

P960000 70433

1201 HAYS STREET
FAIR HESSE, CT 06430
TEL 222-6711
FAX 222-6711
RECEIVED



96 AUG 23 PM 12:15

PROMERITUM
TECHNICAL FINANCIAL SERVICE

DIVISION OF CORPORATION
ACCOUNT NO. 072100000032

REFERENCE : 063530 80958A

AUTHORIZATION :

COST LIMIT : \$ 70. Patricia Puyate

ORDER DATE : August 23, 1996

ORDER TIME : 10:46 AM

ORDER NO. : 063530

FILED

CUSTOMER NO: 80958A

CUSTOMER: Ms. Nannette Gammon
PGA NATIONAL

Suite 1100
1555 Palm Beach Lakes
W. Palm Beach, FL 33401

DOMESTIC FILING

NAME: ECCLESTONE SIGNATURE HOMES
II COMPANY

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

CP
8/23/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 23 PM 2:07



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 23 PM 2:07

August 22, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Ecclestone Signature Homes II Company

Ladies and Gentlemen:

I represent Ecclestone Signature Homes Company and Ecclestone Signature Homes I Company, both affiliated Florida corporations. We are requesting incorporation of Ecclestone Signature Homes II Company, which is also an affiliate of the prior two companies. Therefore, we do not object to any similarity in the name.

If you have any questions, please contact the undersigned.

Sincerely,

A handwritten signature in cursive script, appearing to read "Nannette Gammon".

Nannette Gammon
General Counsel

/s/

"Committed to building you the best home you'll ever own."

Ecclestone Signature Homes Company
357 Hiatt Drive, Suite A, Palm Beach Gardens, Florida 33418
Telephone 407/627-1270 Facsimile 407/624-0258
CG CA37294

ARTICLES OF INCORPORATION
OF
ECCLESTONE SIGNATURE HOMES II COMPANY

FILED
SECRETARY OF STATE
CORPORATIONS
96 AUG 23 PM 2:07

ARTICLE I

NAME

The name of the Corporation is ECCLESTONE SIGNATURE HOMES II COMPANY which will have offices at 1555 Palm Beach Lakes Blvd., Suite 1100, West Palm Beach, Florida 33401.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1555 Palm Beach Lakes Boulevard, Suite 1100, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is E. Llwyd Ecclestone, III.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the By-laws providing there shall always be at least one director. The name and address of the director(s) of this Corporation is:

E. Llwyd Ecclestone	1555 Palm Beach Lakes Blvd. Suite 1100 West Palm Beach, Florida 33401
E. Llwyd Ecclestone, III	1555 Palm Beach Lakes Blvd. Suite 1100 West Palm Beach, Florida 33401

ARTICLE VII

INCORPORATOR

The name and address of the incorporator hereof is:

E. Llwyd Ecclestone, III	1555 Palm Beach Lakes Blvd. Suite 1100 West Palm Beach, FL 33401
--------------------------	--

ARTICLE VIII

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and all other corporate powers available by law.

ARTICLE IX

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone and may

lawfully adopt corporate resolutions by unanimous written consent of the Directors, as provided by law.

ARTICLE X

INDEMNIFICATION

This Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in the official capacity of the indemnified party and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XI

AMENDMENT

This 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 shareholders is and shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of August, 1996.

E. Llwyd Ecclestone, III
E. Llwyd Ecclestone, III

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared E. Llwyd Ecclestone, III, to me well known, and known to me to be the individual described in and who executed the foregoing instrument for the purposes therein stated.

WITNESS my hand and official seal this 21st day of August, 1996.



Rosanne Pirretti
NOTARY PUBLIC

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091. FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT ECCLESTONE SIGNATURE HOMES II COMPANY DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF WEST PALM BEACH, STATE OF FLORIDA, HAS NAMED E. LLWYD ECCLESTONE, III, LOCATED AT 1555 PALM BEACH LAKES BLVD., SUITE 1100, WEST PALM BEACH, FLORIDA 33401, CITY OF WEST PALM BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

E. Llwyd Ecclestone, III
E. Llwyd Ecclestone, III
President (Corporate Officer)

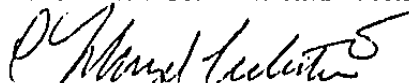
Dated:

August 21, 1996

ACKNOWLEDGMENT OF RESIDENT AGENT

96 AUG 23 PM 2:07

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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


E. Llwyd Ecclestone, III

Dated: August 21, 1996

STATE OF FLORIDA

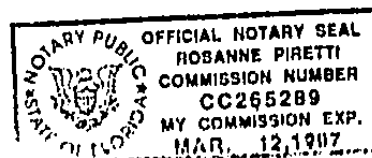
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared E. Llwyd Ecclestone, III, to me well known, and known to me to be the individual described in and who executed the foregoing instrument for the purposes therein stated.

WITNESS my hand and official seal this 21ST day of August, 1996.


NOTARY PUBLIC
My Commission Expires:

042595\sb
corp\articles\esh1



P96000070433

Nannette Gammon
Attorney At Law
1555 Palm Beach Lakes Blvd. - Suite 1100
West Palm Beach, Florida 33401
(561) 680-2000

(561) 686-2144 • Direct
(561) 680-5553 • Telecopier

Reply to:
P.O. Box 3267
West Palm Beach, FL 33402

September 16, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
91 SEP 18 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Ecclestone Signature Homes II Company
Charter #P96000070433
Change of Name
Request for Certified Copy

000002296710--3
-09/18/97--01049--010
*****87.50 *****87.50

Ladies and Gentlemen:

Enclosed please find the Articles of Amendment to the Articles of Incorporation of the above referenced corporation for filing, changing its name to Bay Hill Development Company. Please provide the undersigned with a certified copy of same. Enclosed is our check in the amount of \$87.50 to cover the costs.

Thank you for your assistance and cooperation in this regard.

Sincerely,


Nannette Gammon

/j
encl.

NR
9/18/97

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ECCLESTONE SIGNATURE HOMES II COMPANY**

I. Article I of the Articles of Incorporation of **ECCLESTONE SIGNATURE HOMES II COMPANY** is hereby amended to read:


"ARTICLE I


NAME

The name of the Corporation is **BAY HILL DEVELOPMENT COMPANY**.

II. The foregoing Amendment was adopted by joint written consent of the shareholders and directors of the Corporation on the 8th day of September, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Amendment as of this 8th day of September, 1997.


E. Lloyd Ecclestone, III, President

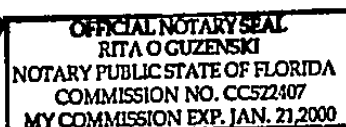

Helena Leyendecker, Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 8th day of September, 1997, by E. Lloyd Ecclestone, III and Helena Leyendecker, who are personally known to me.


NOTARY PUBLIC

(NOTARY SEAL)



090397/jlr
L:\corp\action.ii

FILED
97 SEP 18 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA