

TRANSMITTAL LETTER

P 97 0000 83380

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
97 SEP 26 AM 9:15
TALLAHASSEE, FLORIDA

SUBJECT: HERITAGE RESORTS MANAGEMENT, INC
(Proposed corporate name - must include suffix)

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-09/25/97--01068--005
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

PETER A. STILPHEN

Name (Printed or typed)

3675 LIBERTY SQUARE

Address

FT. MYERS, FL 33908

City, State & Zip

1-941-454-1500

Daytime Telephone number

SEP 26 1997

NOTE: Please provide the original and one copy of the articles.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLES OF INCORPORATION
OF
HERITAGE RESORTS MANAGEMENT, INC.**

I. NAME

The name of the corporation shall be **Heritage Resorts Management, Inc.**

II. TERM OF EXISTENCE

This corporation is to have perpetual existence.

III. NATURE OF BUSINESS

The corporation may engage in any activity of business permitted under the laws of the United States or of the laws of the State of Florida.

IV. CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue is One Thousand (1000) Shares. Such shares shall be of a single class and shall have a par value of one dollar (\$1.00) per share.

V. STOCK TRANSFERS - CORPORATION'S RIGHT OF FIRST REFUSAL

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation to be agreed upon between the offeror and the corporation. If the parties cannot agree as to the value of the share, each party shall select an arbitrator and two arbitrators so selected shall elect a referee. A majority of the vote of the three shall determine the value. Such offer shall be in writing signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 30 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his shares as he may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend. "These shares are held subject to certain transfer restrictions imposed

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by the articles of incorporation. A copy of such articles is on file at the principle office of the corporation.

VI. ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of the corporation is **3675 Liberty Square, Fort Myers, Florida 33908** and the name of its initial registered agent at such address is **Peter A. Stilphen**.

VII. INCORPORATORS

The name and address of the incorporators to these articles are:

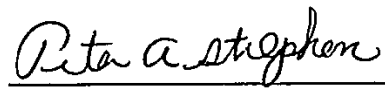
PETER A. STILPHEN	3675 Liberty Square
	Fort Myers, Florida 33908

VIII. MANAGEMENT OF CORPORATION

The corporation shall have a Board of Directors, and all of the corporate powers shall be exercised by, and the business of the affairs of the corporation shall be managed under the direction of, the Board of Directors.

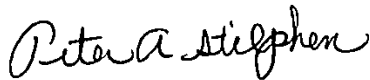
IX. AMENDMENT OF ARTICLES OF INCORPORATION

These articles may be amended in the manner provided by law. Every amendment shall be proposed by any Board Member and approved at a duly called Board of Directors' meeting by a majority of the Board of Directors entitled to vote thereon..



Peter A. Stilphen

I hereby accept designation as Registered Agent of the Corporation.



Peter A. Stilphen

COUNTY OF LEE

I hereby certify that on this day before me, an officer duly authorized to take acknowledgments, personally appeared

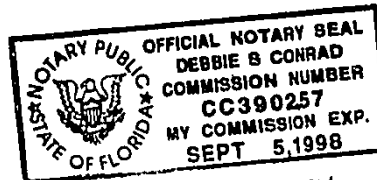
Peter A. Stilphen

known to me to be the persons described in and who executed the foregoing instrument and acknowledged before me that they executed the same.

WITNESS by hand and official seal in the County and State as aforesaid this 17th day of September, 1997.

Debbie S. Conrad
Notary Public

My commission expires: _____



This instrument prepared by: Peter A. Stilphen
3675 Liberty Square
Fort Myers, Florida 33908

TALLAHASSEE, FLORIDA

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