

LAW OFFICES  
**DULMER & TRACY**  
CHARTERED

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June 28, 1995

Corporate Records Bureau  
Division of Corporations  
Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32301

Re: Englewood Golf Builders, Inc.

Gentlemen:

With regard to the above-referenced corporation, enclosed herewith for filing are the original and one copy of the Articles of Incorporation and Certificate of Resident Agent. Also enclosed is our check in the amount of \$122.50 to cover costs of filing fees and a certified copy of the articles, which certified copy we request be returned to the undersigned for proper disposition.

Thank you for your courtesies and prompt attention to this matter.

Very truly yours,

DULMER & TRACY, CHARTERED

BY: 

Dennis J. Tracy, Esq.

DJT/pb  
Enc.

FILED  
1995 JUN 30 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-06/30/95--01020--011  
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F. CHESSEY JUL 7 1995

ARTICLES OF INCORPORATION  
OF  
ENGLEWOOD GOLF BUILDERS, INC.

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FILED  
1995 JUN 30 AM 9 21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form this corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is ENGLEWOOD GOLF BUILDERS, INC..

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock having a nominal par value of One Dollar (\$1.00).

ARTICLE IV

COMMENCEMENT DATE

This corporation shall commence its existence on the date these Articles are filed and accepted by the offices for the Secretary of State for the State of Florida.

ARTICLE V

PRINCIPAL OFFICE

The principal office of this corporation is One South Golfview Drive, Englewood, Florida 34223, which address is also the mailing address of the corporation.

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is One South Golfview Drive, Englewood, Florida 34223, and the name of the initial registered agent of this corporation at that address is ANDREW M. THOMPSON.

ARTICLE VIII

DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than two.

ARTICLE VIII

INITIAL DIRECTORS

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

NAME:

ANDREW M. THOMPSON

ADDRESS:

One South Golfview Drive  
Englewood, Florida 34223

GEORGE R. THOMPSON

One South Golfview Drive  
Englewood, Florida 34223

ARTICLE IX

INCORPORATORS

The names and post office addresses of the Incorporators of these Articles of Incorporation are:

NAME:

ADDRESS:

ANDREW M. THOMPSON

One South Golfview Drive  
Englewood, Florida 34223

ARTICLE X

TRANSFERABILITY OF SHARES

Any and all of the stockholders of this corporation may from time to time enter into such agreement as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof; and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be given to this corporation by filing a copy thereof with the Secretary of the corporation, and a reference to such agreement noted upon the certificate representing said shares, and by the By-Laws of this corporation shall likewise include proper provisions for the making of such agreements as aforesaid.

## ARTICLE XI

### TRANSACTIONS WITH INTERESTED DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transactions between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the directors or officers of this corporation are interested in such contract or transaction; provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of said Board of Directors at which such contract or transaction is authorized or confirmed; and provided further, that any such directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

## ARTICLE XII

### DIRECTORS - INDEMNIFICATION

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 proceedings, whether civil or criminal, administrative or investigative, by reason of the fact that he 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 attorney's fees), judgments, fines, and amounts paid in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he 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 had no reasonable cause to believe his 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 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 (subject to the approval of a majority of stockholders) that indemnification is proper in the particular circumstances the nature and status at the time of such payment of the litigations or threatened litigations.

ARTICLE XIII

REPLACEMENT OF STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XIV

AMENDMENTS TO ARTICLES


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

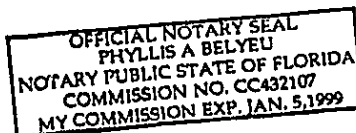
 (SEAL)  
ANDREW M. THOMPSON

STATE OF FLORIDA  
COUNTY OF SARASOTA:

The foregoing instrument was acknowledged before me this 27 day of June, 1995, by ANDREW M. THOMPSON, who is personally known to me or who has produced his \_\_\_\_\_ as identification and who did take an oath.

My Commission Expires:

  
Notary Public  
Typed Name Phyllis A. Belyeu



CERTIFICATE 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 ENGLEWOOD GOLF BUILDERS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at One South Golfview Drive, Englewood, Florida, hereby appoints as its agent to accept service of process within Florida, the following:

ANDREW M. THOMPSON

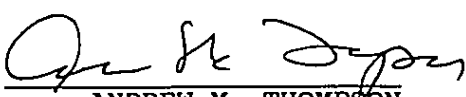
SIGNATURE: 

ANDREW M. THOMPSON  
(Corporate Officer)

TITLE: PRESIDENT/SECRETARY

DATE: June 22, 1995

Having been named to accept service of process for the above stated corporation, at the place designed 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.

SIGNATURE: 

ANDREW M. THOMPSON  
(Resident Agent)

DATE: June 22, 1995