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D. Brown HUN 23 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 442628 10820A

AUTHORIZATION :

COST LIMIT : \$ PPD

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ORDER DATE : June 22, 2005

ORDER TIME : 10:52 AM

ORDER NO. : 442628-005

CUSTOMER NO: 10820A

CUSTOMER: Ms. Nancy Barnes  
Carey O'Malley Whitaker &  
Manson, P.A.  
712 South Oregon Avenue

Tampa, FL 33606  
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DOMESTIC FILING

NAME: CABANA BEACH OF SAN MARCOS  
GP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 2933

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
CABANA BEACH OF SAN MARCOS GP, INC.**

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DIVISION OF CORPORATIONS  
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The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

**ARTICLE 1**

**Name**

The name of this corporation is **Cabana Beach of San Marcos GP, Inc.**

**ARTICLE 2**

**Principal Address / Mailing Address**

The principal address and the mailing address of this corporation are 1301 Plantation Island Drive South, Suite 304, St. Augustine, Florida 32080.

**ARTICLE 3**

**Shares**

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE 4**

**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 712 South Oregon Avenue, Tampa, Florida 33606-2543, and the name of the initial registered agent of this corporation at that address is Andrew M. O'Malley.

**ARTICLE 5**

**Incorporator**

The name and address of the person signing these Articles are:

Andrew M. O'Malley  
712 South Oregon Avenue  
Tampa, Florida 33606-2543

**ARTICLE 6**

**Initial Board of Directors**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than two (2). The name and address of the initial directors of this corporation are:

David H. Fort  
1301 Plantation Island Drive So.  
Suite 304  
St. Augustine, FL 32080

Claudia A. Fort  
1301 Plantation Island Drive So.  
Suite 304  
St. Augustine, FL 32080

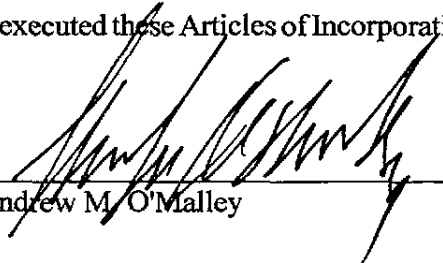
The method of election of directors will be as stated in the Bylaws.

**ARTICLE 7**

**Indemnification**

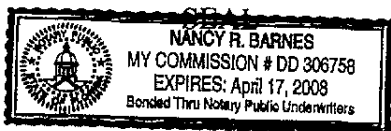
The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 21<sup>st</sup> day of June, 2005.

  
\_\_\_\_\_  
Andrew M. O'Malley

**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

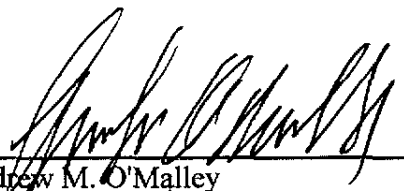
The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of June, 2005, by Andrew M. O'Malley.



Nancy R. Barnes  
Print Name of Notary Nancy R. Barnes  
Personally known K  
or Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

**Acceptance of Registered Agent**

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Andrew M. O'Malley  
712 South Oregon Avenue  
Tampa, FL 33606-2543

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SECRETARY OF STATE  
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