

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 FEB -6 PM 1:56

**P98000012254**

*Bay Pointe Of Hollywood, Inc.*

RECEIVED

98 FEB -6 AM 10:47

DIVISION OF CORPORATION

Signature \_\_\_\_\_

Requested by CD

Name \_\_\_\_\_

Date 2-6-98

Time 11:00

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File Cert

\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_ 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 \_\_\_\_\_

~~400002423474-8~~

02/06/98-01033-030

\*\*\*\*122.50 \*\*\*\*122.50

RP  
02-06-98

**ARTICLES OF INCORPORATION**

**OF**

**BAY POINTE OF HOLLYWOOD, INC.**

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The undersigned submits these Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of Florida, as contained in Chapter 607 of the Florida Statutes, entitled the "FLORIDA BUSINESS CORPORATION ACT," and to that end sets forth:

**ARTICLE ONE**

The name of the Corporation is Bay Pointe of Hollywood, Inc.

**ARTICLE TWO**

The principal place of business and mailing address of this corporation shall be:

6000 Meadowbrook Mall, Suite 8  
Clemmons, NC 27012

**ARTICLE THREE**

The Corporation shall have authority to issue 1,000,000 shares of common stock.

**ARTICLE FOUR**

The address of the initial registered office of the Corporation is Shear Newman Hahn and Rosenkranz, P.A., Suite 1000, 201 E. Kennedy Boulevard, Tampa, FL 33602, and the name of the initial registered agent at such address is Jeffrey Drew Butt.

**ARTICLE FIVE**

The name and address of the Incorporator to these Articles of Incorporation are:

Name

Address

George E. Hollodick

110 South Stratford Road, Suite 500  
Winston-Salem, N.C. 27104

**ARTICLE SIX**

To the fullest extent permitted by applicable law, as it now exists or may hereafter be amended, the Corporation shall indemnify all persons serving as directors of the Corporation against all liability and litigation expense, including but not limited to reasonable attorneys' fees, arising out of their status as such or their activities in the foregoing capacity, regardless of when such status existed or activity occurred and regardless of whether or not they are directors of the

Corporation at the time such indemnification is sought or obtained. Without limiting the generality of the foregoing indemnity, such persons may also recover from the Corporation all reasonable costs, expenses and attorneys' fees in connection with the enforcement of rights to indemnification granted by this Article. The provisions of this Article are in addition to and not in limitation of the power of the Corporation with respect to, and the rights of any director of the Corporation to receive the benefits of, any other or further indemnification, insurance, elimination of liability or other right or benefit which is either required by the FLORIDA BUSINESS CORPORATION ACT or permitted thereby and duly adopted by the Corporation in accordance therewith.

#### ARTICLE SIX

To the fullest extent permitted by applicable law, as it now exists or may hereafter be amended, no director of the Corporation shall have any personal liability arising out of any action, whether by or in the right of the Corporation or otherwise, for monetary damages for breach of his or her duty as a director. This Article shall not impair any right to receive indemnity or insurance from the Corporation or any third party which any director may now or hereafter have. Any repeal or modification of this Article shall not impair or otherwise adversely affect any limitation on, or elimination of, the personal liability of a director effected hereby with respect to acts or omissions occurring prior to such repeal or modification.

IN WITNESS WHEREOF, I have set my hand, this 4 day of February, 1998.

INCORPORATOR:



George E. Hollodick

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

*Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.*

1. The name of the corporation is: BAY POINTE OF HOLLYWOOD, INC.
2. The name and address of the registered agent and office is:
- JEFFREY DREW BUTT C/O SHEAR NEWMAN HAHN AND ROSENKRANZ, P.A.  
(Name)  
201 E. KENNEDY BOULEVARD, SUITE 1000  
(P.O. Box ☒ acceptable)  
TAMPA, FL 33602  
(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

SIGNATURE

DATE

Jeffrey Drew Butt  
2/4/98

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

CR28013(6/92)

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