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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**THE CLUB AT SHORES OF PANAMA, INC.**

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**THIS INSTRUMENT PREPARED BY:**

David E. Hudgens  
Hudgens & Eiland LLP  
Post Office Box 1574  
Daphne, Alabama 36526  
Telephone 251.625.2880

**ARTICLES OF INCORPORATION OF  
THE CLUB AT SHORES OF PANAMA, INC.  
A FLORIDA CORPORATION FOR PROFIT**

The undersigned incorporator by these articles does hereby form a corporation for profit pursuant to the laws of the State of Florida, and adopts the following Articles of Incorporation:

**ARTICLE I - NAME AND INITIAL PRINCIPAL OFFICE**

The name of this Corporation shall be The Club at Shores of Panama, Inc. (hereinafter the "Corporation"). The street address of the initial principal office of the Corporation shall be 6301 Monroe Street, Daphne, Alabama 36526. The mailing address of the initial principal office of the Corporation shall be Post Office Box 7430, Spanish Fort, Alabama 36577.

**ARTICLE II - PERIOD OF DURATION**

The Corporation shall exist perpetually, unless terminated according to the terms of these Articles.

**ARTICLE III - PURPOSE**

The purpose for which the corporation is organized is to operate The Club at Shores of Panama at Shores of Panama Resort, Panama City Beach, Florida, and, in general, any other business in which it lawfully can engage and the exercise of any and all powers which might now or hereafter be lawful for a corporation to do or exercise under the laws of Florida or any act amendatory thereof or supplemental thereto that may be now or hereafter in force.

**ARTICLE IV - SHARES**

The number of shares of stock is 100 shares.

**ARTICLE V - INITIAL OFFICER AND DIRECTOR**

The name and address of the initial officer and director of the corporation is as follows:

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<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Charles K. Breland, Jr.	6301 Monroe Street Daphne, Alabama 36526	President

**ARTICLE VI - REGISTERED OFFICE AND AGENT**

The address of the Corporation's initial registered office is 415 Beckrich Road, Suite 500, Panama City Beach, Florida 32407, and the name of its initial registered agent at such address is Elizabeth J. Walters.

**ARTICLE VII - NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles K. Breland, Jr.	6301 Monroe Street Daphne, Alabama 36526

IN WITNESS WHEREOF, this Incorporator files these Articles of Incorporation and tenders to the Secretary of State of Florida the lawful fees and charges therefor and prays that these Articles may be examined and approved and that the Corporation may be deemed to be incorporated for the purposes herein set forth. The undersigned Incorporator has hereunto set his hand and seal on this the 15 day of June, 2007.

  
Charles K. Breland, Jr.

**STATE OF ALABAMA  
COUNTY OF BALDWIN**

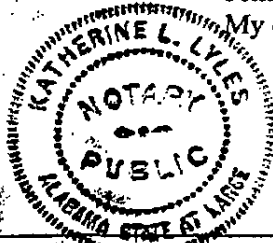
The foregoing instrument was acknowledged before me this 15 day of June, 2007, by Charles K. Breland, Jr. who is personally known to me and who did not take an oath.

Notary Seal

  
NOTARY PUBLIC

Print/Type Name: Katherine L. Lyles

My Commission Expires: 11/10/07



NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
MY COMMISSION EXPIRES: Nov 10, 2007  
BORNED YERU NOTARY PUBLIC UNDERWRITERS

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## ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for The Club at Shores of Panama, Inc., a Florida corporation for profit, 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.

  
Elizabeth J. Walters

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