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ACCOUNT NO. : 072100000032

REFERENCE : 686334 89949A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 JAN 30 PM 1:09

ORDER DATE : January 29, 1998

ORDER TIME : 8:41 AM

ORDER NO. : 686334-010

600002417106--2

CUSTOMER NO: 89949A

CUSTOMER: Ms. Lisa Sandoval  
LANDMARK TITLE OF FLORIDA,  
INC.  
Suite 200  
2701 Okeechobee Boulevard  
West Palm Beach, FL 33409

DOMESTIC FILING

NAME: BAY HILLS DEVELOPMENT COMPANY,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: \_\_\_\_\_

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98 JAN 30 AM 11:45  
DIVISION OF CORPORATIONS

1-30-98  
105

ARTICLES OF INCORPORATION  
OF  
BAY HILLS DEVELOPMENT COMPANY, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 30 PM 1:09

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BAY HILLS DEVELOPMENT COMPANY, INC.

The address of the principal office of this corporation shall be C/O Resolute Group, 321 Railroad Avenue, Greenwich, Connecticut 06836, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on January 30, 1998.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Its Agent, Karen B. Rozar

AKC/das

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