FILINGS, INC. TEREBA ROMAN   Iterplanator's Name)   2805 LITTLE DEAL ROAD   IAILAHASSEE, FLORIDA 32308 (904) 385-5735   ICity, Busis, Zip) (Phone #)   CORRYORATION NAME(S) & DOCUMENT NUMBER(S) (If known):   TH E. Boy CLUB , JTN C.   1 Exercise of Status   Image: Status (Corporation Name)   Image: Status (Document #)   2. (Corporation Name)   Image: Status (Document #)   3. (Corporation Name)   Image: Status (Document #)   4. (Corporation Name)   Image: Status (Document #)   Image: Status Status   Image: Status Status   Image: Status (Document #)   Image: Status Status   Image: Status Status <t< th=""><th></th><th></th><th></th><th>1</th></t<>				1
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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 30, 1996

FILINGS, INC. 2805 LITTLE DEAL RD. TALLAHASSEE, FL 32308

SUBJECT: EDGEWATER CLUB, INC. Ref. Number: W96000015931

We have received your document for EDGEWATER CLUB, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular 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) 487-6052.

Sandy Ng Document Specialist

Letter Number: 496A00036569

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314 

# ARTICLES OF INCORPORATION

## ARTICLE I - NAME

The name of this corporation is The Bay Club, Inc.

South States

#### ARTICLE 11 - PRINCIPAL OFFICE

The mailing address of this corporation shall be: 1800 North Bayshore Drive Miami, Florida 33132

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

# ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

William F. Ader

1800 North Bayshore Drive, Miami, Florida 33132

#### ARTICLE VII - INCORPORATOR

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

Filings, Inc., a Florida Corporation 3732 N.W. 16th Street Fort Lauderdale, Florida 33311

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE IX - INDEMNIFICATION

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The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

## ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: July 31, 1996

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Filings, Inc. by Teresa Roman, Vice-President

Koman Juso

Incorporator

Cortificate designating place of business or domicle for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that The Bay Club, Inc. , desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: July 31, 1996

Landon-Teresa Roman, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 31. 1996

Filings, Inc. by Teresa Roman, Vice-President

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