

Division of Corporations

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# N99000003878

## Florida Department of State

Division of Corporations

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## FLORIDA NON-PROFIT CORPORATION

Deerwood Acquisition, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	01
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(((H99000015268 8)))      **ARTICLES OF INCORPORATION**

**FOR**

**DEERWOOD ACQUISITION, INC.**  
a not-for-profit corporation

The undersigned, acting as incorporator for a corporation not for profit pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**Name and Duration**

The name of the Corporation shall be Deerwood Acquisition, Inc. (the "Corporation"). The Corporation shall exist perpetually. The effective date upon which this Corporation shall come into existence shall be the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five (5) business days after they are executed, corporate existence shall commence upon filing by the Department of State.

**ARTICLE II**

**Principal Office**

The principal place of business and mailing address of the Corporation is c/o 200 North Laura Street, 12th Floor, Jacksonville, Florida, 32202.

The Corporation may also have, maintain and operate other offices as shall be proper or advisable in the discretion of the officers or Board of Directors of the Corporation.

Prepared by John C. Sawyer, Jr., Esq.  
Edwards, Cohen & Jacobs, P.A.  
200 North Laura Street, 12th Flr.  
Jacksonville, Florida 32202  
Attorney No. 036129

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### ARTICLE III

#### Purposes and Powers

The Corporation is organized for the purpose of acquiring, establishing and operating a golf and country club within the Deerwood residential community in Jacksonville, Florida and may engage in any or all lawful business purposes or enterprises not for pecuniary profit for which corporations may be organized under the Florida Not-For-Profit Corporation Act and which the Board of Governors may deem to be in the best interests of the Corporation, and to do all other things deemed by the Board of Governors to be necessary or desirable in connection with any of the Corporation's business.

The Corporation shall have all the powers, rights and privileges conferred upon a corporation under the provisions of the Florida Not-For-Profit Corporation Act, F.S. § 617.0302 et seq., and any enlargement of such powers conferred by subsequent legislative acts, and shall have all powers necessary, proper, convenient, or desirable in order to fulfill and further the purposes of the Corporation.

This Corporation is a non-profit corporation and no part of the income of the corporation shall inure to the benefit of any member, director or officer of the Corporation.

### ARTICLE IV

#### Initial Registered Office and Agent

The address of the initial registered office in the State of Florida is 200 North Laura Street, 12th Floor, Jacksonville, Florida 32202. The name of the initial registered agent is John C. Sawyer, Jr.

### ARTICLE V

#### Board of Governors

1. This Corporation shall be managed by a Board of Governors. This Corporation shall initially have twelve (12) governors. The number of governors may be increased or decreased from time to time by the Bylaws, but shall never be less than three (3). Election of governors shall be as set forth within the Bylaws of the Corporation.

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2. The names and street addresses of the members of the first Board of Governors of the Corporation are:

<u>Name</u>	<u>Address</u>
Tom Becker	c/o 200 North Laura Street, 12th Floor Jacksonville, Florida 32202
Delmer W. Dallas	c/o 200 North Laura Street, 12th Floor Jacksonville, Florida 32202
Dan Dieterle	c/o 200 North Laura Street, 12th Floor Jacksonville, Florida 32202
Jim Dolan	c/o 200 North Laura Street, 12th Floor Jacksonville, Florida 32202
George Doyle	c/o 200 North Laura Street, 12th Floor Jacksonville, Florida 32202
Jim Henry	c/o 200 North Laura Street, 12th Floor Jacksonville, Florida 32202
John Kattman	c/o 200 North Laura Street, 12th Floor Jacksonville, Florida 32202
Samuel Northrop, Jr.	c/o 200 North Laura Street, 12th Floor Jacksonville, Florida 32202
J. Charles Sawyer	c/o 200 North Laura Street, 12th Floor Jacksonville, Florida 32202
Mary Ellen Smith	c/o 200 North Laura Street, 12th Floor Jacksonville, Florida 32202
Dan Unger	c/o 200 North Laura Street, 12th Floor Jacksonville, Florida 32202
Ronald Weaver	c/o 200 North Laura Street, 12th Floor Jacksonville, Florida 32202

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3. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VI

Members

The initial member of this Corporation shall be the incorporator. Additional members shall be those persons elected to membership as set forth in the bylaws. Members shall have those privileges and powers as may be provided in the bylaws.

ARTICLE VII

Bylaws

The initial bylaws ("Bylaws") of this Corporation shall be adopted by the Board of Governors. The Bylaws may be amended from time to time as provided therein.

ARTICLE VIII

Incorporators

The name and the street address of the incorporator for these Articles of Incorporation is

<u>Name</u>	<u>Address</u>
John C. Sawyer, Jr.	200 North Laura Street, 12th Floor Jacksonville, Florida 32202

ARTICLE IX

Indemnification

The Corporation shall indemnify any incorporator, governor, officer, or any former incorporator, governor or officer to the full extent permitted by law. The Board of Governors may enact such provisions, rules, policies and regulations as may be appropriate to effect such indemnity.

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**ARTICLE X**

**Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision(s) contained in these Articles of Incorporation as set forth in the bylaws and/or in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of June, 1999.

John C. Sawyer, Jr.

  
John C. Sawyer, Jr., Incorporator

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**REGISTERED AGENT CERTIFICATE**

**PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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 Deerwood Acquisition, Inc.
- 2. The name and address of the registered agent and office is:

John C. Sawyer, Jr.  
 200 North Laura Street, 12th Floor  
 Jacksonville, FL 32202

*Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

John C. Sawyer, Jr.

  
 John C. Sawyer, Jr.  
 Registered Agent

DATED: June 23, 1999

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 TALLAHASSEE, FLORIDA

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