

800 342-8086



ACCOUNT NO : 072100000002

REFERENCE : 675770 80813A

AUTHORIZATION : 1. [unclear] [unclear]

COST LIMIT : 9 122.50

ORDER DATE : September 7, 1995

ORDER TIME : 9:49 AM

ORDER NO. : 675770

SECRET

CUSTOMER NO: 00013A

CUSTOMER: Mr. Robin Martin
GATEWAY COMMUNITIES, INC.

Suite 500
801 Laurel Oak Drive
Naples, FL 33963

DOMESTIC FILING

NAME: RIVER RIDGE COMMUNITIES, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

T. BROWN SEP - 8 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 25, 1995

CSC NETWORKS

*Submitted
9/7/95*

The name **RIVER RIDGE COMMUNITIES, INC.** has been reserved for 120 days beginning July 25, 1995. The reservation number is R95000003327 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 095A00035320



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 7, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: RIVER RIDGE COMMUNITIES, INC.
Ref. Number: W95000018044

We have received your document for RIVER RIDGE COMMUNITIES, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 795A00041448

ARTICLES OF INCORPORATION
OF
RIVER RIDGE COMMUNITIES, INC.

FILED
95 SEP -7 AM 9 56
RECEIVED
CLERK OF THE
COURT
STATE
FLORIDA

The undersigned subscribers hereby form a corporation pursuant to Chapter 607 of the Statutes of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: River Ridge Communities, Inc.

The address of the principal office of this corporation shall be 801 Laurel Oak Drive, #500, Naples, FL 33963 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One (1) share of common stock having a par value of \$0.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially, who shall serve as Directors until the first annual meeting of the sole shareholder, or until their successors shall have been elected and qualified. The names and street addresses of the initial members of the Board of Directors are:

B.R. Koste	801 Laurel Oak Drive, Suite 500, Naples, FL 33963
V.N. Hastings	801 Laurel Oak Drive, Suite 500, Naples, FL 33963
A.J. Carlson	801 Laurel Oak Drive, Suite 500, Naples, FL 33963

ARTICLE VI. INCORPORATOR

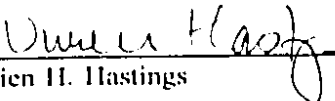
The name and address of the incorporator hereof:

Vivien N. Hastings, 801 Laurel Oak Drive, Suite 500, Naples, FL 33963

ARTICLE VII. DESIGNATION OF REGISTERED AGENT

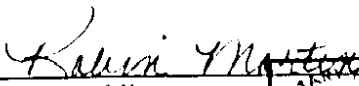
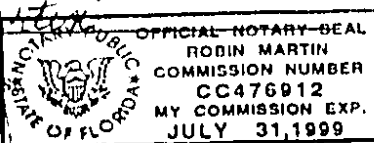
Vivien N. Hastings is hereby designated as the Registered Agent of River Ridge Communities, Inc., for service of process within the State of Florida, at 801 Laurel Oak Drive, Suite 500, Naples, FL 33963

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6 day of September, 1995.


Vivien H. Hastings

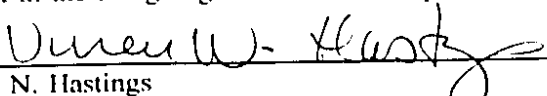
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing Articles of Incorporation were acknowledged before me this 6 day of September, 1995, by Vivien N. Hastings, who is personally known to me.


Notary Public
My Commission Expires 

CONSENT AND ACCEPTANCE OF REGISTERED AGENT

Vivien N. Hastings of 801 Laurel Oak Drive, Suite 500, Naples, FL 33963 hereby consents to designation as Registered Agent in the foregoing Articles of Incorporation.


Vivien N. Hastings



ADAPT, 00520, 00672

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RIVER RIDGE COMMUNITIES, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is hereby changed from RIVER RIDGE COMMUNITIES, INC. to PELICAN SOUND GOLF & RIVER CLUB, INC.


SECOND: This amendment was adopted and shall become effective on August 18, 1997.

THIRD: This amendment was approved by Bay Colony-Gateway, Inc., the sole shareholder of the undersigned corporation.

Signed this 18th day of August, 1997.

RIVER RIDGE COMMUNITIES, INC.

By: _____


Jerry M. Schmoyer, President