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TRANSMITTAL LETTER

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

FILED
JUN 12 PM 10:49
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

EFFECTIVE DATE
6-15-00

SUBJECT: Watermark Hotel + Club Properties, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Gary K. Rogers
Name (Printed or typed)

4930 Fallcrest Circle
Address

Sarasota, FL 34233
City, State & Zip

941-955-6919
Daytime Telephone number

200003284942--2
-06/12/00--01084--006
*****70.00 *****70.00

JUN 19 2000

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

EFFECTIVE DATE
6-15-00

FILED
00 JUN 12 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WATERMARK HOTEL & CLUB PROPERTIES, INC.

The undersigned, Gary K. Rogers, desires to become a body corporate and, as Incorporator, hereby makes and files these Articles of Incorporation for a proposed corporation pursuant to the laws of Florida, and to that end declares and agrees:

ARTICLE I. NAME.

The name of this corporation shall be: **Watermark Hotel & Club Properties, Inc.**

ARTICLE II. ADDRESS.

The street address of this corporation's principal office is 1133 4th Street, Sarasota, Florida 34236. The address of the principal office may be changed from time to time by the Board of Directors as authorized by law.

ARTICLE III. NATURE OF BUSINESS.

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK.

The maximum number of shares that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. DIRECTORS/OFFICERS.

This corporation shall have at least one and no more than five Directors. The name and street address of the initial members of the Board of Directors are:

Gary K. Rogers
4930 Fallcrest Circle
Sarasota, Florida 34233

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until successors are elected or appointed, is:

Gary K. Rogers, President
4930 Fallcrest Circle
Sarasota, Florida 34233

ARTICLE VI. REGISTERED AGENT

The street address of this corporation's initial office is 1133 4th Street, Sarasota, Florida 34236.

The name of this corporation's registered agent at such address is Gary K. Rogers. The registered office and registered agent may be changed from time to time by the Board of Directors as authorized by law.

ARTICLE VII. INCORPORATOR.

The name and address of the Incorporator is as follows:

Gary K. Rogers
4930 Fallcrest Circle
Sarasota, Florida 34233

ARTICLE VIII. TERM OF EXISTENCE.

This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence as soon as these Articles are filed with the Department of State of the State of Florida.

ARTICLE IX. SPECIAL PROVISION.

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S Corporation.

The effective date of this corporation shall be June 15, 2000.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 8TH day of JUNE, 2000.

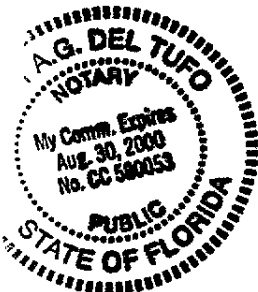
G. Rogers
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

The forgoing instrument was acknowledged before me this 8TH day of JUNE, 2000 by GARY K. ROGERS, who did not take an oath.

[Signature]
Notary Public

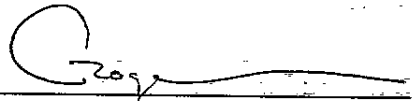
My commission expires:



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Gary K. Rogers, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Dated this 8th day of June, 2000.



Gary K. Rogers

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

00 JUN 12 AM 10:49

FILED