

01/12/96

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GUNSTER YOKLEY

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1/12/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING CONFIRMATION

12:20 AM

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT:

TYPE, EFIL01

CORPORATE NAME, FLORIDIAN YACHT & GOLF CLUB, INC.

SUB-ACCOUNT NUMBER,

METHOD OF DELIVERY, F

FAX PHONE NUMBER, (407) 655-5677

MAILING NAME/ADDRESS, GUNSTER, YOKLEY, ETAL. (WEST PALM BEACH)

777 S FLAGLER DR

PHILLIPS POINT SUITE 500E

WEST PALM BEACH

FL 33401-0194 US

CERTIFICATE(S) REQUESTED, NO

ESTIMATED CHARGES, \$122.50

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT
CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

1/12/96

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PUBLIC ACCESS SYSTEM

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(((H06000000620))),

ELECTRONIC FILING COVER SHEET

10, DIVISION OF CORPORATIONS

FROM, GUNSTER, YOKLEY, ETAL. (WEST PALM B

DEPARTMENT OF STATE

777 S FLAGLER DR

STATE OF FLORIDA

PHILLIPS POINT SUITE 500E

409 EAST GAINES STREET

WEST PALM BEACH FL 33401-0194

TALLAHASSEE, FL 32309

CONTACT, MARY BLACKFORD CHERRY

FAX, (804) 822-4000

PHONE, (407) 650-0728

FAX, (407) 655-5677

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DOCUMENT TYPE, FLORIDA PROFIT CORPORATION OR P.A.

NAME, FLORIDIAN YACHT & GOLF CLUB, INC.

FAX AUDIT NUMBER, H96000000620

CURRENT STATUS, REQUESTED

DATE REQUESTED, 01/12/1996

TIME REQUESTED, 12:20:20

CERTIFIED COPIES, 1

CERTIFICATE OF STATUS, 0

NUMBER OF PAGES, 5

METHOD OF DELIVERY, FAX

ESTIMATED CHARGE, \$122.50

ACCOUNT NUMBER, 076117000420

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JK

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GUNSTER YOKLEY

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**ARTICLES OF INCORPORATION
OF
FLORIDIAN YACHT & GOLF CLUB, INC.**

RECORDED
JUN 12 1996
STATE OF FLORIDA

Article I

Name

The name of the corporation is **FLORIDIAN YACHT & GOLF CLUB, INC.**

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

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

Article IV

Address

The principal place of business of this corporation shall be:

**200 South Andrews Avenue, 6th Floor
Fort Lauderdale, FL 33301**

Stephen Vogelsang FL. BAR #0614424
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 South Flagler Drive, Suite 500E
West Palm Beach, FL 33401
(407) 655-1980

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The mailing address of this corporation shall be:

200 South Andrews Avenue, 6th Floor
Fort Lauderdale, FL 33301

Article V

Capital Stock

The corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 777 South Flagler Drive, Suite 500E, West Palm Beach, FL 33401, and the name of the initial registered agent of this corporation at the address is Valdes-Fauli Corporate Services, Inc. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Incorporator

The name and address of the person signing these Articles is:

Stephen Vogelsang
777 South Flagler Drive
Suite 500 East
West Palm Beach, FL 33401

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Article VIII**Powers**

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IX**Indemnification**

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0830(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal

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representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XI

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be January 12, 1996.


Stephen Vogelsang

DATED: January 12, 1996

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01/12/96

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CLANDESTINE YOUNGLEY

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for FLORIDIAN YACHT & COUNTRY CLUB, INC., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

VALDES-FAULI CORPORATE SERVICES, INC

By: Michael V. Mitrone
Michael V. Mitrone, Vice President