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ATTORNEY AT LAW  
SUITE 100, ALLAN BUILDING  
303 CENTRE STREET  
FERNANDINA BEACH, FLORIDA 32034

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 19 AM 10:44

MARSHALL E. WOOD  
SARA P. JONES, C.L.A.

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: HICKORY STICKS GOLF COURSE CONSTRUCTION, INC.

Dear Sirs:

Enclosed please find the original Articles of Incorporation of HICKORY STICKS GOLF COURSE CONSTRUCTION, INC. for filing pursuant to Florida Statutes Section 607.0120.

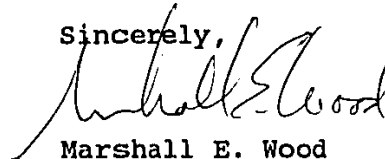
Also enclosed please find this firm's check in the amount of \$70.00 representing payment by the corporation of the following costs:

Filing Fee	\$ 35.00
Designation of Resident Agent	35.00

Please file the Articles of Incorporation and forward your letter of receipt to me at your earliest convenience.

Thank you for your assistance in this matter.

Sincerely,

  
Marshall E. Wood

Enclosures

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12/26

ARTICLES OF INCORPORATION  
OF  
HICKORY STICKS GOLF COURSE CONSTRUCTION, INC.

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The undersigned, acting as incorporators under the provisions of the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is:

HICKORY STICKS GOLF COURSE CONSTRUCTION, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation is being organized for the transaction of any and all lawful business permitted under the Florida Business Corporation Act and the laws of the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue is One Thousand (1,000) shares with a par value of ONE DOLLAR (\$1.00) each. All of the shares are of one class only.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial post office address of the principal office of this corporation is: 10 North 15th Street, Fernandina Beach, FL 32034. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name and post office address of the initial directors, who shall hold office for the first year of corporate existence or until their successors are elected or appointed and have qualified are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
CHRISTOPHER A. HILL	10 North 15th Street Fernandina Beach, FL 32034
JENIFER R. TAYLOR	10 North 15th Street Fernandina Beach, FL 32034

ARTICLE VIII. INCORPORATOR

The name and post office address of the incorporators of this corporation are: CHRISTOPHER A. HILL, 10 North 15th Street, Fernandina Beach, FL 32034 and JENIFER R. TAYLOR, 10 North 15th Street, Fernandina Beach, FL 32034.

ARTICLE IX. OFFICERS

The names and post office addresses of the officers who shall hold office for the first year of corporate existence or until their successors are elected or appointed are:

<u>NAME</u>	<u>OFFICE</u>
CHRISTOPHER A. HILL 10 North 15th Street Fernandina Beach, FL 32034	President
JENIFER R. TAYLOR 10 North 15th Street Fernandina Beach, FL 32034	Vice President / Secretary and Treasurer

ARTICLE X. REGISTERED AGENT

The name and address of the initial registered agent of this corporation is: CHRISTOPHER A. HILL, 10 North 15th Street, Fernandina Beach, FL 32034.

ARTICLE XI. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the issued and outstanding stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of

Incorporation be made. Each and every action required to be voted upon and thereby approved by the stockholders shall be approved by a majority vote of the stockholders.

EXECUTED this 17<sup>TH</sup> day of December, 1996.

Christopher A. Hill  
CHRISTOPHER A. HILL, INCORPORATOR  
Jenifer R. Taylor  
JENIFER R. TAYLOR, INCORPORATOR

STATE OF FLORIDA

COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this 17<sup>TH</sup> day of December, 1996, by CHRISTOPHER A. HILL and JENIFER R. TAYLOR, who are personally known to me or who presented "personally known" as identification and who did take an oath.

Marshall E. Wood

Name: MARSHALL E. WOOD  
Notary Public, State of

My Commission Expires:



MARSHALL E. WOOD  
Comm. No. CC 359761  
My Comm. Exp. Apr. 25, 1998  
Bonded thru Pichard Ins. Agency

CERTIFICATION OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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: HICKORY STICKS GOLF  
COURSE CONSTRUCTION, INC.
2. The name and address if the registered agent and office is:

CHRISTOPHER A. HILL  
(Name)  
10 North 15th Street  
(P. O. Box not acceptable)  
Fernandina Beach, FL 32034  
(City/State/Zip)

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Signature

Christopher A. Hill  
(corporate officer)

Title INCORPORATOR

Date Dec 17<sup>th</sup>, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

Christopher A. Hill  
CHRISTOPHER A. HILL

Date

Dec 17<sup>th</sup>, 1996

Registered Agent Filing Fee: \$35.00