

TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

P971000063/055

SUBJECT : GULF HARBOUR YACHT CLUB, INC.

600002133856--5
-04/04/97--01071--004
*****70.00 *****70.00

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION AND OUR
CHECK FOR \$ 70.00

FROM : THOMAS R. SIMON
12384 KELLY SANDS WAY
FT. MYERS, FL. 33908
(941) 454 - 7176

FILED
97 APR -4 AM 9 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE* PLEASE CALL US IF THE NAME WE HAVE CHOSEN FOR THE CORPORATION
IS ALREADY TAKEN SO WE CAN GIVE YOU ANOTHER ONE. CALL THOMAS R.
SIMON AT (941) 454 - 7176 AND THANK YOU.

4/7/97
TB

ARTICLES OF INCORPORATION
OF
GULF HARBOUR YACHT CLUB, INC.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION SHALL BE :
GULF HARBOUR YACHT CLUB, INC.

FILED
97 APR -4 AM 9 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II. COMMENCEMENT & DURATION

THE COMMENCEMENT OF THIS CORPORATION'S EXISTENCE SHALL BE AT THE TIME OF THE FILING OF THESE ARTICLES OF INCORPORATION BY THE FLORIDA DEPARTMENT OF INCORPORATION. THIS CORPORATION'S DURATION SHALL BE PERPETUAL.

ARTICLE III. PURPOSE

THIS CORPORATION IS BEING ORGANIZED FOR THE PURPOSE OF PROMOTING BOATING EDUCATION, CRUISING AND SOCIAL ACTIVITIES AND ENGAGING IN THE TRANSACTION OF ANY AND ALL BUSINESS ACTIVITIES PERMITTED UNDER THE LAWS OF FLORIDA AND THE UNITED STATES OF AMERICA.

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS

EACH PERSON NAMED IN THE ARTICLES OF INCORPORATION AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS WILL HOLD OFFICE UNTIL SAID DIRECTORS WILL HAVE BEEN QUALIFIED AND ELECTED AT THE FIRST ANNUAL MEETING, OR UNTIL SAID DIRECTORS EARLIER RESIGNATION, REMOVAL FROM OFFICE, OR DEATH.

AT THE FIRST ANNUAL MEETING AND AT EACH ANNUAL MEETING THEREAFTER, SAID DIRECTORS WILL ELECT DIRECTORS TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING. EACH DIRECTOR WILL HOLD OFFICE FOR A TERM FOR WHICH SAID DIRECTOR IS ELECTED UNTIL SAID DIRECTOR'S SUCCESSOR WILL HAVE BEEN QUALIFIED AND ELECTED, SAID DIRECTOR'S PRIOR RESIGNATION, SAID DIRECTOR'S REMOVAL FROM OFFICE OR SAID DIRECTOR'S DEATH.

METHOD OF ELECTION OF DIRECTORS SHALL BE STATED IN THE BYLAWS.

ARTICLE V. LIMITATION OF CORPORATE POWERS

THE CORPORATE POWERS OF THIS CORPORATION ARE AS PROVIDED IN SECTION 617.0302, FLORIDA STATUTES.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS ON THIS CORPORATION'S INITIAL BOARD OF DIRECTORS SHALL BE NINE. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, AS PROVIDED IN THIS CORPORATION'S BYLAWS, BUT SHALL NEVER BE LESS THAN THREE.

THE NAME AND ADDRESS OF EACH INDIVIDUAL WHO SHALL SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS ARE :

THOMAS R. SIMON
12384 KELLY SANDS WAY
FT. MYERS, FL 33908

LOUIS FIORE
15110 ANCHORAGE WAY
FT. MYERS, FL 33908

GAIL EDLEMAN
11460 OSPREY LANDING WAY
FT. MYERS, FL 33908

ROBERT STREAM
11501 COMPASS POINT DR.
FT. MYERS, FL 33908

ART WILLIAMS
11448 OSPREY LANDING WAY
FT. MYERS, FL 33908

ALLAN MAY
14358 HARBOR LANDINGS DR.
FT. MYERS, FL 33908

HARRY RANDALL
14356-A HARBOUR LANDINGS DR.
FT. MYERS, FL 33908

ROLAND EISENBERG
14352-A HARBOR LANDINGS DR.
FT. MYERS, FL 33908

PHIL KNISKERN
14346-C HARBOR LANDINGS DR.
FT. MYERS, FL 33908

ARTICLE VII. INDEMNIFICATION

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, AND ANY FORMER OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

THE ADDRESS OF THIS CORPORATION'S PRINCIPAL OFFICE AND THE ADDRESS OF THIS CORPORATION'S INITIAL REGISTERED OFFICE SHALL BE :

**GULF HARBOUR YACHT CLUB, INC.
14490 VISTA RIVER DRIVE
FT. MYERS, FL 33908**

THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INITIAL REGISTERED AGENT AT THAT ADDRESS SHALL BE :

THOMAS R. SIMON

ARTICLE X. INCORPORATOR

THE NAMES AND ADDRESSES OF THE INDIVIDUALS WHO SHALL SERVE AS THIS CORPORATION'S INCORPORATORS ARE :

**THOMAS R. SIMON
12384 KELLY SANDS WAY
FT. MYERS, FL 33908**

**LOUIS FIORE
15110 ANCHORAGE WAY
FT. MYERS, FL 33908**

**GAIL EDLEMAN
11460 OSPREY LANDING WAY
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14346-C HARBOR LANDINGS DR.
FT. MYERS, FL 33908**

ARTICLE XI. AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENTS HERETO.

Thomas R. Simon
INCORPORATOR - THOMAS R. SIMON

FILED
APR - 4 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY ACCEPT MY DESIGNATION AS RESIDENT AGENT AND AGREE TO SERVE AS THE RESIDENT AGENT OF GULF HARBOUR YACHT CLUB, INC.. I HEREBY STATE THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR GULF HARBOUR YACHT CLUB, INC..

Thomas R. Simon
REGISTERED AGENT - THOMAS R. SIMON

STATE OF FLORIDA

COUNTY OF LEE

ON 4-1-97 THOMAS R. SIMON, DESIGNATED ABOVE AS

THE INDIVIDUAL WHO SHALL SERVE AS THE CORPORATION'S INITIAL REGISTERED AGENT AND INCORPORATOR, WHO IS PERSONALLY KNOWN TO ME, OR PRODUCED A FLORIDA DRIVER'S LICENSE AS IDENTIFICATION, PERSONALLY APPEARED BEFORE ME AT THE TIME OF NOTARIZATION, AND, AFTER BEING GIVEN THE OATH, ACKNOWLEDGED SIGNING THESE ARTICLES OF INCORPORATION OF GULF HARBOUR YACHT CLUB, INC..

Julie A. Gilvary
NOTARY PUBLIC

Julie A. Gilvary
NOTARY PUBLIC - PRINTED NAME



JULIE A. GILVARY
My Commission CC542414
Expires Oct. 18, 1998

COMMISSION EXPIRATION DATE & COMMISSION NUMBER:

(SEAL)

10-18-98

MI Driver 550792751969