

N 99000003878

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BASIC AMENDMENT
DEERWOOD ACQUISITION, INC.

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FROM : SMITHS/E+ME

FAX NO. : 904 9967735

Aug. 10 1999 05:49PM F2

OFFICER'S CERTIFICATE
DEERWOOD COUNTRY CLUB, INC.

The undersigned, the Secretary of DEERWOOD COUNTRY CLUB, INC. (the "Company"),
HEREBY CERTIFIES THAT: the attached **RESTATED ARTICLES OF INCORPORATION** of
the Company was adopted by the Board of Governors of the Company by unanimous written consent
and does not contain any amendments requiring member approval.

Dated this 10 day of August, 1999.


Mary Ellen Smith
Mary Ellen Smith, Secretary

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 10, 1999

DEERWOOD COUNTRY CLUB, INC.
10239 GOLF CLUB DRIVE
JACKSONVILLE, FL 32256

SUBJECT: DEERWOOD COUNTRY CLUB, INC.
REF: N9900003878

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

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H99000019658
Letter Number: 599A00040342

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

RESTATED ARTICLES OF INCORPORATION
FOR
DEERWOOD COUNTRY CLUB, INC.
a not-for-profit corporation

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The Articles of Incorporation of Deerwood Country Club, Inc. (formerly known as Deerwood Acquisition, Inc.), a corporation not for profit organized pursuant to Chapter 617 Florida Statutes, hereby restates its Articles of Incorporation without amendment as follows:

ARTICLE I
Name and Duration

The name of the Corporation shall be Deerwood Country Club, Inc. (the "Corporation"). The Corporation shall exist perpetually.

ARTICLE II
Principal Office

The principal place of business and mailing address of the Corporation is 10239 Golf Club Drive, Jacksonville, Florida 32256. 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.

ARTICLE III
Purposes and Powers

A. Purposes. The purpose for which the Corporation is organized is to engage as a non-profit organization to acquire, own and operate the golf, tennis, swim, fitness, social and other recreational facilities owned thereby from time to time, and for such other purposes as are permitted not-for-profit corporations under the laws of the State of Florida which the Board of Governors may deem to be in the best interests of the Corporation and its members.

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

a. Common Law and Statutory Powers. The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit from time to time and which are not in direct conflict with the terms of these Articles or the By-Laws, as the same may be amended from time to time.

b. Necessary Powers. The Corporation shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

i. The power to acquire, own and operate golf, tennis, swim, fitness, social and recreational facilities.

ii. The power to levy and collect dues and assessments and other amounts as provided for in the By-Laws.

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iii. The power to expend monies collected for the purpose of paying the expenses of the Corporation.

iv. The power to acquire and dispose of real and personal property.

v. The power to purchase supplies, materials and purchase and/or lease equipment reasonably required for the maintenance, repair, replacement, operation and management of the property owned by the Corporation.

vi. The power to insure and keep insured the property owned or leased to the Corporation.

vii. The power to employ personnel.

viii. The power to make rules and to amend the same from time to time.

ix. The power to improve property owned by or leased to the Corporation.

x. The power to enforce by any legal means the provisions of the Articles of Incorporation, the By-Laws and the rules.

xi. The power to pay all taxes and other amounts which are liens against property owned or leased to the Corporation.

xii. The power to borrow money and pledge assets, and the power to select depositories and to determine the manner of receiving, depositing, and disbursing funds and the form of check and the person or persons by whom the same shall be signed, when not signed as otherwise provided by the By-Laws.

xiii. The power to enter into a long-term contract with any person, firm, corporation or management agent of any nature or kind, to provide for the maintenance, operation, repair and upkeep of property owned or leased to the Corporation.

xiv. The power to appoint committees as the Board of Governors may deem appropriate.

xv. The power to establish and maintain reserves for capital repairs, replacements and additions.

xvi. The power to bring suit and to litigate on behalf of the Corporation.

xvii. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

c. Funds and Title to Properties. All funds and title to all properties acquired by the Corporation and the proceeds thereof shall be held in the name of the Corporation and in accordance with the provisions of the By-Laws. The Corporation is a not-for-profit corporation,

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and no part of the income, if any, of the Corporation shall be distributed to the members, governors, or officers of the Corporation.

d. Exercise of Authority. The Board of Governors shall have full authority to exercise powers of the Corporation subject to restrictions in the By-Laws or otherwise provided by law.

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.

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

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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

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

Qualification for, and acquisition of membership in the Corporation shall be regulated by the By-Laws. Members shall have those powers and privileges as may be provided in the By-Laws. The Corporation may issue certificates evidencing certain memberships in the Corporation, as 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

Indemnification of Officers, Governors and Committee Members

The Corporation shall indemnify its governors, officers and committee members and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not-For-Profit Corporation Act, as the same be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including, but not limited to, the advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of members or disinterested governors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a governor, officer or committee member, and

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shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer, governor or committee member may be entitled.

ARTICLE IX
Dissolution

In the event of dissolution or final liquidation of the Corporation, all of the property and assets of the Corporation shall be distributed as provided by the By-Laws.

ARTICLE X
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision of these Articles of Incorporation in the manner provided by law, and no such amendment shall require the vote of the voting members of the Corporation unless such amendment affects the voting, redemption or transfer rights of members, or changes the election procedures for the Board of Governors. In all other cases, the Board of Governors shall have the power to amend, alter, change or repeal such provisions.

ARTICLE XI
Construction

In the event of any conflict between the terms of the Articles of Incorporation, the By-Laws or the rules and regulations, the following order of priority shall apply: the Articles of Incorporation, the By-Laws and the rules and regulations.

Executed this 7th day of August, 1999.



Samuel Northrop, Jr., President

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re-stated in articles