

STEVEN P. KUSHNER, P.A.
ATTORNEY AT LAW
THE TIDEWATER BUILDING
1875 JACKSON STREET, SUITE 208
FORT MYERS, FLORIDA 33901
TELEPHONE (813) 337-0000
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RECEIVED
95 DEC 28 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 27, 1995
Sent via Federal Express

N96000000071

Secretary of State
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32301

Re: Filing Articles of Incorporation
Heritage Oaks Golf & Country Club, Inc.
University Club of Sarasota, Inc.

300001673609
-12/29/95--01006--001
****245.00 ****122.50

Gentlemen:

Enclosed herewith please find two originally executed Articles of Incorporation for Heritage Oaks Golf & Country Club, Inc. and University Club of Sarasota, Inc., together with my check in the amount of \$245.00 for the filing fees.

If you have any questions or require additional information, please do not hesitate to call me. Thank you for your prompt attention to this request.

Very truly yours,



Steven P. Kushner
Attorney at Law

15-96
JB

will save!

0067E
00617
00615

SPK/cal

Enclosures

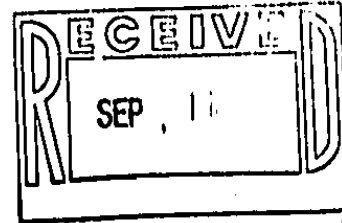
cc: Ms. BJ Upton



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 30, 1995

CAROL LANDES
GOLDBERG, GOLDSTEIN & BUCKLEY, P.A.
P.O. BOX 2366
FORT MYERS, FL 33902-2366



UNTIL 12/28/95

The name HERITAGE OAKS GOLF & COUNTRY CLUB, INC. has been reserved for 120 days beginning August 30, 1995. The reservation number is R9500003923 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Neysa Culligan

Letter number: 695A00040360

ARTICLES OF INCORPORATION

OF

HERITAGE OAKS GOLF & COUNTRY CLUB, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons to contract, hereby form a corporation not for profit under the laws of the State of Florida.

FILED
55 DEC 28 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is HERITAGE OAKS GOLF & COUNTRY CLUB, INC., a not for profit corporation (the "Corporation").

ARTICLE II

The nature of the business to be transacted shall be: to engage in any activity or business permitted under the laws of the United States and of this State, pursuant to Chapter 617 of the Florida Statutes. The Corporation is organized for the purpose of providing an entity for the operation of a residential planned development, located in Sarasota County, Florida.

The Corporation is organized and shall exist upon a non-stock basis as a non-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Corporation shall be distributed or inure to the private benefit of any member, Director or officer of the Corporation. For the accomplishment of its purposes, the Corporation shall have all of the common law and statutory powers and duties of a corporation not for profit under Florida law, except as limited or modified by these Articles, the Declaration of Covenants, Conditions and Restrictions for Heritage Oaks Golf & Country Club, Inc. (the "Declaration"), or the By-Laws of this Corporation, and it shall have all of the powers and duties reasonably necessary to operate

Heritage Oaks Golf & Country Club (the "Club") pursuant to the Declaration as it may hereafter be amended, including, but not limited to, the following:

(A) To levy and collect assessments against all Members of the Corporation to defray the costs, expenses and losses of the Corporation, and to use the proceeds of assessments in the exercise of its power and duties.

(B) To own, lease, maintain, repair, replace or operate the Club Common Areas, including without limitation, the roads, driveways and parking areas, entrances and perimeter walls, golf course and other recreational facilities, street lighting and surface water management systems as permitted by the South Florida Water Management District.

(C) To purchase insurance upon the Club Common Areas for the protection of the Corporation and its members.

(D) To reconstruct improvements after casualty and to make further improvements of the Properties.

(E) To make, amend and enforce reasonable rules and regulations governing the use of the Club Common Areas and the operation of the Corporation.

(F) To sue and be sued, and to enforce the provisions of the Declaration, these Articles and the By-Laws of the Corporation.

(G) To contract for the management and maintenance of the Club Common Areas and to delegate any powers and duties of the Corporation in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Corporation.

(H) To employ accountants, attorneys, architects or other professional personnel to perform the services required for proper operation of the Properties.

(I) To acquire, own and convey real property and to enter into agreements or acquire leaseholds, easements, memberships and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas and other recreational facilities. It has this power whether or not the lands or facilities are contiguous to the lands of Heritage Oaks Golf & Country Club, if they are intended to provide enjoyment, recreation or other use or benefit to the members.

(J) To borrow or raise money for any purposes of the Corporation; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment of any thereof, and of the interest therein, by mortgage pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Corporation.

All funds and title to all property acquired by the Corporation shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the By-Laws.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV


The qualifications required for membership, and the manner in which members shall be admitted to membership, shall be as stated in the By-Laws of the Corporation.

ARTICLE V

The street address of the initial principal office of this corporation and the initial registered agent is 10491 Six Mile Cypress Parkway, Suite 101, Fort Myers, Florida 33912. The name of the initial registered agent of this corporation is Alan R. Burns.

Having been named to accept service of process for Heritage Oaks Golf & Country Club, Inc., I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ACCEPTED BY:


Alan R. Burns

ARTICLE VI

The number of Directors shall initially consist of three (3), but may be increased pursuant to the By-Laws, and no in event shall there be fewer than three (3) in number. Directors shall be elected, or appointed to fill a vacancy, in accordance with the By-Laws of the Corporation.

ARTICLE VII

The name and mailing address of the Directors, President, Vice President and Secretary/Treasurer, who, subject to the By-Laws of the corporation shall hold office for the first year of existence of this corporation or until his or her successor is elected and has qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Allegra, President	10491 Six Mile Cypress Parkway, Suite 101 Fort Myers, Florida 33912
Charles Danna, Vice President	10491 Six Mile Cypress Parkway, Suite 101 Fort Myers, Florida 33912
Alan R. Burns, Secretary/Treasurer	10491 Six Mile Cypress Parkway, Suite 101 Fort Myers, Florida 33912

ARTICLE VIII

The Corporation is empowered to do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, which acts are not inconsistent with the powers provided for in Chapter 617, Florida Statutes.

ARTICLE IX

The names and addresses of the subscribers of these Articles of Incorporation are:

NAME

ADDRESS

Robert Allegra

10491 Six Mile Cypress Parkway, Suite 101
Fort Myers, Florida 33912

Charles Danna

10491 Six Mile Cypress Parkway, Suite 101
Fort Myers, Florida 33912

Alan R. Burns

10491 Six Mile Cypress Parkway, Suite 101
Fort Myers, Florida 33912

ARTICLE X

By-Laws of the Corporation may be adopted, made, altered or rescinded by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles.

ARTICLE XI

Amendment to the Articles of Incorporation may be proposed by any Director at any regular or special business meeting of the Board of Directors at which a majority is present and, if obtaining a two-thirds (2/3) vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws, shall be submitted to a vote of the membership. If approved by a two-thirds (2/3) affirmative vote of the membership at a meeting of the members properly called and noticed as provided in the By-Laws, such Amendment shall be forwarded to the Secretary of State of the State of Florida and filed and shall become effective upon issuance, by said officer, of a certificate reflecting same.

ARTICLE XII

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XIII

To the fullest extent permitted by Florida law, the Corporation shall indemnify and hold harmless every Director and every officer of the Corporation against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Corporation. The foregoing right of indemnification shall not be available if a judgment or other final adjudication established that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interest of the Corporation, in a proceeding by or in the right of the Corporation to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

(D) Wrongfully conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Corporation.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approved such settlement as being in the best interest of the Corporation. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

IN WITNESS WHEREOF, we have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida, this 27 day of December, 1995.

Witnesses:

Michele R. Monaco
Michele R. Monaco
Shannon Mull
Shannon Mull
Lori A. Schmidt
Lori A. Schmidt

HERITAGE OAKS GOLF & COUNTRY CLUB, INC.


BY: Robert Allegra (SEAL)
Robert Allegra, President

BY: Charles Danna (SEAL)
Charles Danna, Vice-President

BY: Alan R. Burns (SEAL)
Alan R. Burns, Secretary/Treasurer

STATE OF FLORIDA
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 12 day of December, 1995 by Robert Allegra, Charles Danna, and Alan R. Burns to me known to be the individuals described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed same for the purposes therein expressed.


Notary Public
Name: Michele R. Moncure
Certificate No. or
Serial No. CC489737
(SEAL)

RECORDED
95 DEC 23 1995
TALLAHASSEE, FLORIDA
INDEXED 01

My Commission Expires:



MICHELE RENEE MONCURE
My Commission CC489737
Expires Aug. 20, 1998

N96000000071

SWALM & MURRELL, P.A.
ATTORNEYS AT LAW

John M. Swalm III
Robert E. Murrell
Robert C. Smouce
Wendy H. Girardin

2375 Tamiami Trail North, Suite 308
Naples, Florida 34103
Telephone (941) 434-0800
Facsimile (941) 434-8433

Phillip M. Francoeur, Jr.
of Counsel

January 9, 1997

200002056162--5
-01/13/97--01093--004
*****87.50 *****87.50

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Heritage Oaks Golf & Country Club, Inc.; Amended Articles of Incorporation

Enclosed please find the original and one copy of the above-referenced document. Please file this document and return a certified copy to our office at your earliest convenience. Our check in the amount of \$87.50 is enclosed.

Thank you.

Sincerely,

Suzanne M. Young
Suzanne M. Young
Legal Assistant

/smy
Encs.

FILED
97 JAN 13 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 1/17
Amended
& Restated

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

HERITAGE OAKS GOLF & COUNTRY CLUB, INC.

FILED
97 JUN 13 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Heritage Oaks Golf & Country Club, Inc., a Florida corporation not for profit, which were originally incorporated under the same name on December 28, 1995, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1002(1)(b), Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation, and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.1002(1)(b) and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Heritage Oaks Golf & Country Club, shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation is Heritage Oaks Golf & Country Club, Inc. (the "Club").

ARTICLE II

PRINCIPAL OFFICE: The principal office of the corporation shall initially be located at 337 Interstate Blvd., Sarasota, Florida 34240, and subsequently at such other location as shall be determined by the Board of Trustees.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Club organized is to provide a corporate entity to act as a residential homeowners association under Sections 617.301 - 617.312, Florida Statutes (1995) for the operation of a Residential Planned Community, located in Sarasota County, Florida.

The Club is organized and shall exist upon a non-stock basis as a Florida corporation not for profit, and no portion of any earnings of the Club shall be distributed or inure to the private benefit of any member, Trustee or officer of the Club. For the accomplishment of its purposes, the Club shall have all of the common law and statutory powers and duties of a corporation not for profit under Florida law, except as limited or modified by these Articles, the Declaration of Covenants, Conditions and Restrictions to which these Articles are attached as a recorded exhibit, or the Bylaws of the Club, and it shall have all other powers and duties reasonably necessary to operate the Community, and effectuate the purpose for which it is organized pursuant to said Declaration of Covenants, Conditions and Restrictions as it may hereafter be amended, including but not limited to the following:

- (A) To levy and collect assessments against members of the Club to defray the costs, expenses and losses of the Club, and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To own, lease, maintain, repair, replace or operate any portions of the Common Areas.

- (C) To provide or contract in bulk for the provision of private utility, telecommunication, and other services to the residents.
- (D) To purchase insurance for the protection of the Club and its members.
- (E) To reconstruct improvements after casualty and to make further improvements of the Community.
- (F) To make, establish, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Club.
- (G) To sue and be sued, and to enforce the covenants and restrictions in the Declaration of Covenants, these Articles, and the Bylaws of the Club.
- (H) To employ accountants, attorneys, architects, or other professional personnel, and to contract for services necessary to perform the services required for proper operation and maintenance of the Community.
- (I) To acquire, own and convey real property, and to enter into agreements, or acquire leaseholds, easements, memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has this power regardless of whether the lands or facilities are contiguous to the lands of the Community, if they are intended to provide enjoyment, recreation, or other use or benefit to the members.
- (J) To borrow or raise money for any purposes of the Club; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest therein, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Club.
- (K) To be responsible in perpetuity for maintenance of the Preservation areas (i.e., all preserved, restored, or created wetlands areas and upland buffer zones); and to take action against Lot owners or Neighborhood Associations, if necessary, to enforce the conditions of the permit issued by Southwest Florida Water Management District ("SWFWMD") for the Community.
- (L) To be the responsible entity to operate and maintain the stormwater management system as permitted by SWFWMD, including but not limited to, all lakes, retention areas, culverts and related appurtenances.

All funds and the title to all property acquired by the Club shall be held for the benefit of the members in accordance with the provisions of the Declaration of Covenants, these Articles of Incorporation and the Bylaws.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: All owners of Lots and Living Units shall be voting members. membership and voting rights shall be as set forth in Sections 4 and 11 of the Declaration of Covenants, Conditions and Restrictions for the Community, to which these Articles shall be attached as

an Exhibit, and in the Bylaws of the Club.

ARTICLE V

TERM: The term of the Club shall be perpetual. If the Club is dissolved, the property consisting of the Stormwater Management System shall be conveyed to an appropriate agency of local government. If it is not accepted, those properties must be dedicated or conveyed to a similar non-profit corporation to assure continued maintenance in perpetuity.

ARTICLE VI

BYLAWS: The Bylaws of the Club may be altered, amended or rescinded in the manner provided therein.

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

(A) **Proposal.** Amendments to these Articles may be proposed by a majority of the Trustees or by written petition of at least ten percent (10%) of the voting interests, and shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

(B) **Vote Required.** Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the voting interests at any annual or special meeting, provided that notice of any proposed amendment has been given to the members of the Club, and that the notice contains the text of the proposed amendment.

(C) **Effective Date.** An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of the County. The amendment must be recorded with the same formalities as required in Section 9.4 of the Bylaws for an amendment to the Bylaws.

ARTICLE VIII

TRUSTEES AND OFFICERS:

(A) The affairs of the Club will be administered by a Board of Trustees consisting of the number of Trustees determined by the Bylaws, but not less than three (3) Trustees, and in the absence of such determination shall consist of three (3) Trustees.

(B) Trustees of the Club shall be elected by the members in the manner described in the Bylaws. Trustees may be removed and vacancies on the Board of Trustees shall be filled in the manner provided in the Bylaws.

(C) The business of the Club shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Trustees at its first meeting following the annual meeting of the members of the Club and shall serve at the pleasure of the Board.

ARTICLE IX

INDEMNIFICATION:

To the fullest extent permitted by Florida law, the Club shall indemnify and hold harmless every Trustee and every officer of the Club against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he is or may become a party by reason of being or having been a Trustee or officer of the Club. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Club, in a proceeding by or in the right of the Club to procure a judgement in its favor.

(B) A violation of criminal law, unless the Trustee or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Trustee or officer derived an improper personal benefit.

(D) Wrongful conduct by Trustees or officers appointed by the Declarant, in a proceeding brought by or on behalf of the Club.

In the event of an out-of-court settlement of litigation, the right to indemnification shall not apply unless a majority of the disinterested Trustees approves the settlement and indemnification as being in the best interest of the Club. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Trustee or officer may be entitled.

CERTIFICATE

The undersigned, being the duly elected and acting President of Heritage Oaks Golf & Country Club, Inc., a Florida corporation not for profit, hereby certify that the foregoing were duly proposed by at least a majority of the entire membership of the Board of Trustees at a special meeting called for the purpose and held on the 15th day of November, 1996, in accordance with Section 617.1002(1)(b), when there are no members, and that said vote is sufficient for their amendment. The foregoing both amend and restate the Articles of Incorporation, which were originally filed with the Secretary of State on December 28, 1995, in their entirety.

Executed this 10 day of November, 1996.

HERITAGE OAKS GOLF & COUNTRY CLUB, INC.

WITNESSES:

Kelly A. Canfield
Print name: KELLY A. CANFIELD

By: [Signature]
Robert T. Allegra, President
10491 Six Mile Cypress Pky., Suite 101
Ft. Myers, FL 33912

Sheri L. Duncan
Print Name: SHERI L. DUNCAN

ATTEST:

_____, Secretary

(CORPORATE SEAL)

**STATE OF FLORIDA
COUNTY OF SARASOTA**

Subscribed to before me this 10 day of November, 1996, by Robert T. Allegra, President of Heritage Oaks Golf & Country Club, Inc., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce _____ as identification.



Notarial Seal

Kelly A. Canfield
Notary Public signature

KELLY A. CANFIELD
Print name of Notary