

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 100 Tallahassee, Florida 32309
(904) 222-8870 • 1-800-342-8062 • Fax (904) 222-1222

799000065792

Resorts America, Inc.

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****122.50 ****122.50

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Name Reservation _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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

RECEIVED
97 JUL 30 AM 10:33
DIVISION OF REGISTRATION

JUL 30 *BSB*

File First

Signature _____

Requested by: *CJB*

7:30 *9:33*
Date Time

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

**ARTICLES OF INCORPORATION
OF
RESORTS AMERICA, INC.**

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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.

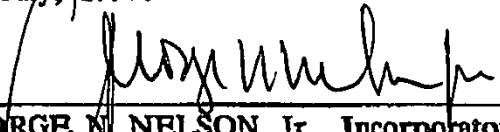
**ARTICLE VIII
INDEMNIFICATION**

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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TALLAHASSEE