

NO.859 P006/010

12/17/97

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ARTICLES OF INCORPORATION
OF
EMERALD DUNES-BONAVENTURE, INC.

ARTICLE I

Name

The name of the corporation is EMERALD DUNES-BONAVENTURE, INC., and its principal business address is 2100 Emerald Dunes Drive, West Palm Beach, FL 33411.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

This corporation is organized for the transaction of any and all lawful business as allowed under the laws of the State of Florida with respect to corporations, as those laws now exist or as they may hereafter provide.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

THIS DOCUMENT WAS PREPARED BY
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FAN: H97000020725 2

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FAN: H97000020725 2

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1665 Palm Beach Lakes Blvd., Suite 600, West Palm Beach, Florida and the name of the initial registered agent of this corporation at the address is Richard G. Cherry.

ARTICLE VI

Incorporators

The name and address of the person signing these articles is:

Richard G. Cherry	1665 Palm Beach Lakes Boulevard
	Suite 600
	West Palm Beach, Florida 33401

ARTICLE VII

Powers

This corporation shall have all of the corporate powers enumerated in Florida Statutes Section 607.0302.

ARTICLE VIII

Indemnification

This corporation shall, to the fullest extent permitted by the provisions of Florida Statutes Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification

ARTICLES OF INCORPORATION
EMERALD DUNES-BONAVENTURE, INC.

Page -2-

FAN: H97000020725 2

FAN: H97000020725 2

provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE IX

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE X

Bylaws

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

FAN: H97000020725 2

FAN: H97000020725 2

ARTICLE XI

Beginning of Corporate Existence

Corporate existence shall begin upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of December, 1997.

Richard G. Cherry
Richard G. Cherry

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Richard G. Cherry
Richard G. Cherry

DATE: December 17, 1997

ARTICLES OF INCORPORATION
EMERALD DUNES-BONAVENTURE, INC.
Page -4-

FAN: H97000020725 2

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