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LEE JAY COLLING & ASSOCIATES, P.A.

ATTORNEYS AT LAW

LEE JAY COLLING *
WILLIAM SHAW BLALOCK **
LAVINIA N. McMILLEN †
DANIEL W. PERRY

* ALSO ADMITTED IN MICHIGAN

** ALSO ADMITTED IN NORTH CAROLINA

† ALSO ADMITTED IN GEORGIA

MARTYN W. SIMPSON
FINANCIAL CONSULTANT

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500 N. MAITLAND AVENUE
MAITLAND, FLORIDA 32751

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FAX (407) 599-9404
E-mail: LColling@weblawyer.com

PARALEGAL
NADINE S. COLLING
GARYN WHEELER

April 20, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Fla. 32314

500002499635--2
-04/24/98--01067--001
****122.50 ****122.50

RE: Sweetwater Golf Club, Inc.

Dear Sir or Madam:

I am enclosing an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, I am enclosing our firm check in the amount of \$122.50 which represents the following fees:

| | |
|------------------------|--------------|
| Filing fee | \$ 35.00 |
| Certified copy | 52.50 |
| Registered Agent's fee | <u>35.00</u> |
| Total | \$122.50 |

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,



Lee Jay Colling

LJC/mw
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 24 PM 1:06

WS 4/27

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 24 PM 1:06

**ARTICLES OF INCORPORATION
OF
SWEETWATER GOLF CLUB, INC.**

A For-Profit Florida Corporation

I, the undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

**ARTICLE I
NAME**

The name of this corporation is:

Sweetwater Golf Club, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office address is: **500 N. Maitland Avenue, Suite 203
Maitland, FL 32751**

**ARTICLE III
CORPORATION DURATION**

The duration of the corporation is perpetual.

**ARTICLE IV
PURPOSES AND POWERS**

The general purposes for which the corporation is organized are:

1. *To sue and be sued, complain, and defend in its corporate name;*
2. *To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;*

3. To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.

4. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

5. To lend money to, and use its credit to assist, its officers and employees in accordance with Chapter 607.0833, Florida Statutes;

6. To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;

7. To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation, the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

8. To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

9. To conduct its business, locate offices, and exercise the powers granted by Chapter 607, Florida Statutes, within or without the state of Florida;

10. To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;

11. To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;

12. To make donations for the public welfare or for charitable, scientific, or educational purposes;

13. To transact any lawful business that will aid governmental polity;

14. To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

15. To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

16. To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

17. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity;

18. Have and exercise all powers necessary or convenient to effect any and all of the purposes for which the corporation is organized;

19. Have all emergency powers provided in Chapter 607.0303, Florida Statutes, and any further powers allowed pursuant to Chapter 607, Florida Statutes.

ARTICLE V CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 1,000.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

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

500 N. Maitland Avenue, Suite 203
Maitland, FL 32751

The name of the initial Registered Agent of this corporation at that address is:

Lee Jay Colling, Attorney-at-Law

**ARTICLE VI
DIRECTORS**

The number of directors constituting the corporation's initial board of directors is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

NAME

ADDRESS

Mr. Kayo Bowman

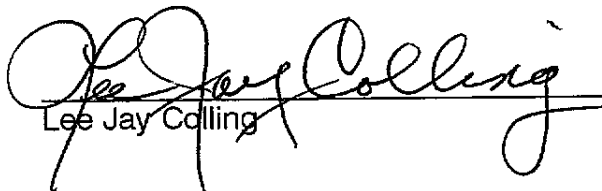
200 Hunt Club Blvd.
Longwood, Florida 32779

**ARTICLE VIII
INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is: Lee Jay Colling

The undersigned, being the Incorporator of this corporation, for the purpose of forming this for-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 20th day of April, 1998.

INCORPORATOR:

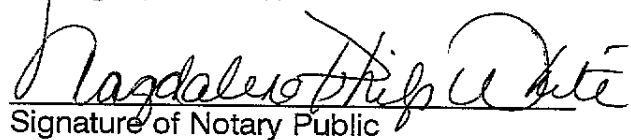

Lee Jay Colling

**STATE OF FLORIDA
COUNTY OF ORANGE**

BEFORE ME, the undersigned authority, this day personally appeared Lee Jay Colling, the person described in and who executed the foregoing instrument, and who being first duly sworn and under oath acknowledged, before me, that he has read the foregoing Articles of Incorporation, and that the statements contained therein are true and correct.

- ☒ Affiant is personally known to me; or
☐ Affiant produced his driver's license; or
☐ Affiant produced as identification: _____

SWORN TO and subscribed before me this 20th day of April, 1998.


Signature of Notary Public

My commission expires:



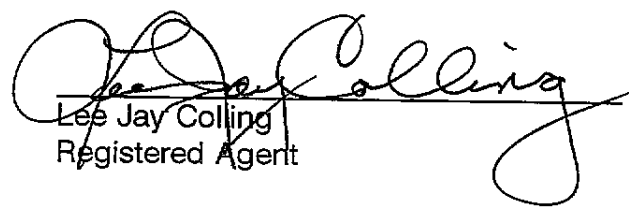
MAGDALENA PHILP WHITE
My Comm Exp. 9/25/99
Bonded By Service Ins
No. CC497834
[] Personally Known [] Other []

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 24 PM 1:05

ACCEPTANCE BY REGISTERED AGENT

The undersigned is familiar with and hereby accepts the duties and responsibilities as Registered Agent of Sweetwater Golf Club, Inc., which is contained in the foregoing Articles of Incorporation.

Dated this 20th day of April, 1998.

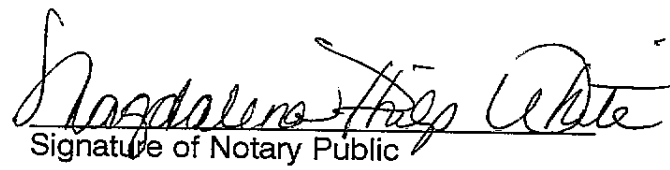

Lee Jay Colling
Registered Agent

STATE OF FLORIDA COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared Lee Jay Colling, the person described in and who executed the foregoing instrument, and who being first duly sworn and under oath acknowledged, before me, that he has read the foregoing Acceptance by Registered Agent, and that the statements contained therein are true and correct.

- ☐ Affiant is personally known to me; or
- ☐ Affiant produced his driver's license; or
- ☐ Affiant produced as identification: _____

SWORN TO and subscribed before me this 20th day of April, 1998.


Signature of Notary Public

My commission expires:

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MAGDALENA PHILP WHITE
My Comm Exp. 9/25/99
Bonded By Service Ins
No. CC497834
☒ Personally Known ☐ Other