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DEWEY A. DYE, JR., RETIRED

PLEASE REPLY TO:  
R.O. DRAWER 0480  
BRADENTON, FLORIDA 34209

March 22, 1996

Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, FL 32314

100001778521  
-04/12/96--01058--004  
\*\*\*122.50 \*\*\*122.50

RE: COUNTRY CLUB AT THE QUAY, Inc., a Florida corporation

Gentlemen:

Enclosed please find original and one copy of Article of Incorporation and check in the amount of \$122.50 to cover the following: \$35.00 filing fee, \$52.50 certified copy, and \$35.00 for registered agent regarding the above.

Please return the certified copy to the undersigned at the above address. Thank for your cooperation.

Very truly yours,

  
Stephen R. Dye

SRD/dal

Enclosures

FILED  
96 APR 12 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
2000  
4/17/96

## ARTICLES OF INCORPORATION

The undersigned, John C. Horne, desires to become a body corporate and, as incorporator, does hereby make and file these Articles of Incorporation for a proposed corporation pursuant to the laws of Florida, and to that end hereby declares and affirms:

26 APR 12 AM 9:33  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE I

The name of this corporation shall be:

COUNTRY CLUB AT THE QUAY, INC.

### ARTICLE II

This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence on the date of subscription and acknowledgment of these Articles, as hereinafter set forth, if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

### ARTICLE III

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

### ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors. The authorized shares of this corporation shall consist of one class of common stock only.

ARTICLE V

1. The officers of this corporation shall

be chosen by

the stockholders at a meeting of the stockholders

held on or before the first day of January

of each year, and the officers shall hold office until the

next meeting of the stockholders, subject to the power of the

stockholders to elect or reelect officers at any meeting

of the stockholders, and to fill any vacancy.

The officers of this corporation shall be the President

and the Secretary, and such other officers as the stockholders

may from time to time determine.

The officers of this corporation shall hold office until the

next meeting of the stockholders, subject to the power of the

stockholders to

elect or reelect officers at any meeting of the stockholders

and to fill any vacancy.

The officers of this

corporation shall be

the President and the Secretary, and such other officers as the

stockholders may from time to time determine.

The officers of this corporation shall hold office until the

next meeting of the

stockholders, subject to the power of the stockholders to

elect or reelect officers at any meeting of the stockholders

Directors shall be two. The Board of Directors shall consist of not

less than one nor more than five members, and the number of members of the Board of Directors may be fixed from time-to-time by the By-Laws of the corporation, but until so fixed shall consist of two persons. The name and address of the members of the initial Board of Directors is as follows.

John C. Horne  
8403 Marina Drive  
Holmes Beach, FL 34217

Robert Scott Goodwin  
4201 - 17th Avenue West  
Bradenton, FL 34205

ARTICLE VIII

The name and address of the incorporator is as follows:

John C. Horne  
8403 Marina Drive  
Holmes Beach, FL 34217

IN WITNESS WHEREOF, the undersigned, being the original incorporator of this corporation, does certify that he/she is of full age and competent to contract and that the Director named is of full age and a citizen of the United States of America. For the purpose of forming the proposed corporation above-named to do business both within and without the State of Florida, and in pursuance of the Florida Business Corporation Act, I do make and file this agreement, hereby declaring and certifying that the matters above stated are true, and accordingly I have hereunto set my hand and seal this 5<sup>th</sup> day of April, 1996.

  
John C. Horne

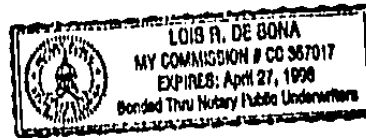
(SEAL)

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 5 day of April, 1996, by John C. Horne, who is personally known to me

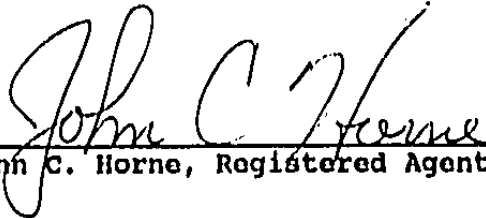
or who has produced personally known as identification  
and who did not take an oath.

Lois R. DeBora  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_



ACCEPTANCE BY REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered agent for Country Club at the Quay, Inc.

  
John C. Horne, Registered Agent

FILED  
96 APR 12 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA