill DeGonda	205 Golf Aire Boulevard Winter Haven, Fl 33884
Lois E. Olson	254 Golf Aire Boulevard Winter Haven, Fl 33884

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our signatures and seals this 28th day of April, 1995, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

Signed, sealed and delivered
in the presence of:

Melvin C. Hughes
Suzanne M. Woodland
Two Witnesses

John L. Olson
JOHN L. OLSON

Bill De Gonda
BILL DE GONDA

Lois E. Olson
LOIS E. OLSON

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared,
JOHN L. OLSON, BILL DE GONDA, and LOIS E. OLSON, who, being by me
first duly sworn and with driver's license provided as proof of
identity, acknowledged that they executed the foregoing Articles of
Incorporation for the purposes therein expressed this 28th day of
June, 1995.

Suzanne M. Woodland
Notary Public
Commission # _____
Expiration Date _____



SUZANNE M. WOODLAND
MY COMMISSION # CC 191576 EXPIRES
April 19, 1996
BONDED THRU THY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUN 29 PM 1:28

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 617, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That LAKE BESS COUNTRY CLUB GOLF COURSE, INC., a corporation not for profit, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Lake Wales, County of Polk, State of Florida, has named ROBERT L. WILLIAMS, JR., located at 225 East Park Avenue, Lake Wales, Florida 33853, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process of the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


ROBERT L. WILLIAMS, JR.