



**PORTER, WRIGHT,  
MORRIS & ARTHUR**

Attorneys & Counselors at Law

GARY K. WILSON  
941-436-2952

4501 Tamiami Trail North  
Suite 400  
Naples, Florida 33940-3060  
Telephone: 941-263-8898  
Facsimile: 941-436-2990  
Nationwide: 800-876-7962

P98000049435

May 27, 1998

State of Florida  
Department of State  
Corporate Division  
P.O. Box 6327  
Tallahassee, FL 32314

000002542820--2  
-06/01/98--01123--001  
\*\*\*122.50 \*\*\*122.50

Re: GULFCOAST LIFESTYLE PROPERTIES, INC.

Gentlemen:

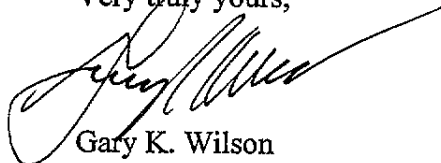
**EFFECTIVE DATE**  
5-27-98

Enclosed is an original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your offices and certify and return to us one certified copy.

We are enclosing our check in the amount of \$122.50 covering:

\$ 35.00 - Filing Fee  
35.00 - Certificate Designating Registered Agent  
52.50 - Certified Copy  
\$122.50

Very truly yours,

  
Gary K. Wilson

GKW/bn

Enclosures  
NAPLES/0077830.01

**FILED**  
98 JUN -1 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION  
OF  
GULFCOAST LIFESTYLE PROPERTIES, INC.

FILED  
98 JUN -1 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I. Name and Initial Address

The name of this corporation is GULFCOAST LIFESTYLE PROPERTIES, INC. and initial address of the corporation is 2021 Merlin Court, Naples, Florida 34105.

ARTICLE II. Duration

This corporation shall exist perpetually commencing on the date of execution and acknowledgment of these articles.

EFFECTIVE DATE  
5.27.98

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 One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V. Rights of Shares of Capital Stock

Section 1. Dividends

The directors may declare and pay dividends upon the Common Shares.

Section 2. Rights upon Liquidation or Dissolution.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, after payment of all valid corporate debts, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI. Designation of Registered Agent and Registered Office

The initial registered agent of the corporation shall be Gary K. Wilson and the initial registered office of the corporation is 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103.

ARTICLE VII. Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII. Initial Board of Directors

This corporation shall have two (2) directors 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 (1). The names and addresses of the initial directors of this corporation are:

David E. Fisher  
2021 Merlin Court  
Naples, FL 34105

John P. Chrisemer  
2140 Tarpon Road  
Naples, FL 34102

ARTICLE IX. Incorporator

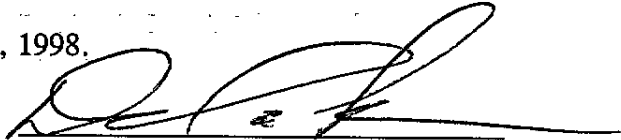
The name and address of the person signing these articles is:

David E. Fisher  
c/o Porter, Wright, Morris & Arthur  
4501 Tamiami Trail North  
Suite 400  
Naples, Florida 34103

ARTICLE X. 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 27 day of May, 1998.



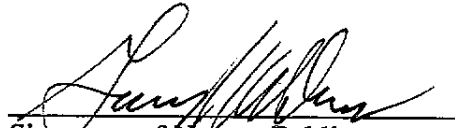
David E. Fisher  
Porter, Wright, Morris & Arthur  
4501 Tamiami Trail North  
Suite 400  
Naples, Florida 34103

State of Florida

County of Collier

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared DAVID E. FISHER, \_\_\_\_\_ who produced \_\_\_\_\_ identification or ☒ who is known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation. An oath was not administered.

I WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal,  
in the state and county aforesaid, this 27<sup>th</sup> day of May, 1998.

  
Signature of Notary Public

(NOTARY SEAL)



GARY K. WILSON  
MY COMMISSION # CC470112 EXPIRES  
June 8, 1999  
BONDED THRU TROY FAIN INSURANCE, INC.

GARY K. WILSON  
Name of Notary Public Typed


CC470112  
Serial or License Number of  
Notary Public

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
THE RESIDENT UPON WHOM PROCESS MAY BE SERVED.

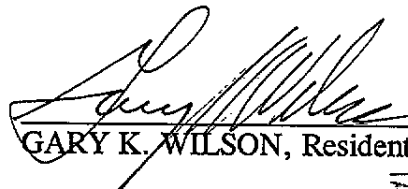
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that GULFCOAST LIFESTYLE PROPERTIES, <sup>INC.</sup> desiring to organize under the laws of the State of Florida, with its principal office, as indicated in ARTICLES OF INCORPORATION at City of Naples, County of Collier, State of Florida, has named GARY K. WILSON, located at 4501 Tamiami Trail North, Suite 400, City of Naples, County of Collier, State of Florida, as its Agent to accept service of process within this State.



David E. Fisher

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



GARY K. WILSON, Resident Agent

NAPLES/0077809.01

FILED  
98 JUN - 1 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA