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POST OFFICE BOX 2421  
STUART, FLORIDA 34995

(561) 288-0048  
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April 3, 1998

**EFFECTIVE DATE**  
4-3-98

Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
409 East Gaines Street  
Tallahassee, FL 32301

VIA UPS OVERNIGHT

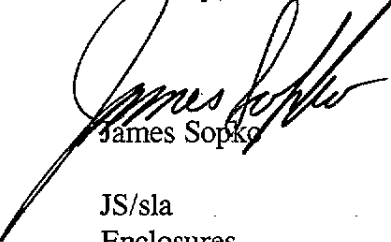
Re: The Buttonwood Tennis Club, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation of The Buttonwood Tennis Club, Inc. and a check in the amount of \$122.50 payable to the State of Florida. Kindly accept the enclosed for filing.

Please return a certified copy of the Articles of Incorporation to the undersigned at your convenience. Thank you for your cooperation in this matter. If you have any questions, please feel free to call.

Sincerely,

  
James Sopko

JS/sla

Enclosures

cc: Mr. C. Herbert Emilson  
[m:\emilson\ur-state.001]

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

**FILED**  
98 APR -6 AM 8:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**THE BUTTONWOOD TENNIS CLUB, INC.**

**EFFECTIVE DATE**  
1-3-98

**ARTICLE I**

**NAME**

The name of this corporation shall be: THE BUTTONWOOD TENNIS CLUB, INC.

**ARTICLE II**

**TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE III**

**PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue **1,000** shares of Class A stock and **49,000** shares of Class B stock. These classes of stock are equal in preferences, limitations, and relative rights except that Class B stock shall not have any voting rights.

**FILED**  
98 APR -6 AM 8:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE V

PRINCIPAL OFFICE

The street address of the principal office of this corporation is 400 NW Baker Road,  
Stuart, FL 34994.

ARTICLE VI

DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director of this corporation is:

C. HERBERT EMILSON  
1701 NE Ocean Boulevard  
Stuart, FL 34996

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

2307 SE Monterey Road  
Stuart, FL 34996

The name of the initial registered agent of this corporation at that address is:

James Sopko

ARTICLE VIII  
INCORPORATOR

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

James Sopko  
Post Office Box 2421  
Stuart, Florida 34995-2421

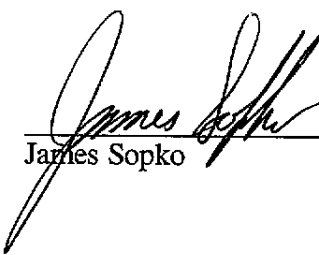
ARTICLE IX  
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X  
EFFECTIVE DATE

The effective date of this corporation is April 3, 1998.

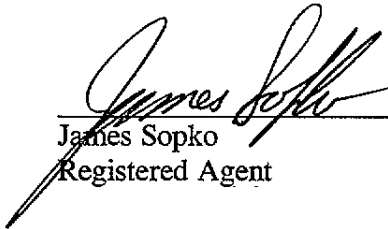
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of April, 1998.

  
\_\_\_\_\_  
James Sopko

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, THE  
BUTTONWOOD TENNIS CLUB, INC., at the place designated in the foregoing Articles of  
Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the  
provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 3rd day of April, 1998.

  
\_\_\_\_\_  
James Sopko  
Registered Agent

**FILED**  
98 APR -6 AM 8:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA