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DIVISION OF CORPORATIONS

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(1887)

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FLORIDA NON-PROFIT CORPORATION

The Angebilt Club, Inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 4, 2004

FOLEY & LARDNER

SUBJECT: THE ANGEBILT CLUB, INC.
REF: W04000021573

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filings Section

FAX Aud. #: H04000118916
Letter Number: 004A00038302

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SECRET
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
THE ANGEBILT CLUB, INC.**

THE UNDERSIGNED, acting as sole incorporator of the **THE ANGEBILT CLUB, INC.** (the "Corporation"), under the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes), hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE 1

Name

The name of the Corporation is **THE ANGEBILT CLUB, INC.**

ARTICLE 2

Principal Office and Mailing Address

The principal office of the Corporation is 37 North Orange Avenue, Suite 850, Orlando, Florida 32801. The mailing address of the Corporation is 37 North Orange Avenue, Suite 850, Orlando, Florida 32801. The location of the principal office and mailing address shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE 3

Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is The Greenleaf Building, 200 Laura Street, Jacksonville, FL 32202-3510, and the initial Registered Agent at such address is F&L Corp.

ARTICLE 4

Purposes

The Corporation is organized and shall be operated for the purpose of locating and providing for its members business investment opportunities in which equity investments may be made, and any other activities allowed under Chapter 617, Florida Statutes and any successor provisions thereto now enacted or hereafter amended.

04 JUN 10 AM 8:30
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DIVISION OF CORPORATIONS

ARTICLE 5

Powers

The Corporation shall have all powers conferred upon not for profit corporations organized under Chapter 617, Florida Statutes and any successor provisions thereto now enacted or hereafter amended.

ARTICLE 6

Members

The members of the Corporation shall initially consist of SEMONES & FIELDS LLC, a Florida limited liability company, and FOLEY & LARDNER LLP, a Wisconsin limited liability partnership, and such other members as may be admitted by unanimous consent of the members. (the "Members"). The Members shall have such rights and powers as are specified in these Articles of Incorporation, in the Bylaws of the Corporation, and in the Florida Statutes, as the same may be amended from time to time.

ARTICLE 7

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors, subject to any limitations set forth under the laws of the State of Florida, these Articles of Incorporation or the Bylaws of the Corporation. The number and manner of election or appointment of Directors and their terms of office shall be as provided in the bylaws. The initial Directors shall be appointed by the Incorporator and shall serve until their successors shall be elected.

ARTICLE 8

Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

- (1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;
- (2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as determined in the plan to dissolve adopted in the manner set forth above in this Article 8.

ARTICLE 9

Amendment

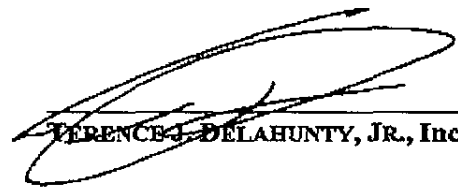
These Articles may be amended in the manner now or hereafter provided in the Florida Statutes, provided, however, that no provision of these Articles may be amended without the prior written consent of the Members.

ARTICLE 10

Incorporator

The name and address of the sole incorporator of the Corporation is: Terence J. Delahunty, Jr., 111 N. Orange Avenue, Suite 1800, Orlando, Florida 32801.

IN WITNESS WHEREOF, I have hereunto set my hand this 10th day of June, 2004.


TERENCE J. DELAHUNTY, JR., Incorporator

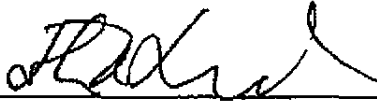
ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, having been named in Article III of the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED, this 10th day of June, 2004.

REGISTERED AGENT:

F&L CORP.

By: 
JOHN A. SANDERS, As Agent

SECRETARY
DIVISION
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