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BURKE & BLUE, P.A.
ATTORNEYS AND COUNSELORS AT LAW

Post Office Box 70 (ZIP 32402)
221 McKENZIE AVENUE

PANAMA CITY, FLORIDA 32401

TELEPHONE (850) 769-1414

TELECOPIER (850) 784-0857

EMAIL: burkeblue@burkeblue.com

DESTIN OFFICE:

SUITE 300

100 ST. CHARLES PLACE

DESTIN, FLORIDA 32541

TELEPHONE (850) 267-9498

TELECOPIER (850) 267-9499

*ALSO ADMITTED IN LOUISIANA

**ALSO ADMITTED IN ALABAMA

***ALSO ADMITTED IN GEORGIA

****BOARD CERTIFIED CRIMINAL TRIAL PRACTICE

LES W. BURKE
ROB BLUE, JR.
NEVIN J. ZIMMERMAN
EDWARD A. HUTCHISON, JR.
TIMOTHY M. WARNER*
DAVID M. NOLL
ELIZABETH J. WALTERS**
SHERRI DENTON MALLORY
DOUGLAS L. SMITH
SHARON DINWIDDIE***
WILLIAM G. WARNER****
MICHAEL S. BURKE
M. TODD BURKE

July 27, 1999

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

600002846926--3
-08/02/99--01021--011
*****78.75 *****78.75

Re: Emerald Pointe Resort Management, Inc.

Dear Sir or Madam:

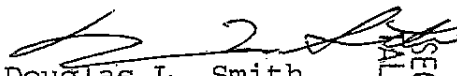
Enclosed are the original and a copy of proposed Articles of Incorporation for the new corporation to be known as Emerald Pointe Resort Management Inc., together with a check in favor of the Secretary Of State in the amount of \$78.75 for the following fees:

Filing Fee:	\$ 35.00
Certification of Copy:	8.75
Designation Of Registered Agent:	35.00
Total:	\$ 78.75

Your assistance in filing these documents and in forwarding the Certified Copy to me, would be most appreciated. Thank you.

Very truly yours,

BURKE & BLUE, P.A.


Douglas L. Smith

DLS/pj

Enclosures: As stated.

cc: Allen M. Binford

X:\WPF\DLS\SEC-STATE.L

99 AUG -2 PM 3:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-9
WS

ARTICLES OF INCORPORATION
OF
EMERALD POINTE RESORT MANAGEMENT, INC.

FILED
99 AUG -2 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles Of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is EMERALD POINTE RESORT MANAGEMENT, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be conducted by this Corporation shall be to do all things that now are or may hereafter be allowed to corporations by the laws of Florida even though the existing laws may hereafter be repealed.

ARTICLE III - DURATION

This Corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue one thousand shares of common stock, each share having the par value of \$1.00 per share.

**ARTICLE V - PRINCIPAL OFFICE ADDRESS
AND ACCEPTANCE BY REGISTERED AGENT**

The street address of the principal office of this Corporation is: 6240 Gulf Breeze Parkway (U.S. Hwy. 98), Gulf Breeze, Florida 32561, and the name of the initial registered agent of this Corporation is Allen M. Binford, whose address is 6240 Gulf Breeze Parkway (U.S. Hwy. 98), Gulf Breeze, Florida 32561, who is familiar with and accepts the duties and responsibilities as registered agent for said Corporation. The street address of the registered agent of this Corporation is: 6240 Gulf Breeze Parkway (U.S. Hwy. 98), Gulf Breeze, Florida 32561.

ARTICLE VI - BOARD OF 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 names and addresses of the initial director of this Corporation are: Allen M. Binford, whose address is 6240 Gulf Breeze Parkway (U.S. Hwy. 98), Gulf Breeze, Florida 32561.

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 (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles Of Incorporation is:

Allen M. Binford, whose address is 6240 Gulf Breeze Parkway (U.S. Hwy. 98), Gulf Breeze, Florida 32561.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles Of Incorporation under the laws of the State of Florida, this 26 day of July, 1999.



ALLEN M. BINFORD
Incorporator and Registered Agent

STATE OF FLORIDA

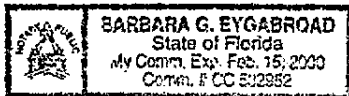
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me this 26 day of July, 1999, by Allen M. Binford, who:

☒ is personally known to me.

☐ produced a current driver's license as identification
(state and number)

☐ produced _____ as identification




NOTARY PUBLIC Comm. No. _____

(Type or Print Name of Notary)
My Commission Expires: _____