

**P96000095580**

((H96000016353 0))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
 FROM: CHERRY & SPENCER, P.A. ACCT#: 072100000272  
 CONTACT: JULIE N KRAUSS  
 PHONE: (407)471-7767 FAX #: (407)471-7974

NAME: TARPON COVE GOLF & RACQUET CLUB, INC.  
 AUDIT NUMBER.....H96000016353  
 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
 CERT. OF STATUS..0 PAGES..... 4  
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11/19/96

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TALLAHASSEE, FLORIDA  
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ARTICLES OF INCORPORATION  
OF  
TARPON COVE GOLF & RACQUET CLUB, INC.

ARTICLE I

Name

The name of the corporation is TARPON COVE GOLF & RACQUET CLUB, INC. and its principal business address 801 Laurel Oak Drive, Suite 500, Naples, FL 34108.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

This corporation is organized for the transaction of any and all lawful business as allowed under the laws of the State of Florida with respect to corporations, as those laws now exist or as they may hereafter provide.

THIS DOCUMENT WAS PREPARED BY  
Marc I. Spencer, Esq.  
CHERRY & SPENCER, P.A.  
1665 Palm Beach Lakes Boulevard  
Suite 600  
West Palm Beach, Florida 33401  
(407) 471-7767  
(407) 471-7974 (Facsimile)  
Florida Bar No.: 05-8950

FAN: H96000016353

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ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$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 801 Laurel Oak Drive, Suite 500, Naples, Florida 33963 and the name of the initial registered agent of this corporation at the address is Vivien Hastings.

ARTICLE VI

Incorporators

The name and address of the person signing these articles is:

Vivien Hastings	801 Laurel Oak Drive
	Suite 500
	Naples, FL 34108

ARTICLE VII

Directors

The name and address of the initial directors of this corporation are:

John Gunderson	801 Laurel Oak Drive, Suite 500
	Naples, FL 34108
Richard Newman	801 Laurel Oak Drive, Suite 500
	Naples, FL 34108
Armando Goenaga	801 Laurel Oak Drive, Suite 500
	Naples, FL 34108

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ARTICLE VIII

Powers

This corporation shall have all of the corporate powers enumerated in Florida Statutes Section 607.0302.

ARTICLE IX

Indemnification

This corporation shall, to the fullest extent permitted by the provisions of Florida Statutes Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provision 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 bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity 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 a person.

ARTICLE X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

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amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

## ARTICLE XI

Bylaws

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

## ARTICLE XII

Beginning of Corporate Existence

Corporate existence shall begin upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21<sup>st</sup> day of November, 1996.

Vivien Hastings  
Vivien Hastings

## ACCEPTANCE OF REGISTERED AGENT

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Vivien Hastings  
Vivien Hastings

DATE NOV. 21, 1996

ARTICLES OF INCORPORATION  
TALAM COVE GOLF & RACQUET CLUB, INC.  
Page -4-

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: CHERRY & SPENCER, P.A.  
CONTACT: JULIE N KRAUSS  
PHONE: (407)471-7767

ACCT#: 072100000272

FAX #: (407)471-7974

NAME: TARPON COVE GOLF & RACQUET CLUB, INC.

AUDIT NUMBER.....H96000016783

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....1

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Cherry & Spencer  
Krauss

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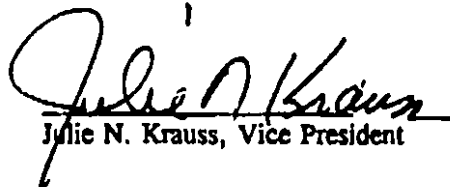
ARTICLES OF CORRECTION  
TO THE ARTICLES OF INCORPORATION OF  
TARPON COVE GOLF & RACQUET CLUB, INC.

1. The Articles of Incorporation of the TARPON COVE GOLF & RACQUET CLUB, INC., Florida corporation were filed in Tallahassee on November 22, 1996 under File No. P96000095580.

2. The name of the corporation as stated in the Articles of Incorporation is incorrect. Accordingly, the following correction is made to the Articles of Incorporation:

a. The name of the Corporation is corrected to be TARPON COVE YACHT & RACQUET CLUB, INC.

IN WITNESS WHEREOF the undersigned has hereunto set her hand and seal this 27th day of November, 1996.

  
Julie N. Krauss, Vice President

**THIS DOCUMENT WAS PREPARED BY**

Marc I. Spencer, Esq.  
CHERRY & SPENCER, P.A.  
1665 Palm Beach Lakes Boulevard  
Suite 600  
West Palm Beach, Florida 33401  
(407) 471-7767  
(407) 471-7974 (Facsimile)  
Florida Bar No.: 0508950

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