



97000077469
HOLD

FOR PICKUP BY
UCC SERVICES
OFFICE USE ONLY (Document #)

805/68

500003335405--6

-07/25/00--01066--026

*****35.00 *****35.00

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) if known:

Outdoor Resort of Naples Inc

☐ Photocopy

☒ Copy
Confirmation

☐ CERTIFICATE OF STATUS

☐ CERTIFICATE OF GOOD
STANDING

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS TO
INCLUDE ARTS & AMENDS

☐ CERTIFICATE OF FICTITIOUS
NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

000055 JUL 25 2000

RECEIVED
00 JUL 25 AM 11:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
OUTDOOR RESORTS OF NAPLES, INC.**

FILED
00 JUL 25 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certifies that:

1. He is the Assistant Secretary of OUTDOOR RESORTS OF NAPLES, INC., a Florida corporation.
2. Article III of the Articles of Incorporation of this corporation is amended to read as follows:

“The corporation is authorized to issue two classes of shares, to be designated Class A common stock, and Class B preferred stock, respectively. The corporation is authorized to issue 1,000 shares of Class A common stock and 1,000 shares of Class B preferred stock. Upon the amendment of this article to read as herein set forth, each outstanding share is converted into or reconstituted as one share of Class A common stock.

The Class B preferred stock may be issued in any number of series, as determined by the Board of Directors. The Board may by resolution fix the designation and number of shares of any such series.

The Board may determine, alter, or revoke the rights, preferences, privileges, and restrictions pertaining to any wholly unissued class or series of Class B preferred stock. The Board may thereafter in the same manner increase or decrease the number of shares of any such series (but not below the number of shares of that series then outstanding).”

3. Article VI of the Articles of Incorporation of this corporation is amended to read as follows:

"The street address of the principal office of this corporation is to be at c/o R. Scott Price; Price, Siket & Solis, 2640 Golden Gate Parkway, Suite 115, Naples, FL 34105. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit."

4. Article VII of the Articles of Incorporation of this corporation is amended to read as follows:

"The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The corporation shall have three (3) directors initially."

5. Article VIII of the Articles of Incorporation of this corporation is amended to read as follows:

"The names and street addresses of the first Board of Directors who shall hold their office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Robert A. Schoellhorn	2400 Crestmoor Road, Suite 200 Nashville, TN 37215
E. Randall Henderson, Jr.	2400 Crestmoor Road, Suite 200 Nashville, TN 37215
Sheldon J. Gross	2400 Crestmoor Road, Suite 200 Nashville, TN 37215"

6. Article X of the Articles of Incorporation of this corporation is amended to read as follows:

"The street address of the registered office of this corporation is 2640 Golden Gate Parkway, Suite 115, Naples, Florida 34105, and the name of the registered agent of this corporation is R. Scott Price."

7. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.

8. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

I further declare under penalty of perjury under the laws of the State of Florida that the matters set forth in this Certificate are true and correct of my own knowledge.

DATED: _____

6-1-00

Ronald W. Petty
Ronald W. Petty, Assistant Secretary

**CERTIFICATE OF DETERMINATION OF PREFERENCES
OF CLASS B PREFERRED SHARES
OF OUTDOOR RESORTS OF NAPLES, INC.**

The undersigned hereby certifies that he is the duly elected and acting Assistant Secretary of the corporation, and under authority given by the corporation's Articles of Incorporation, the Board of Directors has duly adopted the following recitals:

A. The Amended Articles of Incorporation of the corporation provide for a class of shares known as Class B Preferred Stock, issuable from time to time in one or more series;

B. The Board of Directors of the corporation is authorized within the limitations and restrictions stated in the Articles of Incorporation to determine or alter the rights, preferences, privileges, and restrictions granted to or imposed on any wholly unissued series of Class B Preferred Stock, to fix the number of shares constituting any such series, and to determine the designation of such series or any part of it; and

C. The Board of Directors of this corporation desires to determine the rights, preferences, privileges, and restrictions relating to the initial series of Class B Preferred Stock, the number of shares constituting such series and its designation.

Based on the foregoing recitals, the Board of Directors hereby establishes the designation of, the number of shares constituting, and the rights, preferences, privileges, and restrictions relating to said initial shares of Class B Preferred Stock as follows:

1. The initial series of Class B Preferred Stock is designated "Class B Preferred Stock (Series A)."

2. The number of shares constituting the Class B Preferred Stock (Series A) is 1,000.

3. On any liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, before any distribution of cash or other assets is made to the holders of Class A common stock shares, the holders of Class B Preferred Stock (Series A) shares shall be paid an amount equal to \$10,000.00 per share plus all accrued and unpaid dividends. After these amounts have been paid or distributed to the holders of the Class B Preferred Stock (Series A) shares, the remaining assets and funds of the corporation shall be divided and distributed ratably among the holders of the Class A common stock shares.

4. Each holder of Class B Preferred Stock (Series A) shares shall have full preemptive or preferential rights, as these rights are defined by law, to subscribe for or purchase that holder's proportional part of any Class B Preferred Stock shares that may be issued at any time by this corporation.

5. The holders of Class B Preferred Stock (Series A) shares shall not be entitled to

convert those shares to Class A common stock.

6. Every shareholder, before selling or transferring any shares of the corporation, must first offer the shares to the corporation and then to the holders of Class A common stock shares, in the following manner:

a. The offering shareholder shall mail or personally deliver a written offer to the secretary of the corporation, stating the number and class of shares and the price, terms, and conditions of the proposed sale or transfer, including the name of any proposed outside buyer. The corporation shall then have the right to purchase any or all of those shares at the price and on the terms and conditions stated in the offer, by giving written notice to the offering shareholder of its election to purchase a specified number of shares. This notice shall be given by mail or personal delivery within ten (10) days after the date of the shareholder's written offer, as that date is defined in subparagraph h. of this article.

b. If the corporation fails to give notice of its election to purchase within the prescribed period, or if it elects to purchase fewer than all of the shares being offered, the secretary of the corporation, as soon as possible and in no event more than fifteen (15) days after the date of the written offer, shall mail or personally deliver a copy of the offer together with a statement of the number of shares not being purchased by the corporation, to each holder of Class A common stock shares. Each of these shareholders shall then have the right to purchase part of or all of the available number of shares at the price and on the terms and conditions stated in the offering shareholder's written offer, by giving the secretary of the corporation a written notice of intent to purchase. This notice of intent to purchase shall state the number of shares that the shareholder wishes to purchase, and shall be given by mail or personal delivery to the secretary of the corporation within thirty (30) days after the offering shareholder's written offer was given to the corporation, as defined in subparagraph h. of this article.

c. If the total number of shares specified by the several shareholders in their respective notices of intent to purchase exceeds the number of available shares specified in the secretary's statement, each purchasing shareholder shall be entitled to purchase that fraction of the number of shares specified in the shareholder's notice of intent to purchase that is equal to the number of the shareholder's shares with purchase rights under this article, divided by the total number of shares with purchase rights held by all shareholders who gave notice of intent to purchase.

d. If fewer than all the shares offered for sale by the offering shareholder are subscribed to under subparagraphs a. and b. of this article, each shareholder who desires additional shares shall be entitled to purchase that fraction of the shares not subscribed to that is equal to the number of the shareholder's shares with purchase rights under this article, divided by the total number of shares with purchase rights held by all shareholders who desire to purchase the remaining shares.

e. Unless otherwise specifically stated in the shareholder's notice of intent to purchase shares given under subparagraph b. of this article, that notice shall also be considered an offer to purchase the number of shares to which the shareholder is entitled under subparagraph c. or subparagraph d. of this article.

f. If fewer than all the shares specified by the selling shareholder in the offer are subscribed to under subparagraphs a., b., c., or d. of this article within the time periods specified for exercising the respective rights to purchase shares granted by this article, the offering shareholder shall not be required to sell the specified shares to the corporation or to any of the shareholders pursuant to their respective notices of intent to purchase, but may dispose of all of the specified shares to the proposed buyer specified in the offering shareholders' written offer to the secretary of the corporation within forty-five (45) days after the date of the written offer to sell, provided that such shareholder shall not sell or transfer these shares at a lower price or on terms less favorable to the seller than those specified in the offer to the secretary.

g. Unless otherwise prohibited by law or by the Articles of Incorporation, the corporation may purchase its own shares from any offering shareholder; provided, however, that the corporation shall not purchase all of its outstanding voting shares. Any sale or transfer, or purported sale or transfer, of the corporation's shares by any shareholder shall be null and void unless the terms, conditions, and provisions of this article are strictly followed.

h. Each offer, notice, or statement provided for in this article shall be considered given when it is personally delivered to the person to whom it is to be given, or when it is deposited in the United States mail, by first class mail properly addressed to such person and with all postage or other charges fully prepaid.

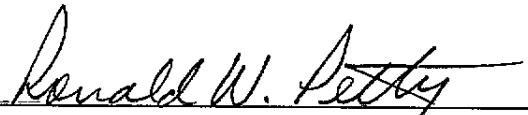
i. Each share certificate of the corporation's Class B Preferred Stock shall bear the following legend:

"This certificate and the shares evidenced by this certificate may be sold, assigned, transferred, pledged, or otherwise disposed of subject only to the provisions of Section 6b. of the Certificate of Determination on file with the Florida Secretary of State's office."

7. The Class B Preferred Stock (Series A) shall have no voting rights.

The undersigned, who is the Assistant Secretary of Outdoor Resorts of Naples, Inc., declares, under penalty of perjury under the laws of the State of Florida, that the matters set out in this Certificate are true and correct.

DATED: 6-1-00



Ronald W. Petty, Assistant Secretary