

Division of Corporations

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708769

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**RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
PORT CHARLOTTE GOLF CLUB, INC.**

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Pursuant to the provisions of § 617.1007, Fla. Stat., the undersigned corporation, pursuant to a resolution duly adopted by its Board of Directors, adopts the following Restated and Amended Articles of Incorporation:

The Articles of Incorporation of PORT CHARLOTTE GOLF CLUB, INC., a Florida corporation not for profit (the "Club") are hereby restated and amended in their entirety to read as follows. These Restated and Amended Articles of Incorporation ("Articles of Incorporation") have been duly adopted, executed, and filed pursuant to the requirements of the Club's applicable governing documents and Florida Statutes Chapter 617. The effective date of these Articles of Incorporation shall be the date of their filing.

**ARTICLE I
NAME**

The name of the corporation is PORT CHARLOTTE GOLF CLUB, INC. (the "Club"). Its principal office shall be at 22400 Gleneagles Terrace, Port Charlotte, Florida 33952 or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE II
DURATION**

The period of duration of the Club is perpetual.

**ARTICLE III
PURPOSE AND POWERS**

The sole purpose of the Club is to own and operate a private country club exclusively for the pleasure and recreation of its members and their guests and invitees. The Club is organized exclusively for pleasure, recreation and other non-profitable purposes. The Club shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to non-profit corporations, as those laws now exist or are hereafter amended.

**ARTICLE IV
INCOME**

No part of any net earnings shall inure to the benefit of any member, director or officer, and as such, they will have no interest in or title to any of the property or assets of the Club except in accordance with the provisions relating to dissolution in these Articles of Incorporation. Nothing herein shall prohibit the Club from reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to the Club.

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**ARTICLE V
CAPITAL STOCK**

The Club shall have no capital stock and shall be composed of members rather than shareholders.

**ARTICLE VI
MEMBERSHIPS**

Qualifications for membership, the manner of admission, the categories of membership, and the voting rights of membership shall be as set forth by the Bylaws of the Club. Membership Certificates shall be subject at all times to the provisions and limitation set forth in these Articles and in the Bylaws of the Club, as each may be modified or amended from time to time. Membership Certificates shall carry no voting or distributional rights. All voting and distributional rights shall be held by the current Class A Members in good standing. Resigned, expelled, terminated, or other former members shall have no voting or distributional rights, regardless of any certificates they may hold or maintain.

**ARTICLE VII
LIABILITY FOR DEBTS**

Neither the members nor the officers or directors of the Club shall be liable for the debts of the Club.

**ARTICLE VIII
BOARD OF DIRECTORS**

The Directors are to be elected or appointed in the manner set forth in the Club's Bylaws. The names of the Directors of this Club as of the date of these Articles of Incorporation are:

Charlotte Taylor
David Sandman
Eric Bishop
James Meredith
Shirley Shea
Tom Woods
Robert LaBaff

**ARTICLE IX
AMENDMENTS**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the board of directors for presentation to the membership and such amendments may be adopted by an affirmative vote of two-thirds (2/3) of the voting members present at the annual meeting, or at a special meeting called for such purpose, providing a quorum is present.

Notice of any proposed change to the Articles of Incorporation shall be mailed to the voting membership fifteen (15) days prior to any proposed meeting. Members may request a written ballot and may vote yes or no on each proposed change.

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**ARTICLE X
INDEMNIFICATION**

The Club shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Corporations Not For Profit Act, as the same may 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 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 directors, 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 director, officer, employee or agent, and shall insure 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.

**ARTICLE XI
DISSOLUTION**

Subject to the requirements of Chapter 617, Florida Statutes, or any successor thereof, in the event of dissolution or final liquidation of the Club, after payment of the Club's debts, liabilities, and obligations, or adequate provision therefore, all of the property and assets of the Club will be distributed among the then current Class A equity members of the Club in good standing.

**ARTICLE XII
TRANSFER OF MEMBERSHIP**

A membership may be transferred only through the Club in accordance with the procedure set forth in the Bylaws of the Club. A member who has been expelled from the Club, shall surrender his or her membership certificate to the Club in accordance with the procedure set forth in the Bylaws of the Club.

**ARTICLE XIII
REGISTERED OFFICE AND AGENT**

The registered office for the Club and the registered agent for the Club at that address are the following:

David A. Holmes, Esq.
99 Nesbit Street
Punta Gorda, FL 33950

Acceptance of Registered Agent

Having been named as registered agent and to accept service of process for the above stated Florida corporation not for profit at the place designated herein, 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 am familiar with and accept the obligation of my position as registered agent.

David A. Holmes, Registered Agent

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ARTICLES XIV
INTERPRETATION

In the event of any conflict between these Articles of Incorporation and the Bylaws of the Club, these Articles shall control.

CERTIFICATE

The Club's original Articles of Incorporation were filed with the Florida Department of State on April 8, 1965. These Restated and Amended Articles of Incorporation were proposed by a resolution duly adopted by the unanimous consent of the Club's Board of Directors on February 4, 2015, and were duly adopted by the affirmative vote of at least two-thirds (2/3) of the Club's members entitled to vote at a duly noticed and called meeting on March 24, 2015, at which a quorum of members were present either in person or by proxy. The number of votes cast for these Restated and Amended Articles of Incorporation was sufficient for approval.

These Restated and Amended Articles of Incorporation primarily restate and integrate the provisions of the corporation's Articles of Incorporation as previously amended, and also contain certain amendments requiring member approval, Article IV Income, Article VI Memberships, and Article XI Dissolution, which were adopted pursuant to the Florida Statutes. There is no discrepancy between the corporation's Articles of Incorporation as previously amended and the provisions of the Restated and Amended Articles of Incorporation other than the inclusion of amendments adopted pursuant to the Florida Statutes and the omission of matters of historical interest.

Executed by the undersigned in Port Charlotte, Florida, on the 24th day of March, 2015.

[Corporate seal]

Charlotte Taylor
Charlotte Taylor, President

Attest:

James L. Meredith
James Meredith, Secretary

STATE OF FLORIDA
COUNTY OF CHARLOTTE

This instrument was acknowledged before me this 24th day of March, 2015, by Charlotte Taylor, who is personally known to me or who has/have produced _____ as identification.



David A. Holmes
Notary Public
DAVID A. HOLMES
Print Name

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