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ECHOLS, COTTER & SHENKO  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
ATTORNEYS AT LAW

LARRY A. ECHOLS, P.A.  
RICHARD T. COTTER, P.A.  
WILLIAM E. SHENKO, JR., P.A.

6100 ESTERO BOULEVARD  
POST OFFICE BOX 2679  
FORT MYERS BEACH, FL 33932-2679  
(813) 462-8793  
FAX (813) 462-4402

May 3, 1995

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Bay Harbor Inn & Properties, Inc.

6000001493166  
-05/10/95--01101--014  
\*\*\*122.50 \*\*\*122.50

Dear Sir/Madam:

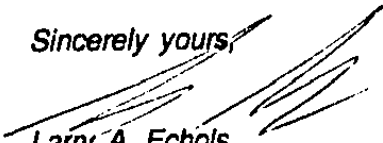
Enclosed herewith is an original and one (1) copy of Articles of Incorporation of Bay Harbor Inn and Properties, Inc.

Also enclosed is my Check in the amount of \$ 122.50 in payment of the following:

Filing Fees: \$35.00  
Certified Cc: 52.50  
Registered Agent  
Designation 35.00  
122.50

Please file these Articles and return a copy to me, and thank you in advance for your attention and assistance.

Sincerely yours,

  
Larry A. Echols

LAE/pr

cc: Ms. Roxanna Smith

SIDS

FILED  
MAY 10 1995  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
BAY HARBOR INN & PROPERTIES, INC.**

*The Undersigned does hereby associate themselves, their successors and assigns together for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:*

**ARTICLE I**

*The name of this corporation is BAY HARBOR INN & PROPERTIES, INC.*

**ARTICLE II**

*The general purposes for which the corporation is organized are:*

- 1. To own, operate and manage properties, including without limitation, hotels, motels, inns, and vacation rental properties.*
- 2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.*
- 3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.*

**ARTICLE III**

*The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 2,000 shares of common stock of the same class and at \$1.00 par value.*

**ARTICLE IV**

*The amount of capital with which the corporation will begin business is \$500.00.*

**ARTICLE V**

*The Corporation is to have perpetual existence. The date and time of existence is the filing date hereof.*

**ARTICLE VI**

*The post office address of the principal office of the corporation in this State is 21521 Madera Road, Ft. Myers Beach, Florida 33931.*

**ARTICLE VII**

*The number of directors of this corporation shall not be less than one (1) or more than seven (7).*

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CLERK OF DISTRICT COURT  
FLORIDA

### **ARTICLE VIII**

*The names and post office addresses of the members of the first Board of Directors of the corporation are:*

<u>NAME</u>	<u>ADDRESS</u>
Roxanna L. Smith	21521 Madera Road, Ft. Myers Beach, FL 33931
Teresa Walrod	1507 Sheldon Avenue, Lehigh Acres, FL 33936
Virginia Smith	21521 Madera Road, Ft. Myers Beach, FL 33931
Steven G. Smith	385 Estero Blvd., Ft. Myers Beach, FL 33931

### **ARTICLE IX**

*The names and post office addresses of each subscriber to the Articles of Incorporation are:*

<u>NAME</u>	<u>ADDRESS</u>
Larry A. Echols	P.O. Box 2579, Ft. Myers Beach, FL 33932

### **ARTICLE X**

*The name and place of residence of the resident agent for service of process shall be Larry A. Echols, 6100 Estero Blvd., Ft. Myers Beach, FL 33931.*

### **ARTICLE XI**

*No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or her or their votes are counted for such purpose, if:*

a. *The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or*

b. *The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or*

c. *The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee, or the shareholder.*

## ARTICLE XII

a. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his or her duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.


b. The Corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

c. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

d. In addition to the indemnification provided for herein, the Corporation shall have the power to make any other or further indemnification, except an indemnification against gross negligence or wilful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of shareholders.

e. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid and the nature and status at the time of such payment of the litigations or threatened litigation.

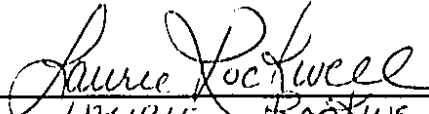
IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals  
this 8<sup>th</sup> day of May, 1995.

  
Larry A. Echols

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of  
May, 1995 by LARRY A. ECHOLS, who is () personally known  
to me or ( ) has produced \_\_\_\_\_ as evidence  
of identification.

Notary Public Signature  
Type/Print Name

  
Laurie Rockwell

(Seal)



**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

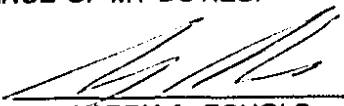
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED;

FIRST, THAT BAY HARBOR INN & PROPERTIES, INC. ORGANIZED AND  
QUALIFIED UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT FORT MYERS BEACH, STATE OF FLORIDA, HAS NAMED  
LARRY A. ECHOLS, ESQ., LOCATED AT 6100 ESTERO BOULEVARD, FT. MYERS  
BEACH, FLORIDA 33931, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

  
LARRY A. ECHOLS

Dated: May 8, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY 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.

  
LARRY A. ECHOLS

Dated: May 8, 1995

FILED  
95 MAY 10 AM 8:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA