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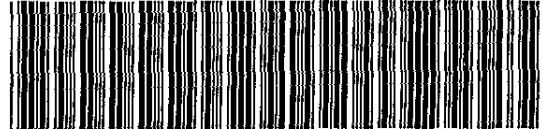
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Debbie Hemingway gave Authorization
to delete "initial" in art's. V & VI.
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Restated art.

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PULLUM & PULLUM, P.A.
ATTORNEYS AND COUNSELORS AT LAW

J. STEPHEN PULLUM
MARYBETH L. PULLUM

SUITE 701 FIRST FAMILY OAKS
1330 W. CITIZENS BLVD.
LEESBURG, FLORIDA 34748

TELEPHONE (352) 728-3060

FAX (352) 728-0003

E-mail: pullumpa@earthlink.net

November 5, 2002

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: HARBOR HILLS GOLF SCHOLARSHIP PLAN, INC.
Document #1000006982

Gentlemen:

Find enclosed a check in the amount of \$43.75 to cover the following fees of your office:

Filing Amended Charter	\$35.00
Certification of Amended Charter	8.75

We enclose original and one copy of Restatement of Articles of Incorporation and Certificate Regarding Authority to Restate the Articles of Incorporation of this corporation. Please endorse your approval on the copy of the Restatement of Articles of Incorporation and Certificate Regarding Authority, certify same and return to this office.

Thank you for your attention to the above.

Very truly yours,


Deborah K. Hemingway
Paralegal

Enclosures

(K:\HarborHillsGolf\SecStateLet100802.1hh)
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**RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
HARBOR HILLS GOLF SCHOLARSHIP PLAN, INC.
A FLORIDA NON-PROFIT CORPORATION**

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WE, the undersigned, as President and Secretary, respectively, of HARBOR HILLS GOLF SCHOLARSHIP PLAN, INC., a non-profit corporation existing under the laws of the State of Florida, due hereby state and declare that it is our intention that the Articles of Incorporation of HARBOR HILLS GOLF SCHOLARSHIP PLAN, INC. be amended and restated, and that this restatement was adopted the 5th day of November, 2002.

**RESTATED ARTICLES OF INCORPORATION
OF
HARBOR HILLS GOLF SCHOLARSHIP PLAN, INC.**

ARTICLE I. NAME

The name of the corporation is HARBOR HILLS GOLF SCHOLARSHIP PLAN, INC.

ARTICLE II. ADDRESS

The street address of the initial principal office and mailing address of the corporation are: 5400 Saddleback Court, Lady Lake, Florida 32159.

ARTICLE III. PURPOSES

The purpose for which the corporation is organized is to establish a scholarship program, through contributions and fund raisers, to award scholarships to graduating senior male and senior female students, who are members during their senior year of a high school golf team in an accredited high school in Lake County, Florida. In awarding such scholarships, the corporation shall review the academic achievement and community service of the applicants, as well as the financial need for said scholarship applicants.

ARTICLE IV. LIMITATIONS

The corporation is organized not for profit and no part of the income of said corporation shall ever be distributed to any Director, Officer or any private individual.

ARTICLE V. DIRECTORS AND OFFICERS

There shall be a minimum of three (3) and a maximum of nine (9) members of the Board of Directors of the corporation. The affairs and business of this corporation shall be managed by said Board of Directors to be elected by the members of the corporation at their annual meeting in each year acting through a President, Vice President, Secretary, Treasurer, and such other officers as

chosen by the Directors, as they may from time to time provide for. The names of the ¹⁵~~initial~~ Board of Directors and their addresses are:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM J. STONE, JR.	5400 Saddleback Court Lady Lake, FL 32159
JOHN FRAME	5460 Grove Manor Lady Lake, FL 32159
NANCY J. STONE	5400 Saddleback Court Lady Lake, FL 32159
WAYNE F. SCHOPPE	5312 Greens Drive Lady Lake, FL 32159
MICHAEL J. MADDEN	6048 Topsail Road Lady Lake, FL 32159
RAYMOND H. GOLDWIRE	6044 Spinaker Loop Lady Lake, FL 32159

ARTICLE VI. REGISTERED AGENT

The ¹⁵~~initial~~ registered office of the corporation shall be located at 5400 Saddleback Court, Lady Lake, Florida 32159. The ¹⁵~~initial~~ registered agent of the corporation at that address shall be WILLIAM J. STONE, JR.

ARTICLE VII. MEMBERS

The corporation shall have members. The members of the corporation will be any person who is a member of the Harbor Hills Country Club located in Lake County, Florida. Membership shall be attained by such a person completing the procedure for becoming a member as set forth in the corporation's By-Laws.

ARTICLE VIII. CAPITAL STOCK

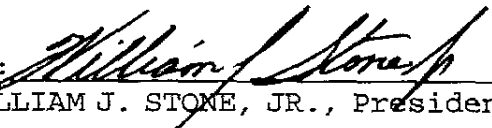
The corporation shall not have authority to issue capital stock. The corporation shall have members as such, in lieu thereof.


- 4 -

**CERTIFICATE REGARDING AUTHORITY
TO RESTATE THE ARTICLES OF INCORPORATION
OF
HARBOR HILLS GOLF SCHOLARSHIP PLAN, INC.**

This certificate confirms that the Board of Directors of HARBOR HILLS GOLF SCHOLARSHIP PLAN, INC. have the authority to restate the Articles of Incorporation of said corporation without approval of the members of the corporation. The Board of Directors have unanimously adopted the Restated Articles of Incorporation on November 5, 2002.

HARBOR HILLS GOLF SCHOLARSHIP
PLAN, INC.

BY: 
WILLIAM J. STONE, JR., President

Attest: 
NANCY J. STONE, Secretary

(K:\HarborHillsGolf\Certificate.lhh)