

**P96000080374**

**SHAPO, FREEDMAN & FLETCHER, P.A.**  
FIRST UNION FINANCIAL CENTER

SUITE 4780  
800 SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131

TELEPHONE (305) 358-4440

96 SEP 26 PM 1:32

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

TELEFAX  
(305) 358-0821

VALERIE JAHN GRANDIN

September 25, 1996

*9-25-96*

VIA FEDERAL EXPRESS

Division of Corporations  
Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399

500001957955  
03/26/96--01059--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Filing the Articles of Incorporation for  
EASTLAKES GOLF AND RACQUET CLUB, INC.

Dear Sir or Madam:

Enclosed please find our check in the amount of \$122.50 representing the filing fee for the above-referenced corporation, the charge for a certified copy of the Articles of Incorporation and the fee for the registered agent. The original and one copy of the Articles of Incorporation are enclosed herewith.

We previously reserved the name, EASTLAKES GOLF AND RACQUET CLUB, INC., and were provided with reservation number R96000004415. A copy of the letter acknowledging the reservation of the corporate name is enclosed for your reference.

Thank you for your cooperation in this regard.

Sincerely,

*Valerie Jahn Grandin*

VALERIE JAHN GRANDIN

Enclosures

cc: Fernando A. Nasmyth  
Patricia Kimball Fletcher

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*OK 9/27/96*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 17, 1996

MARIBEL G. PILA  
SHAPO, FREEDMAN & FLETCHER, P.A.  
200 S. BISCAYNE BLVD., SUITE 4750  
MIAMI, FL 33131

9/19/96  
VJG  
Confirmation that  
name has been  
reserved  
mgf

The name EASTLAKES GOLF AND RACQUET CLUB, INC. has been reserved for 120 days beginning September 17, 1996. The reservation number is R96000004415 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 296A00042943

2001-025

SHAPO, FREEDMAN & FLETCHER, P.A.

FIRST UNION FINANCIAL CENTER  
SUITE 4750  
800 SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131  
TELEPHONE (305) 388-4440

VALERIE JAHN GRANDIN

TELEFAX  
(305) 388-0881

October 2, 1996

VIA FEDERAL EXPRESS

Division of Corporations  
Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399  
Attention: Ms. McDuffie

Re: Filing the Articles of Incorporation for  
EASTLAKES GOLF AND RACQUET CLUB, INC.

Dear Ms. McDuffie:

We have previously forwarded our check in the amount of \$122.50 representing the filing fee for the above-referenced corporation, the charge for a certified copy of the Articles of Incorporation and the fee for the registered agent. We now enclose the original and one copy of the Articles of Incorporation, revised pursuant to your instructions.

We previously reserved the name, EASTLAKES GOLF AND RACQUET CLUB, INC., and were provided with reservation number R96000004415. A copy of the letter acknowledging the reservation of the corporate name was also previously forwarded to you.

Thank you for your cooperation in this regard.

Sincerely,

  
VALERIE JAHN GRANDIN

Enclosures

cc: Fernando A. Nasmyth  
Patricia Kimball Fletcher

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ARTICLES OF INCORPORATION 96 SEP 26 PM 1:32

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

**EASTLAKES GOLF AND RACQUET CLUB, INC.**

I, the undersigned, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation:

**ARTICLE 1.  
NAME**

The name of this corporation shall be:

**EASTLAKES GOLF AND RACQUET CLUB, INC.**

EFFECTIVE DATE  
9-25-96

**ARTICLE 2.  
COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of execution of these Articles of Incorporation by the incorporator. This corporation's duration shall be perpetual.

**ARTICLE 3.  
AUTHORITY**

This corporation shall have the authority to engage in any activity or business permitted under the laws of the United States and of the State of Florida and any other jurisdiction wherein it may conduct business.

**ARTICLE 4.  
CAPITAL STOCK**

This corporation shall have the authority to issue the following shares of par value common capital stock:

Number of Shares	500
Par Value Each	\$1.00

**ARTICLE 4.  
CAPITAL STOCK**

This corporation shall have the authority to issue the following shares of par value common capital stock:

Number of Shares	500
Par Value Each	\$1.00

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, or any combination of the foregoing or such other consideration allowable by law.

Each share of common stock of this corporation shall entitle the holder thereof to one vote upon each proposal presented at lawful meetings of the stockholders. No holder of common stock of this corporation shall be entitled to any right of cumulative voting.

**ARTICLE 5.  
INITIAL ADDRESS**

The initial street and mailing address of the principal office of this corporation in the State of Florida shall be:

c/o Shapo, Freedman & Fletcher, P.A.  
4750 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131

The Board of Directors may, from time to time, move the principal office to any other address to which it seems pertinent in the interest of the corporation, either within or without the State of Florida.

**ARTICLE 6.  
REGISTERED AGENT & OFFICE**

This corporation's initial registered agent and the address of this corporation's initial registered office shall be:

**SOUTH FLORIDA RESIDENT AGENTS, INC.**  
4750 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131

The Board of Directors may, from time to time, move the registered office to any other address to which it seems pertinent in the interest of the corporation within the State of Florida.

**ARTICLE 7.  
DIRECTORS**

This corporation shall have one (1) director initially. The stockholders may, from time to time and at any time, raise or lower the number of directors of this corporation by so providing in the Bylaws of the corporation or by amending the Bylaws of the corporation, provided that there shall always be at least one director, and said director need not be a citizen of the United States of America.

**ARTICLE 8.  
INITIAL DIRECTOR**

The name and street address of the initial director shall be as follows:

**FERNANDO A. NASMYTH**  
c/o General Electric Capital Corporation  
600 West Peachtree Road, N.W.  
Suite 800  
Atlanta, Georgia 30308

The initial director shall hold office until the first annual meeting of the shareholders or until his successor shall be duly elected or appointed and qualified.

**ARTICLE 9.  
OFFICERS**

The officers of the corporation shall be as follows:

President,  
Secretary, and  
Treasurer.

The name and street address of the initial President, Secretary and Treasurer shall be as follows:

FERNANDO A. NASMYTH  
c/o General Electric Capital Corporation  
600 West Peachtree Road, N.W.  
Suite 800  
Atlanta, Georgia 30308

**SUBSCRIBER**

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

PATRICIA KIMBALL FLETCHER  
4750 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131

**ARTICLE 10.  
NO PREEMPTIVE RIGHTS**

No holder of stock of any class of this corporation (or any subscriber) shall be entitled as of right, merely because he is a shareholder, to purchase any part of the unissued stock of the corporation of any class, or of any additional stock of any class to be issued by reason of any increase in the authorized capital stock of the corporation, or of bonds, certificates of indebtedness, debentures or other securities convertible into or carrying the right to purchase stock of the corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into or carrying the right to purchase stock may be issued and disposed of by the Board of Directors to such person, firms, corporation or associations, and upon such terms as the Board of Directors may, in its absolute discretion, determine, without offering to the stockholders then of record, of any class, any thereof, on the same terms or on any terms, with all preemptive or preferential right of purchase of every kind, if any, being waived by each and every stockholder.

**ARTICLE 11.  
MISCELLANEOUS**

a. The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the stockholders or the directors. The stockholders may amend, alter or repeal by Bylaw adopted by the stockholders, and the directors may not adopt Bylaws that would be in conflict with the Bylaws adopted by the stockholders.

b. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless he shall make objections at such meeting to any defect or insufficiency of notice. Members of the Board of Directors shall be deemed present at a meeting of such Board of Directors if a conference telephone or similar communication equipment is used by means of which all persons participating in the meeting can hear each other.

c. Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorneys' fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of this duty as such officer or director.

I, THE UNDERSIGNED, being the Subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and out of the State of Florida, do make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly, hereunto set my hand and seal this 25<sup>th</sup> day of September, 1996.

  
Patricia Kimball Fletcher

[ACKNOWLEDGMENT APPEARS ON FOLLOWING PAGE]



STATE OF FLORIDA

COUNTY OF DADE

)  
) SS.:  
)

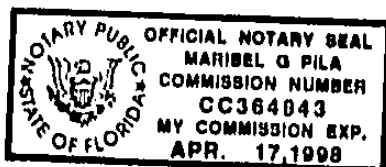
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NOTARY PUBLIC  
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of September, 1996 by PATRICIA KIMBALL FLETCHER who is personally known to me or who has produced N/A as identification.

My commission expires:



Maribel G. Pila  
NOTARY PUBLIC, State of Florida  
at Large

Print name:

Maribel G. Pila

#### ACCEPTANCE BY REGISTERED AGENT

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

SOUTH FLORIDA RESIDENT  
AGENTS, INC., a Florida corporation

By:

Ronald A. Shapo, as President

Date: September 25<sup>th</sup> 1996

Mar-12-97 03:26P SHAPO, FREEDMAN & FLETCHER (305) 358-0821

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3/12/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: SHAPO, FREEDMAN & FLETCHER, P.A.

ACCT#: 105642002365

CONTACT: HOWARD A COHEN

PHONE: (305)358-4440

FAX #: (305)358-0521

NAME: EASTLAKES GOLF AND RACQUET CLUB, INC.

AUDIT NUMBER.....H97000004251

DOC TYPE.....DISSOLUTION

CERT. OF STATUS..1

CERT. COPIES.....1

PAGES..... 1

DEL.METHOD.. FAX

EST.CHARGE.. \$96.25

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Corporations  
Linda*


Fax Audit N° H97000004251 9

**ARTICLES OF DISSOLUTION  
EASTLAKES GOLF AND RACQUET CLUB, INC.**

Pursuant to section 607.1403, Florida Statutes, the undersigned corporation submits the following articles of dissolution:

1. The name of the corporation is Eastlakes Golf and Racquet Club, Inc.
2. The date of dissolution was authorized on: February 7, 1997.
3. Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval. Voting by voting groups was not required.

SIGNED this 7 day of February, 1997.

By:   
Fernando A. Nasmyth, as President  
EASTLAKES GOLF AND  
RACQUET CLUB, INC., a Florida  
corporation

Prepared by:  
Patricia Kimball Fletcher, Esq.  
Florida Bar N° 371610  
Shapo, Freedman & Fletcher, P.A.  
200 S. Discayne Boulevard, Suite 4750  
Miami, Florida 33131-2352  
Tel.: (305) 358-4440  
Fax: (305) 358-0521

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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