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Requestor's Name

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS
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Domestication
Other

AMENDMENTS
Amendment
Resignation of R.A., Officer/Director
Change of Registered Agent
Dissolution/Withdrawal
Merger

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/QUALIFICATION
Foreign
Limited Partnership
Restatement
Trademark
Other

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE

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**ARTICLES OF INCORPORATION
OF
SOUTHERN HUNTING & FISHING CLUB, INC.
(A Corporation Not for Profit)**

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Article I

Name

The name of this corporation shall be SOUTHERN HUNTING & FISHING CLUB, INC. (hereinafter called the "Corporation")

Article II

Purpose

The Corporation does not contemplate pecuniary gain or profit to its Members and is deemed a corporation not for profit. The Corporation will make no distributions of income to its Members, Officers or Directors, unless it is dissolved pursuant to Florida Law.

This Corporation is organized to function as hunting and fishing sports club for the benefit of its Members. The specific purposes for which this Corporation is formed include, but are not limited to, the following:

- A. to provide for the recreation, enjoyment and comradery of its Members in the hunting and fishing sports;
- B. to promote and educate its Members in hunting and fishing skills, safety, sportsmanlike-conduct, ethics and lore;
- C. to educate its Members regarding the nature and characteristics of wild game and fish, and to promote their proper management, conservation and harvesting;
- D. to lease, purchase, mortgage, improve, convey and otherwise deal with real property and personal property for the purpose of providing its Members with suitable lands and waters to ensure ardent and quality hunting and fishing sport, and lodge and meeting facilities in support thereof;
- E. to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, its By-Laws, and these Articles of Incorporation, as they may be amended from time to time.
- F. to otherwise engage in any lawful activities for the benefit, use, convenience and

enjoyment of its Members as they may deem proper, provided, however that such activities shall relate to the sports of hunting and fishing and the purposes in furtherance thereof as set forth in this Article II.

Article III

Principal Place of Business

The principal place of business of the Corporation is 500 South Australian Avenue, Suite 800, West Palm Beach, Florida 33401, or at such other place within the State as the Board of Directors shall by appropriate action hereafter from time to time determine.

Article IV

Powers

The powers of the Corporation shall include and be governed by the following provisions:

A. The Corporation shall have all the powers of a corporation, not for profit, provided by law and not in conflict with the terms of these Articles of Incorporation and the By-Laws of the Corporation. It shall further have all of the powers and duties reasonably necessary to operate pursuant to its purposes, as they may be amended from time to time, including, but not limited to, the following:

1. to fix, levy, collect, and enforce assessments (whether they be general, special, or individual) to defray the costs, expenses and losses of its operation and to ensure compliance with its rules and regulations;
2. to use the proceeds of assessments in the exercise of its powers and duties;
3. to lease, purchase or otherwise acquire interests in real property and to hold, improve, repair, operate, mortgage, sublease, sell or otherwise dispose of any real property or rights or interests therein;
4. to lease and/or purchase personal property, and to hold, maintain, repair, operate, mortgage, lease, sell or otherwise dispose of any personal property or rights or interests therein;
5. to construct and maintain improvements on property owned or leased by it and to reconstruct improvements after casualty;

6. to purchase insurance for properties owned or leased by it and insurance for the protection of the Corporation, its Members, Officers, Directors, and landlords;

7. to make and amend reasonable regulations, and to grant exceptions thereto, respecting its properties and operations and the use of its properties by its Members;

8. to enforce any regulations, restrictions or limitations imposed by any lease to which its properties are subject;

9. to enforce by legal means the provisions of these Articles, the By-Laws of the Corporation, and all rules and regulations for the construction, maintenance and use of its properties by the Members;

10. to manage, operate and maintain any of its properties, and to contract for the management, operation and maintenance of any such properties, and to thereby delegate powers and duties of the Corporation;

11. to employ or contract for personnel to perform the services required to carry out the purposes of this Corporation;

12. to pay all expenses necessitated by its duties and authorities.

B. All funds except such portions thereof as are expended for the expense of the Corporation, and title to all properties and all interests therein belonging to the Corporation shall be held in trust for the Members' respective interests in accordance with the provisions of these Articles of Incorporation and the By-Laws of the Corporation.

Article V

Members

A. Members of the Corporation shall consist of, and be limited to, those natural persons whose Membership is recognized by the Corporation as being active and in good standing in accordance with the By-Laws of the Corporation. Membership shall be governed by the By-Laws of the Corporation in all respects, including without limitation, qualification for Membership, the manner of admission of Members of the Corporation, the different classes of Membership of the Corporation, voting and other rights and privileges of the Members, the liability of Members for dues or assessments of the Corporation and the method of collection thereof, and the termination of Membership in the Corporation.

Article VI

Directors

A. The affairs of the Corporation shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws of the Corporation, but said Board shall consist of not less than three (3) Directors.

B. Each member of the Board of Directors must be a member of the Corporation. Directors of the Corporation shall be elected at the annual meeting of the Members in the manner determined by the By-Laws of the Corporation.

C. The powers and duties of the Directors shall be designated in the By-Laws of the Corporation.

D. The names and addresses of the Members of the first Board of Directors will hold office until their successors are elected and have qualified, or until removed, are as follows:

Arthur N. Meadors
1920 47th Avenue
Vero Beach, FL 32966

Albert W. Yoder
11439 Saxon Court
Jacksonville, FL 32223

Drennen L. Whitmire, Jr.
12201 Areaca Drive
West Palm Beach, Florida 33414

Article VII

Officers

The affairs of the Corporation shall be administered by a President, Vice President, Secretary and a Treasurer. The duties and authority of said Officers shall be designed in the By-Laws of the Corporation. Said Officers shall be elected by the Board of Directors at its first meeting following the first annual meeting of the Members of the Corporation and shall serve at the pleasure of the Board of Directors.

Article IX

Indemnification

Every Director and Officer of the corporation shall be indemnified by the Corporation against all expenses and liabilities, including legal fees and costs reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful malfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, indemnification shall apply only in the event that the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation.

Article X

By-Laws

The By-Laws of the Corporation shall be initially adopted by the Board of Directors and may be altered, amended or added to at any duly called meeting of the Members, provided the amendment shall be approved by the affirmative vote casting not less than two-thirds (2/3) of the votes of the Members voting at the meeting.

Article XI

Amendment

Amendments to these Articles of Incorporation may be proposed and adopted in the following manner:

A. A resolution for the adoption of a proposed amendment may be proposed either by fifty percent (50%) of the Board of Directors or by fifty percent (50%) of the Members of the Corporation entitled to vote. Directors and Members not present in person or by proxy at the meeting considering a resolution for adoption of a proposed amendment may cast their votes for such proposal in writing, provided such votes are delivered to the Secretary of the Corporation at or prior to the meeting.

B. Proposed amendments may be passed at the meeting at which they are to be considered as follows:

1. by approval of not less than fifty-one percent (51%) of the Board of Directors and by not less than fifty-one percent (51%) of the votes of the Members voting at the

meeting; or

2. by approval of not less than two-thirds (2/3) of the votes of the Members voting at the meeting.

C. No amendment, however, shall make any changes in the qualifications for Membership nor the voting rights of Members without approval of third-thirds (2/3) of all the Members.

Article XII

Prohibition Against Issuance of Stock and Distribution of Income

This Corporation shall never have nor issue any share of stock, nor shall this Corporation pay any dividend or otherwise distribute any part of the income of this Corporation, if any, to its Members, Directors or Officers. Nothing herein, however, shall be construed to prohibit the payment by the Corporation of compensation in a reasonable amount to the Members, Directors or Officers for services rendered, nor shall anything herein be construed to prohibit the Corporation from making any payments or distributions to Members of benefits, monies or properties permitted by statute.

Article XII

Contractual Powers

In the absence of fraud, no contract or other transaction between the Corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of the Corporation is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership, pecuniarily or otherwise interested therein. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other firm, association, corporation or partnership.

Article XIV

Term

The term of this Corporation shall be perpetual.

Article XV

Subscriber

The name and address of the subscriber of these Articles of Incorporation are as follows:

Arthur N. Meadors.
192 47th Avenue
Vero Beach, FL 32966

WITNESS the hand and seal of the incorporator of these Articles of Incorporation this 17 day of February, 1999.

Arthur N. Meadors (SEAL)
ARTHUR N. MEADORS
INCORPORATOR

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 17 of February, 1999, by ARTHUR N. MEADORS, who is personally known to me or produced a Florida driver's license as identification and did not take an oath.

(NOTARIAL SEAL)

Kelly O'Connor
Notary Public
Printed Name of Notary: Kelly O'Connor
Commission No.: _____
Commission Expiration: _____

KELLY O'CONNOR
Notary Public, State of Florida
My Commission Exp. July 27, 2000
Comm. No. CC 564731
Bonded thru Ashton Agency, Inc.
Personally Known or Produced ID
Type of ID Produced _____

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.050, and 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SOUTHERN HUNTING & FISHING CLUB, INC.

2. The name and address of the registered agent and office is:

Arthur N. Meadors
(NAME)

1920 47th Avenue
(STREET ADDRESS)

Vero Beach, Florida 32966
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Arthur N. Meadors
ARTHUR N. MEADORS
TITLE Incorporator

DATE: February 17, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

Arthur N. Meadors
ARTHUR N. MEADORS

DATE: February 17, 1999