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LAW OFFICE OF  
RONALD P. TEEVAN, P.A.

200 N. GARDEN AVE.

SUITE A

CLEARWATER, FLORIDA 33755

RONALD P. TEEVAN

TELEPHONE (813) 461-0787

April 2, 1998

State of Florida  
Division of Corporations  
P.O Box 6327  
Tallahassee, FL 32314

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-04/06/98-01078-007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: B/A SOCIAL CLUB, INC.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for B/A Social Club, Inc. along with an original and one copy of the Certificate Designating Registered Agent. You will please find my client's check in the amount of \$70.00 for the filing fee. Once the Articles are filed, I would appreciate it if you would return the copy to me showing the date stamp thereon. If there is anything further that you need from me, please do not hesitate to call.

Sincerely yours,



Ronald P. Teevan

RPT:saw

enclosures

FILED  
98 APR -6 AM 10:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P. Hall  
APR - 5 1998

ARTICLES OF INCORPORATION OF

B/A SOCIAL CLUB, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a not-for-profit corporation under and by virtue of the laws of the State of Florida under the following proposed charter:

ARTICLE I

Name

The name of the corporation shall be B/A Social Club, Inc., a Florida corporation, hereinafter called the "Club".

ARTICLE II

Office

The principal office and mailing address of the Club, which office and/or mailing address may be changed from time to time by action of the Membership shall be located at:

18675 U.S. Highway 19 North  
Clearwater, Florida 33764

ARTICLE III

Registered Agent

The name of the Club's registered agent and the street address of the office of the registered agent shall be: Ronald P. Teevan, 200 N. Garden Avenue, Suite A, Clearwater, Florida 33755.

## ARTICLE IV

### Purpose and Powers

The Club shall have the power to transact any or all lawful business for which corporations may be incorporated under Chapter 617, Florida Statutes. In addition and not in lieu thereof, the Club shall also have the following powers:

1. To exercise all of the powers and privileges specified in Chapter 617, Florida Statutes.
2. To advance and provide social and recreational activities for the residents of Bay Aristocrat Mobile Home Park, located in Clearwater, Pinellas County, Florida.
3. To acquire, either by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real and personal property in connection with the affairs of the Club.
4. To borrow money, mortgage, pledge, deed in trust or hypothecate any or all of its real and personal property as security for money borrowed or debts incurred.
5. To contract for the maintenance and the management of all real and personal property owned by the Club, authorize persons to assist the Club in carrying out its powers and duties and employ personnel necessary to fulfill the Club's duties and functions.
6. To maintain, repair, replace and operate all real and personal property owned by the Club.
7. To purchase insurance upon any real and personal property owned by the Club and obtain insurance for the protection of the Club.
8. To reconstruct improvements after casualty and further improve all property both real and personal owned by the Club.

## ARTICLE V

### Membership

Eligibility for Membership in the Club shall be as set forth in the Bylaws.

## ARTICLE VI

### Directors

The manner and method by which Directors of the Club shall be elected and appointed, shall be set forth in the Bylaws. The affairs of the Club shall be overseen by a Board of Directors and there shall initially be fifteen (15) Members of the Board of Directors which number may be increased or decreased as provided in the By-Laws. The duties of the Board of Directors, shall be as set forth in the Bylaws.

## ARTICLE VII

### Duration

The Club shall have perpetual existence unless sooner dissolved according to law.

## ARTICLE VIII

### Officers

The business affairs of the Club shall be administered at such time and by such Officers as are designated and selected as provided for in the Bylaws.

## ARTICLE IX

### Amendment

These Articles of Incorporation may be amended, altered, revised, or amplified through the following procedure:

1. A proposed change must come through or from the Board of Directors.

2. Written notice of any proposed change shall be given at least two (2) weeks prior to the Membership vote.
3. Any regular or special meeting may be used for this matter.
4. When a quorum of twenty-five percent (25%) or more of the Members eligible to vote as provided in the Bylaws are present, a fifty-one percent (51%) affirmative vote of those Members present and voting is required for the amendment, alteration, revision or amplification to be approved.
5. The amendment, alteration, revision or amplification (changes) shall take effect immediately upon the approval from the Membership unless some other specified date is established.

## ARTICLE X

### Dissolution

The Club may be dissolved with the assent of not less than two-thirds (2/3) of the votes of the Members eligible to vote. In the event of dissolution of this Club, all its debts shall be fully satisfied first. None of its assets or holdings shall be divided among its Members or other individuals, but shall be given to other non-profit organizations that are in agreement with the letter and spirit of these Articles of Incorporation. Such organizations shall be determined by the Board of Directors recommendation and Membership approval prior to actual dissolution and all such organizations shall meet the requirements of the United States Internal Revenue Code, Section 501(c)(3), or shall be of that status.

## ARTICLE XI

### Profit

No profit shall ever accrue to the benefit of any person from the assets, holdings or transactions in which this Club may become involved.

## ARTICLE XII

### Indemnification

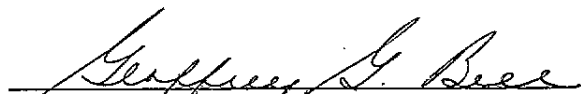
Every Director and every Officer of the Club shall be indemnified by the Club as set forth in the Bylaws.

## ARTICLE XIII

### Signer

The name, title and address of the person signing these Articles of Incorporation is: Geoffrey G. Bell whose address is: 18675 U.S. Highway 19 North, Lot 242, Clearwater, Florida 33764.

IN WITNESS WHEREOF, for the purpose of creating and establishing the Articles of Incorporation of this Corporation under the laws of the State of Florida, the undersigned, as incorporator has executed these Articles of Incorporation this 2nd day of April, 1998.

  
Geoffrey G. Bell (Incorporator)

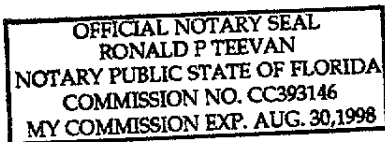
STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared Geoffrey G. Bell who after being duly cautioned and sworn, deposes and says that he has affixed his name to the foregoing Articles of Incorporation of B/A Social Club, Inc., a Florida not-for-profit corporation, as Incorporator, for the purposes therein expressed. He is personally known to me or has produced a drivers license as identification.

Witness my hand and official seal the date aforesaid.

  
\_\_\_\_\_  
Notary Public

Ronald P. TEEVAN  
(Print Notary Name)



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT THE B/A SOCIAL CLUB, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF CLEARWATER, STATE OF FLORIDA, HAS NAMED RONALD P. TEEVAN, LOCATED AT 200 N. GARDEN AVE., SUITE A, CITY OF CLEARWATER, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA. HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE \_\_\_\_\_

  
Registered Agent

DATED: April 2, 1998

FILED  
98 APR -6 AM 10:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA