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ACCOUNT NO. : 072100000032

REFERENCE : 630577 4390546

AUTHORIZATION :

Patricia Rupp

COST LIMIT : \$ 70

ORDER DATE : March 20, 2000

ORDER TIME : 11:01 AM

ORDER NO. : 630577-005

CUSTOMER NO: 4390546

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CUSTOMER: Ms. Carin Rupp
WCI
WCI
Suite 300
24301 Walden Center Drive
Bonita Springs, FL 34134

DOMESTIC FILING

NAME: PALM BEACH PLAYERS CLUB, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 20 AM 11:23

RECEIVED
00 MAR 20 AM 11:17
DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

FAN: H00-10913

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 20 AM 11:23

ARTICLES OF INCORPORATION
OF
PALM BEACH PLAYERS CLUB, INC.
(A corporation not-for-profit)

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation not-for-profit under Chapter 617 Florida Statutes and certifies as follows:

ARTICLE I

NAME

The name of the corporation shall be Palm Beach Players Club, Inc. and its duration shall be perpetual.

ARTICLE II

INITIAL PRINCIPAL OFFICE

The initial principal office of Palm Beach Players Club, Inc. shall be 24301 Walden Center Drive, Bonita Springs, FL 34134, or at such other place as may be designated from time to time, by the Board of Governors.

ARTICLE III

PURPOSE

The purpose for which Palm Beach Players Club, Inc. is organized is to engage as a non-profit organization to acquire, own and operate the golf, social and other recreational facilities, to exercise all the powers and privileges and to perform all of the duties and obligations of Palm Beach Players Club, Inc. as defined and set forth in the By-Laws of Palm Beach Players Club, Inc.

ARTICLE IV

POWERS

The powers of Palm Beach Players Club, Inc. shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. The Palm Beach Players Club, Inc. shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles or the By-laws, as the same may be amended from time to time.

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Section 2. Necessary Powers. Palm Beach Players Club, Inc. shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

A. The power to acquire, own and operate golf, social and recreational facilities.

B. The power to levy and collect dues and assessments as provided for in the By-laws.

C. The power to expend monies collected for the purpose of paying the expenses of Palm Beach Players Club, Inc.

D. The power to acquire the real and personal property.

E. 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 Palm Beach Players Club, Inc.

F. The power to insure and keep insured the property owned or leased to Palm Beach Players Club, Inc.

G. The power to employ personnel.

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

I. The power to improve property owned by or leased to Palm Beach Players Club, Inc.

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

K. The power to pay all taxes and other amounts which are liens against property owned or leased to Palm Beach Players Club, Inc.

L. The power to borrow money 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.

M. 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 Palm Beach Players Club, Inc. The contract may provide that the total operation of the managing agent, firm or corporation shall be at the cost of Palm Beach Players Club, Inc. The contract may further provide that the managing agent shall be paid from time to time a reasonable fee.

N. The power to establish additional officers and/or governors of the Members Association and to appoint all officers provided in the By-Laws.

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

P. The power to establish and maintain reserve funds for capital repairs and replacements.

Q. The power to bring suit and to litigate on behalf of Palm Beach Players Club, Inc.

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

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Palm Beach Players Club, Inc. and the proceeds thereof shall be held only as agent for and solely for the benefit of the Members in accordance with the provisions of the By-laws. No part of the income, if any, of Palm Beach Players Club, Inc. shall be distributed to the members, governors, or officers of Palm Beach Players Club, Inc.

Section 4. Exercise of Authority. The Board of Governors shall have full authority to exercise powers of Palm Beach Players Club, Inc. subject to restrictions in the By-laws or otherwise provided by law.

ARTICLE V

MEMBERSHIP

Qualification for, and acquisition of membership in the Palm Beach Players Club, Inc. shall be regulated by the By-Laws.

ARTICLE VI

BOARD OF GOVERNORS

The affairs of the Palm Beach Players Club, Inc. shall be managed by a Board of Governors consisting of not less than three (3) nor more than nine (9) governors. Governors shall be elected or appointed as provided in the By-Laws. The following three (3) persons shall constitute the initial Board of Governors:

<u>Name</u>	<u>Address</u>
David L. Fry	24301 Walden Center Drive Bonita Springs, FL 34134
Jerry L. Starkey	24301 Walden Center Drive Bonita Springs, FL 34134
James P. Dietz	24301 Walden Center Drive Bonita Springs, FL 34134

ARTICLE VII

INDEMNIFICATION OF OFFICERS,
GOVERNORS AND COMMITTEE MEMBERS

Palm Beach Players Club, Inc. 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 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, 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 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 VIII

INCORPORATOR

The name and address of the incorporator of the Palm Beach Players Club, Inc. is:

<u>Name</u>	<u>Address</u>
Vivien N. Hastings	24301 Walden Center Drive Bonita Springs FL 34134

ARTICLE IX

BY-LAWS

The By-Laws of Palm Beach Players Club, Inc. may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation.

ARTICLE X

CONSTRUCTION

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

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ARTICLE XI

REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be Vivien N. Hastings and the street address of the registered office of Palm Beach Players Club, Inc. shall be 24301 Walden Center Drive, Bonita Springs, FL 34134.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of March, 2000.



Vivien Hastings, Incorporator

FAN: H00-10913

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 20 AM 11:23

ACCEPTANCE OF REGISTERED AGENT

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE


Vivien N. Hastings

DATE: March 17, 2000

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