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FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH) ACCT#:
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NAME: COALITION TO SAVE WINDERMERE COUNTRY CLUB, I

AUDIT NUMBER.....H96000014381

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DATE: October 11, 1996

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PHONE #: 904 487-6926

FROM: Rose Carbone

PHONE #: (407) 650-0726

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**ARTICLES OF INCORPORATION
OF
COALITION TO SAVE WINDERMERE COUNTRY CLUB, INC.
(A Corporation Not for Profit)**

The undersigned does hereby execute these Articles of Incorporation for the purposes of forming a not for profit corporation pursuant to Chapter 617 of the Florida Statutes.

Article I

Name

The name of the corporation is Coalition To Save Windermere Country Club, Inc.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for social and athletic purposes. To carry out this purpose, the Corporation shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real and personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such acts and things as are allowed by the laws of the State of Florida with respect to corporations not-for-profit, as those laws now exist or as they may hereafter provide.

Bernard R. Baker, III, Esq. (FL Bar No. 0213942)
Gunster, Yoakley, Valdes-Pauli & Stewart, P.A.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, FL 33401
(561) 655-1980

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Article IV

Address

The principal place of business of this corporation shall be:

4407 Vineland Road, Suite D11
Orlando, FL 32811

The mailing address of this corporation shall be:

P.O. Box 200
Windermere, FL 34786

Article V

Capital Stock

This corporation shall have no capital stock and shall be composed of members rather than shareholders.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4407 Vineland Road, Suite D11, Orlando, Florida 32811 and the name of the initial registered agent of this corporation at the address is Michael E. Budowski. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

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Article VII

Incorporator

The name and address of the person signing these Articles is:

Michael E. Budowski
4407 Vineland Road, Suite D11
Orlando, FL 32811

Article VIII

Members and Board of Directors

The qualifications for members and the manner in which the members are to be admitted shall be as provided in the Bylaws. The manner in which the Directors are to be elected shall be as provided in the Bylaws.

Article IX

Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Not for Profit Corporation Act (currently, Section 617.0831 of the Florida Statutes) and Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its Officers and Directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or

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criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an Officer, Director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of members or disinterested Directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a Director, Officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto by a majority of the Board of Directors or Members.

Article XI

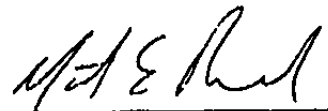
Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the members or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by

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members if the members specifically provide such Bylaw is not subject to amendment or repeal
by the Directors.

DATED: October 11, 1996

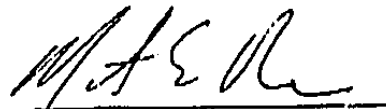


Michael E. Budowski
Incorporator

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Coalition to Save Windermere Country Club, Inc., a Florida not for profit corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:**Michael E. Budowski**

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