CORPORATION INFORMATION Sentices, Inc. 1201 HAYS STREET TALLAHASSEL, EL 32401 901-222-9171 904-222-0193 FAX

# 800-342-808 5000000

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ORDER DATE : January 18, 1995

ORDER TIME : 9:58 AM

ORDER NO. : 526671

CUSTOMER NO:

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CUSTOMER:

Kenneth L. Schlitt, Esq. SOBERING G'AY & WHITE, P.A.

Suite 760

201 South Orange Avenue

Orlando, FL 32801

DOMESTIC FILING

MONASTERY GOLF & COUNTRY CLUB, THC.

XXX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY

XXX

PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

SIVISION OF CORPORATION ALLASS J 2

700001888047

#### ARTICLES OF INCORPORATION

OF

# MONASTERY GOLF & COUNTRY CLUB, INC.

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The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

#### ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be MONASTERY GOLF & COUNTRY CLUB, INC.

## ARTICLE II - PRINCIPAT DEFICE

The principal office and mailing address for the corporation is at 201 S. Orange Ave., Suite 760, Orlando, Florida 32801.

#### ARTICLE III - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

#### ARTICLE IV - PURPOSES

This corporation is organized for the purpose of transacting any and all lawful business.

#### ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue and have outstanding one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

#### ARTICLE VI - PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class, or series as that which he already holds, to purchase his pro rata share of such stock at the same price at which it is offered to others.

# ARTICLE VII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the state of Florida is Sobering, Gray & White, P.A., 201 S. Orange Avenue, Suite 760, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is Sobering, Gray & White, P.A.

# ARTICLE VIII - INITIAL DOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may either increase or decrease from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial directors are:

<u> Мато</u>	Addross
N. Donald Smith	3388 Eddy School Road Bellaire, MI 49615
Bradford R. Smith	3388 Eddy School Road Bellaire, MI 49615

### ARTICLE IX - INCORPORATOR

The name and street address of the incorporator of the corporation is:

Name	Address
N. Dwayne Gray, Jr.	Sobering, Gray & White, P.A. 201 S. Orange Ave., Suite 760 Orlando, FL 32801

## ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

#### ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act, from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th day of

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("Incorporator")

STATE OF FLORIDA 8.8.1 COUNTY OF ORANGE The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesald, to take acknowledgments, this 1714 day of 1 arms, 1995 by N. Dwayne Gray, Jr. who: [X] is personally known to me; or [ ] who has produced as identification; and who: [ ] did or [X] did not, take an oath. Kenneth L. Schlift My Commission Expires: OFFICIAL NOTARY SEAL KENNETH I. SCHLITT (Print Name) (Seal) NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC293060 MY COMMISSION EXP. JUNE 8.1997 (Serial Number, if any)

#### ACCEPTANCE BY REGISTERED AGENT

The undersigned, Sobering, Gray & White, P.A., as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to the Florida Business Corporation Act.

SOBERING, GRAY & WHITE, P.A.

N. Dwavne Gray, Jr.

("Registered Agent")