

PETERSON & MYERS, P.A.

ATTORNEYS AT LAW

J. HARDIN PETERSON, SR. (1894-1976)
MICHAEL W. CREWS (1941-1991)

PHILIP O. ALLEN
JACK P. BRANDON
KRISTEN M. BUZZANCA
J. DAVIS CONNOR
DENNIS G. CORRICK
ROY A. CRAIG, JR.
JACOB C. DYKXHOORN
JOSEPH ANTHONY GEARY
JONN D. HOPPE
DENNIS P. JOHNSON
KEVIN C. KNOWLTON
DOUGLAS A. LOCKWOOD, III
PETER J. MUNSON
CORNEAL B. MYERS
CORNELIUS B. MYERS, III
E. BLAKE PAUL
ROBERT E. PUTERBAUGH
THOMAS B. PUTNAM, JR.
DEBORAH A. RUSTER
STEPHEN R. SENN
ANDREA TEVES SMITH
KEITH H. WADSWORTH
KERRY M. WILSON

P.O. BOX 1079
LAKE WALES, FLORIDA 33859-1079
130 EAST CENTRAL AVENUE
LAKE WALES, FLORIDA 33853
(941) 676-7611
(941) 683-8942
FAX 676-0643

P.O. BOX 24628
LAKELAND, FLORIDA 33802-4628
100 EAST MAIN STREET
LAKELAND, FLORIDA 33801
(941) 683-6511
(941) 676-6934
FAX 682-8031

P.O. DRAWER 7608
WINTER HAVEN, FLORIDA 33883-7608
141 5TH STREET, NW, SUITE 300
WINTER HAVEN, FLORIDA 33881
(941) 294-3360
FAX 294-5498

P 9800020909

Lake Wales
December 21, 1998

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

500002721705--3
-12/24/98-01028-018
*****78.75 *****78.75

Re: Outdoor Resorts of Florida, Inc.
Articles of Incorporation

Gentlemen:

Enclosed for filing is the original and one copy of the Articles of Incorporation for the above named Florida corporation.

Also enclosed is this firm's check, in the amount of \$78.75, representing payment of the following fees: file Articles - \$35.00, registered agent fee - \$35.00 and certified copy fee - \$8.75.

Upon approval and filing of these articles, please furnish certified copies to the attention of:

Keith H. Wadsworth
Peterson & Myers, P.A.
P.O. Box 1079
Lake Wales, FL 33853

If anything further is required, please call me. :
for your assistance in this matter.

Sincerely,

Keith H. Wadsworth

/ap
Enclosures

RECEIVED

MAR 5 1999

F. CHESSE

DEC 29 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 29, 1998

KEITH H WADSWORTH
P O BOX 1079
LAKE WALES, FL 33853

SUBJECT: OUTDOOR RESORTS OF FLORIDA, INC.
Ref. Number: W98000029051

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for OUTDOOR RESORTS OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 598A00060779

**ARTICLES OF INCORPORATION
OF
OUTDOOR RESORTS AT ST. LUCIE WEST, INC.**
(a corporation for profit)

99 MAR -2 PM 1:37
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation is OUTDOOR RESORTS AT ST. LUCIE WEST, INC.

**ARTICLE II
DURATION**

This corporation shall have perpetual duration. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

**ARTICLE III
PURPOSES AND POWERS**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is as follows:

- A. **One Thousand (1,000) shares** of common stock at no par value.
- B. **One Thousand (1,000) shares** of preferred stock at no par value.

**ARTICLE V
PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the corporation shall initially be NW Peacock Boulevard, Port St. Lucie, Florida 34986.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 130 East Central Avenue, Lake Wales, FL 33853, and the name of its initial registered agent at that office is C. B. Myers, III.

ARTICLE VII
MANAGEMENT OF THE CORPORATION'S AFFAIRS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

ARTICLE VIII
OFFICERS

The officers of the corporation shall consist of a president, a vice president, a treasurer, a secretary, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

ARTICLE IX
INITIAL OFFICERS

The names and addresses of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

President:	E. Randall Henderson, Jr.
Secretary:	Sheldon J. Gross
Treasurer:	Sheldon J. Gross
Chairman and CEO:	Robert A. Schoellhorn
Assistant Secretary:	Ronald W. Petty

ARTICLE X

BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be three. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name and address of each person who shall serve as a member of the initial board of directors are as follows:

Robert A. Schoellhorn
c/o Outdoor Resorts of America, Inc.
2400 Crestmoor Road, Suite 200
Nashville, TN 37215

E. Randall Henderson, Jr.
c/o Outdoor Resorts of America, Inc.
2400 Crestmoor Road, Suite 200
Nashville, TN 37215

Sheldon J. Gross
c/o Outdoor Resorts of America, Inc.
2400 Crestmoor Road, Suite 200
Nashville, TN 37215

ARTICLE XI

NAMES AND ADDRESSES OF INCORPORATORS

The name and address of the incorporator of this corporation are as follows:

C. B. Myers, III
130 East Central Avenue
Lake Wales, FL 33853

ARTICLE XII
BYLAWS

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

ARTICLE XIII
MEETINGS OF THE SHAREHOLDERS

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

ARTICLE XIV
QUORUM AT SHAREHOLDERS' MEETING


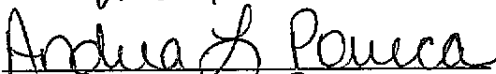
A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

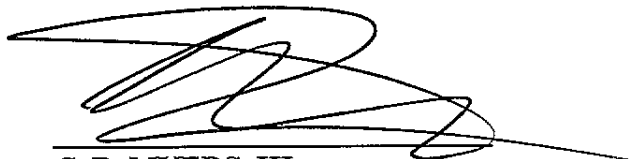
ARTICLE XV
AMENDMENT OF ARTICLES

The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 21st day of December, 1998.

Signed, sealed and delivered
in the presence of:

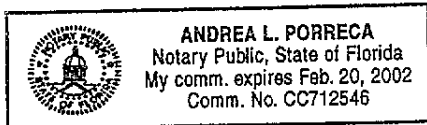

Print Name: Mary Beth McGill

Print Name: Andrea L. Porreca


C. B. MYERS, III
as incorporator

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Incorporation was acknowledged before me this 21st day of December, 1998, by **C. B. MYERS, III**, who is personally known to me or who has produced a drivers license as identification.



Andrea L. Porreca

Notary Name: Andrea L. Porreca

State of Florida

My Commission Expires: 2/20/02

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above named corporation, at the place designated, 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 state that I am familiar with, and accept, the obligations of my position as registered agent.

Dated: December 21, 1998



C. B. MYERS, III

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA