

07/22/96

10:29

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 ((H96000009958))) ELECTRONIC FILING COVER SHEET
 TO: DIVISION OF CORPORATIONS FROM: GEDHARDT & MILLER
 DEPARTMENT OF STATE 2500 N TAMiami TRAIL
 STATE OF FLORIDA PO BOX 9050 SUITE 205
 409 EAST GAINES STREET NAPLES FL 33940-3401-6194
 TALLAHASSEE, FL 32399 CONTACT: STEPHEN J. MATTS Kim Nair
 FAX: (904) 922-4000 PHONE: (941) 263-3363
 FAX: (941) 434-7767

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(((H96000009958))) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
 NAME: Belle River Corporation Associates, Inc.
 FAX AUDIT NUMBER: H96000009958 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 7/17/1996 TIME REQUESTED: 17:26:24
 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1
 NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
 ESTIMATED CHARGE: \$78.75 ACCOUNT NUMBER: 071160001562

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DIVISION OF CORPORATIONS

96 JUL 22 AM 11:39

RECEIVED

Handwritten notes and signatures, including "96 JUL 22 AM 11:39" and "RECEIVED".

FAX AUDIT NUMBER: H96000009958

**ARTICLES OF INCORPORATION
OF**

BELLE RIVER ASSOCIATES, INC.

The undersigned, being a natural person of the age of twenty-one (21) years or more and a subscriber to the shares of the Corporation to be organized hereunder, for the purpose of forming a corporation under Fla. Stat. Ch. 807, as amended, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is BELLE RIVER ASSOCIATES, INC., and the street and mailing address of the Corporation is 405 La Peninsula Blvd., Naples, Florida 34113.

ARTICLE II

The street address of the initial registered office of the corporation shall be 405 La Peninsula Blvd., Naples, Florida 34113, and the name of the initial registered agent at that address shall be Frank Fiume.

ARTICLE III

The capital stock of the Corporation will consist of 200 shares of common stock, par value \$1.00 per share.

ARTICLE IV

The name and address of the incorporator is as follows:

Frank Fiume
405 La Peninsula Blvd.
Naples, FL 34113

FAX AUDIT NUMBER: H96000009958

PREPARED BY:
Robert C. Gebhardt, Esquire
2500 Tamiami Trail N., #112
Naples, Florida 33940
(941) 263-3363
Florida Bar# 343749

FILED
96 JUL 22 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NUMBER: H96000009958

ARTICLE V

The Board of Directors of the Corporation shall consist of not less than one (1) and not more than 3 persons who shall be elected at the first meeting of the stockholders, but the directors need not be stockholders. The property and business of the Corporation shall be managed and controlled by the Board of Directors. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected or appointed and have qualified are:

Frank Flume
405 La Peninsula Blvd.
Naples, Florida 34113

Director

Marla I. Flume
405 La Peninsula Blvd.
Naples, Florida 34113

Director

ARTICLE VI

The nature of the business and the objects and purposes for which the Corporation is formed and which may be transacted, promoted and carried on by the Corporation are to do any and all business permitted under the laws of the State of Florida.

ARTICLE VII

The By-Laws of this Corporation may be amended, altered or repealed by the Board of Directors.

ARTICLE VIII

The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

ARTICLE IX

Any person, upon becoming the owner or holder of any shares of stock or other securities issued by this Corporation, does hereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative

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PREPARED BY:
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enactments of the State of Florida, or of the United States which have reference to or affect corporations, such securities, or such person if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE X

Each director or officer, or former director or officer of this Corporation and his legal representatives, shall be indemnified by the Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him as a result of any action, suit, proceeding or claim in which he is made a part by reason of his being or having been such director or officer; and any person who, at the request of this Corporation, served as director or officer of another corporation in which this Corporation owned corporate stock, and his legal representative, shall in like manner be indemnified by this Corporation; provided, that in neither case shall the Corporation indemnify such director or officer with respect to any matters in which he shall be finally adjudged in any such action, suit, or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, or proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the officer or director involved was not guilty of negligence or misconduct; but, in taking such action, any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matter, it shall be determined by a committee of three persons appointed by the shareholders at a duly called special meeting or a regular meeting. In determining whether a director or officer was guilty of negligence or misconduct in relation to any such matter, the Board of Directors or committee appointed by the shareholders, as the case may be, may rely conclusively upon an opinion of independent counsel selected by such Board or committee. The right of indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

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PREPARED BY:
Robert C. Gebhardt, Esquire
2500 Tamiami Trail N., #112
Naples, Florida 33940
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ARTICLE XI

No holder of common shares of this Corporation shall be entitled of right to subscribe for, purchase or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debenture, or other securities convertible into stock of any class, and all such additional shares of stock, bonds, debenture or other securities convertible into stock may be issued and disposed of by the Board of Directors to such person or persons and on such terms and for such consideration (so far as may be permitted by law) as the Board of Directors, in their absolute discretion, may deem advisable.

IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation on this 17th day of July, 1996.



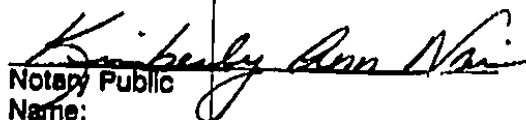
Frank Flume

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 17th day of July, 1996 by Frank Flume who is personally known to me and who did not take an oath.



Kimberly Ann Nell
MY COMMISSION # 00518378 EXPIRES
December 30, 1998
BONDED THROUGH TROY FARM INSURANCE, INC.



Notary Public
Name:

(Print or type)

Certificate No:

My commission expires:

FAX AUDIT NUMBER: H96000009958

PREPARED BY:
Robert C. Gebhardt, Esquire
2500 Tamiami Trail N., #112
Naples, Florida 33940
(941) 263-3363
Florida Bar# 343749

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

FILED
96 JUL 22 AM 9:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0505 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

BELLE RIVER ASSOCIATES, INC.

2. The name and street address of the registered agent and registered office is:

Frank Fiume
405 La Peninsula Blvd.
Naples, Florida 34113

Having been named to accept service of process for the above Corporation at the place designated 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, and I accept the duties and obligations of Section 607.0505 Florida Statutes.

Dated this 17th day of July, 1996.



Frank Fiume