

JUL-22-96 09:12A

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7/22/96
FLORIDA DIVISION OF CORPORATIONS
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STATE OF FLORIDA 1652
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TALLAHASSEE, FL 32300 CONTACT: ROBERT O. SAMMONS
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(((H00000010000))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ST. CLAIR RESORT, INC.
FAX AUDIT NUMBER: H00000010000 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/22/1998 TIME REQUESTED: 09:02:10
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$78.75 ACCOUNT NUMBER: 076728003533

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Robert Sammons

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF**

ST. CLAIR RESORT, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: **ST. CLAIR RESORT, INC.**

ARTICLE II. CAPITAL STOCK

This corporation shall have one class of stock with unlimited voting rights and the right to receive the net assets of the corporation upon dissolution. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock with a par value of \$1.00. The consideration to be paid for each share shall be as fixed by the Board of Directors.

ARTICLE III. TERM OF EXISTENCE

The corporation is to exist perpetually, beginning with the filing with the State of these Articles of Incorporation with the Secretary of State of the State of Florida.

THIS INSTRUMENT PREPARED BY:

Robert O. Sammons
Floyd & Sammons, P.A.
1552 Sixth Street, S.E.
Winter Haven, FL 33880
Florida Bar Number 282952

Fax Audit Number H96000010096

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ARTICLE IV. INITIAL PRINCIPAL OFFICE AND

The street address of the initial principal office of the corporation in the State of Florida is 3200 U. S. Highway 27 South, Haines City FL 33844 and the principal mailing address is P. O. Box 7607, Winter Haven FL 33883. The Board of Directors may from time to time move the principal office to any other address.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 1552 Sixth Street, SE, Winter Haven, FL 33880, and the name of the corporation's initial registered agent at that address is Robert O. Sammons, Esq. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws. The name and street address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
M. L. Handley	9159 SW 77th Ave., #305 Miami FL 33156
Charles W. Sherrard	3831 Gaines Court Winter Haven FL 33884

Any shareholder or group of shareholders holding a total of 50% or more of the stock in the corporation shall have the right to appoint one director, but by doing so that shareholder waives his right to vote regarding the other director.

The president of the corporation shall be a non-voting member of the board of directors, provided however that the president shall have the right to vote to break a deadlock. The name and street address of the president is:

Thomas A. Bock	4601 Dogwood Hills Court, Brandon FL 33511
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Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Name

Address

Robert O. Sammons

1552 Sixth Street SE, Winter Haven FL 33880

Executed this 22 day of July, 1996.


Robert O. Sammons, Incorporator

Fax Audit Number H96000010096

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with
said Act:

That ST. CLAIR RESORT, INC., desiring to organize under the laws of the State of Florida, with
its principal office, as indicated in the Articles of Incorporation, at 3200 U.S. Highway 27 South, Holmes City FL,
County of Polk, State of Florida, has named, Robert O. Sammons, Esq., located at 1552 Sixth Street, SE, Winter
Haven, FL 33880, Polk County, Florida, as its agent to accept service of process within this state.


Robert O. Sammons,
Incorporator

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place
designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act
relative to keeping open said office. I am familiar with, and accept, the obligations of that position.


Robert O. Sammons, Esq.
Registered Agent

THIS INSTRUMENT PREPARED BY:
Robert O. Sammons
Floyd & Sammons, P.A.
1552 Sixth Street, S.E.
Winter Haven, FL 33880
Florida Bar Number 282952

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