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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 573160 87004A

AUTHORIZATION :

COST LIMIT : \$ FLPPD

ORDER DATE : February 2, 2000

ORDER TIME : 10:21 AM

ORDER NO. : 573160-005

CUSTOMER NO: 87004A

CUSTOMER: Suzanne Young, Legal Assistant  
SWALM, MURRELL & SAMOUCHE, P.A.  
SWALM, MURRELL & SAMOUCHE, P.A.  
Suite 308  
2375 Tamiami Trail North  
Naples, FL 33940

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-02/02/00--01045--026  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

DOMESTIC FILING

NAME: MIRASOL COUNTRY CLUB, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 FEB -2 AM 11:28

RECEIVED

00 FEB -2 PM 12:22

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2/2/00

**ARTICLES OF INCORPORATION  
OF**

**MIRASOL COUNTRY CLUB, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 FEB -2 PM 12: 22

Pursuant to Section 617.01201, Florida Statutes, these Articles of Incorporation are created by John M. Swalm III, 2375 Tamiami Trail N., Suite 308, Naples, Florida 34103, as sole incorporator, for the purposes set forth below. —

**ARTICLE I**

**NAME:** The name of the corporation is Mirasol Country Club, Inc. (the "Club").

**ARTICLE II**

**PRINCIPAL OFFICE:** The principal office of the corporation shall initially be located at 2405 Piper Blvd., Naples Florida 34110, and subsequently at such other location as shall be determined by the Board of Directors. —

**ARTICLE III**

**PURPOSE AND POWERS:** The purpose for which the Club is to provide a corporate entity to act as a private golf club under Florida Statutes (1997) for the operation of a private gold course and Club, located in Collier 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, Director 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.

**ARTICLE IV**

**BYLAWS:** The Bylaws of the Club may be altered, amended or rescinded in the manner provided therein.

**ARTICLE V**

**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 Directors 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 the Bylaws for an amendment to the Bylaws.

## **ARTICLE VI**

### **INITIAL DIRECTORS:**

The initial Directors of the Club shall be:

Robert G. Claussen  
2405 Piper Boulevard  
Naples, Florida 34110

Don Milarcik, Jr.  
2405 Piper Boulevard  
Naples, Florida 34110

Jack Sterling  
2405 Piper Boulevard  
Naples, FL 34110

## **ARTICLE VII**

### **INITIAL REGISTERED AGENT:**

The initial registered office of the Club shall be at:

2375 Tamiami Trail N., Suite 308  
Naples, Florida 34103

The initial registered agent at said address shall be:

Swalm, Murrell & Samouce, P.A.

## **ARTICLE XI**

### **INDEMNIFICATION:**

To the fullest extent permitted by Florida law, the Club shall indemnify and hold harmless every Director 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 Director 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 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.

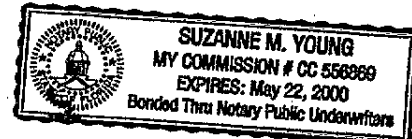
(D) Wrongful conduct by Directors or officers appointed by the Declarant, in a proceeding brought by or on behalf of the Club.

In the event of an out-of-court settlement of litigation, the right to indemnification shall not apply unless a majority of the disinterested Directors 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 Director or officer may be entitled.

WHEREFORE the incorporator has caused these presents to be executed this 1st day of February, 2000.

By John M. Swalm III  
John M. Swalm III

STATE OF FLORIDA  
COUNTY OF COLLIER



The foregoing instrument was executed before me this 1st day of February, 2000, by John M. Swalm III. He is personally known to me or did produce \_\_\_\_\_ as identification.

Suzanne M. Young  
Notary Public (SEAL)  
Print name: \_\_\_\_\_

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the Mirasal Country Club, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

SWALM, MURRELL & SAMOUCÉ, P.A.

John M. Swalm III  
John M. Swalm III, President

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DIVISION OF CORPORATIONS  
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