

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 100 Tallahassee, Florida 32304
(904) 222-8870 • 1-800-342-8062 • Fax (904) 222-1222

Resorts america, Inc.

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____ Fictitious Name File _____
____ Name Reservation _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
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____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
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Signature _____

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Name _____

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97 JUL 30 AM 11:37
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97 JUL 30 AM 10:33
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RESORTS AMERICA, INC.

FILED
97 JUL 30 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this Corporation is RESORTS AMERICA, INC.

ARTICLE II
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III
STOCK

This Corporation is authorized to issue 1000 shares of common stock with a par value of \$.01 per share.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of this Corporation is 3111 Stirling Road, Fort Lauderdale, FL 33312; and the name of the initial registered agent at that address is Richard H. Breit.

ARTICLE V
DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this Corporation are George N. Nelson, Jr., c/o Trailhead Development, 514 Nicollet Mall, #570, Minneapolis, MN 55402 and Charles E. Sameluk, c/o Club Naples, 11900 Wayzata Boulevard, Suite 116G, Minnetonka, MN 55305.

RICHARD H. BREIT, ESQ.
FLORIDA BAR NO. 283436
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
305-985-4111

**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator of this Corporation is George N. Nelson, Jr., c/o Trailhead Development, 514 Nicollet Mall, #570, Minneapolis, MN 55402.

**ARTICLE VII
ADDRESS**

The principal office and mailing address of the corporation is Club Naples RV Resort, 3180 County Road 84, Naples, FL 34114.

**ARTICLE VIII
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX
PERPETUAL EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of July, 1997.



GEORGE N. NELSON, Jr., Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.



RICHARD H. BREIT

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97 JUL 30 AM 11:37
STATE OF FLORIDA
TALLAHASSEE