

P00000115688



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 937188 144946A

AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 78.75

ORDER DATE : December 19, 2000

ORDER TIME : 11:26 AM

ORDER NO. : 937188-005

500003506045--3

CUSTOMER NO: 144946A

CUSTOMER: Ms. Denielle M. Landers
Harbor Title & Escrow Company,
Ltd.
Suite 301
3755 7th Terrace
Vero Beach, FL 32960

DOMESTIC FILING

NAME: GHA MARINA VILLAGE TOWER II,
INC.

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

gn
12/19/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 19 PM 2:47

SUFFICIENCY OF FILING
TO ADOPTED
NOTED

2000 DEC 19 PM 4:05

RECEIVED
DIVISION OF CORPORATIONS
12/19/00

00 DEC 19 PM 2:47

ARTICLES OF INCORPORATION
OF
GHA MARINA VILLAGE TOWER II, INC.

ARTICLE I

NAME

The name of this corporation is GHA Marina Village Tower II, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of the corporation is: 3755 7th Terrace, Suite 301, Vero Beach, Florida 32960.

ARTICLE III

PURPOSES

This corporation is organized to engage in any lawful purpose. This corporation shall have no other lawful purpose whatsoever.

ARTICLE IV

SHARES

This corporation is authorized to issue 100 shares of common stock with a par value of \$1.00.

ARTICLE V

PREEMPTIVE RIGHTS

Each shareholder shall have preemptive rights to acquire additional shares which may be issued by this corporation to the extent preemptive rights apply to such shares under the Florida Business Corporation Act.

ARTICLE VI

BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws or adopt new Bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the Bylaws.

ARTICLE VII

REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation and the address of its initial registered office are as follows:

Name

Address

Annabel North

3755 7th Terrace, Suite 301
Vero Beach, Florida 32960

ARTICLE VIII

DIRECTORS

A. The number of directors of this corporation shall be determined in the manner specified by the Bylaws and may be increased or decreased from time to time in the manner provided therein. The initial Board of Directors shall consist of one director and her name and address is as follows:

Name

Address

Annabel North

3755 7th Terrace, Suite 301
Vero Beach, Florida 32960

B. The term of the initial directors shall be until the first annual meeting of the shareholders or until their successors are elected and qualified, unless removed in accordance with the provisions of the Bylaws.

ARTICLE IX

SHAREHOLDER VOTING REQUIREMENTS FOR CERTAIN TRANSACTIONS

In order to obtain shareholder approval in connection with the following corporate actions, such actions must be approved by the shareholders entitled to vote thereon by a majority of all the votes entitled to be cast: amendment of the Articles of Incorporation; a plan of merger or share exchange; the sale, lease, exchange, or other disposition of all, or substantially all, of the corporation's assets other than in the usual and regular course of business; or dissolution of the corporation.

ARTICLE X

INCORPORATOR

The name and address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Annabel North	3755 7th Terrace, Suite 301 Vero Beach, Florida 32960

ARTICLE XI

LIMITATION OF DIRECTORS' LIABILITY

A director shall have no liability to the corporation or its shareholders for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the director, or for conduct violating Florida Statutes Section 607.0831, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Florida Business Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Florida Business Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation or, while a director or officer, he or she is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

Section 2. Right of Claimant to Bring Suit. If a claim under Section 1 of this Article is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the corporation), and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is so entitled. Neither the failure of the corporation (including its board of directors,

independent legal counsel or its shareholders) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including its board of directors, independent legal counsel or its shareholders) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 3. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of shareholders or disinterested directors or otherwise.

Section 4. Insurance, Contracts and Funding. The corporation may maintain insurance, at its expense, to protect itself and any director, trustee, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Florida Business Corporation Act. The corporation may, without further shareholder action, enter into contracts with any director or officer of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

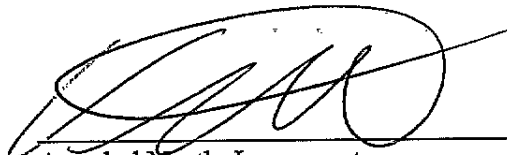
Section 5. Indemnification of Employees and Agents of the Corporation. The corporation may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporation or pursuant to rights granted pursuant to, or provided by, the Florida Business Corporation Act or otherwise.

ARTICLE XIII

EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be upon filing with the Florida Secretary of State.

Dated: December 18, 2000.



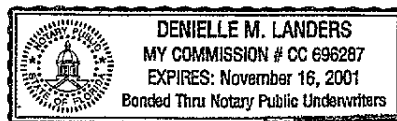
Annabel North, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF INDIAN RIVER)

The foregoing instrument was acknowledged before me this 18th of December, 2000, by Annabel North, Incorporator, who is personally known to me.

My Commission Expires:


Print Name: *Denielle M. Landers*
Notary Public, State of Florida



CONSENT TO SERVE AS REGISTERED AGENT

Annabel North, hereby consents to serve as Registered Agent, in the State of Florida, for GHA Marina Village Tower II, Inc. Annabel North understands that as agent for said corporation, he will be responsible to receive service of process in the name of said corporation; to forward all mail to said corporation; and to immediately notify the office of the Secretary of State in the event of its resignation, or of any changes in the registered office address of GHA Marina Village Tower II, Inc. and to comply with any and all statutes relative to the duties of Registered Agent.

Dated: December 18, 2000.


Annabel North
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 19 PM 2:47

STATE OF FLORIDA)
) SS:
COUNTY OF INDIAN RIVER)

The foregoing instrument was acknowledged before me this 18th day of December, 2000, by Annabel North, Registered Agent, who is personally known to me.

My Commission Expires:


Print Name: _____
Notary Public, State of Florida

