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To: Division of Corporations
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Account Number : 102233003533
Phone : (941)593-2900
Fax Number : (941)593-2990

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FLORIDA PROFIT CORPORATION OR P.A.

Bellagio at the Colony, Inc.

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ARTICLES OF INCORPORATION
OF
BELLAGIO AT THE COLONY, INC.

ARTICLE I. Name and Initial Address

The name of this corporation is BELLAGIO AT THE COLONY, INC. and initial address of the corporation is c/o Porter, Wright, Morris & Arthur, 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108-2709

ARTICLE II. Duration

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

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.

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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 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108-2709.

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 one (1) 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 (1). The name and address of the initial director of this corporation is:

Gary K. Wilson
5801 Pelican Bay Boulevard
Suite 300
Naples, Florida 34108-2709

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ARTICLE IX. Incorporator

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

Gary K. Wilson
c/o Porter, Wright, Morris & Arthur
5801 Pelican Bay Boulevard
Suite 300
Naples, Florida 34108-2709

ARTICLE X. Control Share Act

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this Corporation.

Article XI. Indemnification

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit, proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or served at the request of the Corporation as a director, or an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such person who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

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ARTICLE XII 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 20th day of December, 1999.


Gary K. Wilson

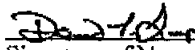
Porter, Wright, Morris & Arthur
5801 Pelican Bay Boulevard
Suite 300
Naples, Florida 34108-2709

State of Florida

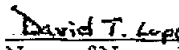
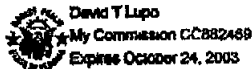
County of Collier

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Gary K. Wilson, who produced identification or x 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 20th day of December, 1999.


Signature of Notary Public

(NOTARY SEAL)


Name of Notary Public TypedCC 882469
Serial or License Number of
Notary Public

My Commission Expires: 10/24/03

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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 BELLAGIO AT THE COLONY, INC., 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 5801 Pelican Bay Boulevard, Suite 300, City of Naples, County of Collier, State of Florida, as its Agent to accept service of process within this State.


Gary K. Wilson

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

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