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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. GOLF AND VILLAS INTERNATIONAL, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

FILED  
02 FEB -5 PM 12:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## ARTICLES OF INCORPORATION OF

### ARTICLE I

#### CORPORATE NAME

The name of the corporation is: **Golf and Villas International, Inc.**

The principal office and mailing address is the following:

**2968 SW 8 Street  
Miami, Florida 33135**

### ARTICLE II

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida. The corporation shall exist perpetually.

### ARTICLE III

#### CAPITAL STOCK

The corporation is authorized to issue and have outstanding at any one time an aggregate number of five hundred (500) shares of one class of common stock having a par value of one (\$1.00) dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

### ARTICLE IV

#### PREEMPTIVE RIGHTS

All shareholders of the corporation shall be vested with full preemptive rights.

**ARTICLE V**

**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, except as to suits by any such officer or director against the Corporation.

**ARTICLE VI**

**INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

**INITIAL REGISTERED AGENT:** Yolanda Gay

**INITIAL REGISTERED OFFICE:** 2968 SW 8 Street  
Miami, Florida 33135

**ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT**

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



*Registered Agent*

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the Initial Board of Directors of the Corporation is  
two.

**ARTICLE VIII**

**INITIAL DIRECTORS**

The names and addresses of the initial members of the Board of Directors are:

**Oliver Hoffman**  
2968 SW 8 Street  
Miami, Florida 33135

**Clara Elizabeth Hoffman**  
2968 SW 8 Street  
Miami, Florida 33135

The number of Directors may be increased or decreased from time to time by By-Laws adopted by the Stockholders.

**ARTICLE IX**

The name and address of the incorporator executing these Articles of Incorporation is:

**INCORPORATOR: Clara Elizabeth Hoffman**

**ADDRESS: 2968 SW 8 Street**  
**Miami, Florida 33135**

*Clara Elizabeth Hoffman*  
Incorporator

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