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AUTHORIZATION :

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ORDER DATE : May 29, 1998

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ORDER NO. : 837786-005

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CUSTOMER: Clark A. Stillwell, Esq
BRANNEN STILLWELL & PERRIN, PA

320 Highway 41 South

Inverness, FL 34450

DOMESTIC FILING

NAME: SUNSET ISLAND CLUB, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -1 PM 1:14

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DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION OF
SUNSET ISLAND CLUB, INC.
(A Corporation Not-For-Profit)**

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The undersigned hereby executes these Articles of Incorporation for the purpose of becoming incorporated under Chapter 617, Revised Florida Statutes, as a corporation not-for-profit, and certifies as follows:

ARTICLE I

NAME

The name of the Corporation shall be "SUNSET ISLAND CLUB, INC." (hereinafter referred to as the "Club"). Its principal office shall be at 2600 West Black Diamond Circle, Lecanto, Florida, 34461, or at such other place as may be designated, from time to time, by the Board of Governors.

ARTICLE II

DURATION

The period of duration of the Club is perpetual.

ARTICLE III

PURPOSE AND POWERS

The sole purpose of the Club is to own and operate a private club exclusively for the pleasure and recreation of its members and their guests on Sunset Island, (a/k/a Crow's Nest) Homosassa River, Citrus County, Florida, or such other location the Club determines appropriate. To carry out this purpose, the Club shall be empowered to acquire, rent, lease,

let, hold own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other 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.

ARTICLE IV

PROHIBITION AGAINST DISTRIBUTION OF INCOME

The Club is one which does not permit pecuniary gain or profit. No part of any net earnings of the Club shall inure to the benefit of any member, governor or officer, and as such they will have no interest in or title to any of the property or assets of the Club. Nothing herein shall prohibit the Club from reimbursing its governors and officers for all expenses reasonably incurred in performing services rendered to the Club.

ARTICLE V

CAPITAL STOCK

The Club shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE VI

QUALIFICATIONS OF MEMBERSHIPS

The categories or membership, qualifications for membership and the manner of admission shall be as provided by the By-Laws of the Club.

ARTICLE VII
LIABILITY FOR DEBTS

Neither the members nor the officers or governors of the Club shall be liable for the debts of the Club.

ARTICLE VIII
BOARD OF GOVERNORS

1. This Club shall have not less than three (3) members but no more than seven (7) members of the Board of Governors. The names and addresses of the Governors of this Club are:

Stanley C. Olsen
2600 West Black Diamond Circle
Lecanto, Florida 34461

Glenn Elsasser
2600 West Black Diamond Circle
Lecanto, Florida 34461

Marvin Querry
2600 West Black Diamond Circle
Lecanto, Florida 34461

2. The members of the Board of Governors shall be elected annually at the annual meeting of the Club as defined by the Club Bylaws.

ARTICLE IX
INCORPORATOR

The name and residence of the subscriber and incorporator is as follows:

Glenn Elsasser
2600 West Black Diamond Circle
Lecanto, Florida 34461

ARTICLE X

OFFICERS

1. The affairs of the Club shall be managed by a President, Vice President, Secretary and Treasurer, and if elected by the Board of Governors, any such other officers and assistant officers as may be designated by the Board of Governors.

2. The Board of Governors, at each annual meeting, shall elect, to serve for a term of one (1) year and until their successors shall be elected, a President, Vice President, Secretary and Treasurer, and other such other officers as the Board of Governors may from time to time determine appropriate.

ARTICLE XI

DISSOLUTION

In the event of dissolution or final liquidation of the Club, all of the property and assets of the Club, after payment of its debts, shall be distributed, as permitted by a court having jurisdiction, only among its equity members in proportion to the value of their membership certificates as last fixed by the Board of Governors in accordance with the terms of the By-Laws.

ARTICLE XII

TRANSFER OF MEMBERSHIP

A membership may be transferred only through the Club in accordance with the procedure set forth in the By-Laws. A member who has been expelled from the Club shall surrender his or her membership certificate to the Club in accordance with the procedure set forth in the By-Laws.

ARTICLE XIII

INDEMNIFICATION

The Club shall indemnify and hold harmless each person who shall serve at any time hereafter as governor or officer from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being, governor or officer of the Club, or by reason of any legal action alleged to have been taken or omitted by him or her as such governor or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his or her gross negligence or willful misconduct.

ARTICLE XIV


INITIAL REGISTERED OFFICE AND AGENT

The registered office for the Club and the registered agent for the Club at that address

are the following:

Glenn Elsasser
2600 West Black Diamond Circle
Lecanto, Florida 34461

IN WITNESS WHEREOF, I have hereunder set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 27th day of May, 1998.


Glenn Elsasser

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 27 day of May, 1998, by GLENN ELSASSER, who:

(complete as appropriate)

is personally known to me ✓ yes/no
 produced identification _____ (yes/no).
 I.D. produced _____ (if applicable)

Charles. Stillwell
Notary Public
Name: _____
Commission Expires: _____
Commission No. _____



Clark A. Stillwell
MY COMMISSION # CC552073 EXPIRES
May 1, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for SUNSET ISLAND CLUB, INC. at the place designated in these Articles, I 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.

DATED: 5-22-98


GLENN ELSASSER

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