

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Kyle WhiteJohnson
Account Name : CNL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 648-8920

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FLORIDA PROFIT CORPORATION OR P.A.

CNL GROUP SERVICES, INC.

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Page Count	03
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Electronic Filing Menu

Corporate Filing

Public Access Help

H99000024185 3

ARTICLES OF INCORPORATION
OF
CNL GROUP SERVICES, INC.

ARTICLE I - NAME

The name of this corporation is CNL GROUP SERVICES, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 400 East South Street, Orlando, Florida 32801.

ARTICLE III - PURPOSE AND GENERAL POWERS

The purposes of the Corporation shall be to engage in any and all lawful activities permitted under the Florida Business Corporation Act, as the same now exists and as hereafter amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One and No/00 Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 400 East South Street, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Robert A. Bourne.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but

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H99000024185 3

shall never be less than one (1). The name and address of the initial director is as follows:

James M. Seneff, Jr.

400 East South Street
Orlando, Florida 32801ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles are as follows:

Robert A. Bourne

400 East South Street
Orlando, Florida 32801ARTICLE VIII - INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees, and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by them on behalf of the Corporation except for willful misconduct or gross negligence. The foregoing indemnification shall not limit further indemnification under the Bylaws of the Corporation or by separate agreement.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of September, 1999.



Robert A. Bourne, Incorporator

H99000024185 3

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of CNL GROUP SERVICES, INC.



Robert A. Bourne, Registered Agent

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of CNL GROUP SERVICES, INC.



Robert A. Bourne, Incorporator

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