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## FLORIDA NON-PROFIT CORPORATION

f Corporations

**Everglades Sportsman Club, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

08-30-02

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**ARTICLES OF INCORPORATION  
OF  
EVERGLADES SPORTSMAN 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 (1993) and certifies as follows:

**ARTICLE I**

**Name**

1.1 The name of the corporation shall be Everglades Sportsman Club, Inc. (the "Club").

1.2 The duration of the Club shall be perpetual.

**ARTICLE II**

**Initial Principal Office**

2.1 The initial principal office of the Club shall be 28000 Spanish Wells Boulevard, Bonita Springs, Florida 34135.

**ARTICLE III**

**Purpose**

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

**ARTICLE IV**

**Powers**

The powers of the Club shall include and be governed by the following provisions:

4.1 Common Law and Statutory Powers. The Club 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.

4.2 Necessary Powers. The Club shall have all of the powers desirable to implement its purpose, including, but not limited to, the following:

A. The power to acquire, own and operate property and facilities commonly known as Everglades Sportsman Club.

J. Stephen Crawford, Chartered  
28000 Spanish Wells Boulevard  
Bonita Springs, Florida 34135  
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- 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 the Club.
- D. The power to acquire other real and personal property.
- E. The power to purchase supplies, materials and purchase or lease equipment.
- F. The power to insure and keep insured the property owned or leased to the Club.
- 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 the Club.
- 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 the Club.
- 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 the Club. The contract may provide that the total operation of the managing agent, firm or corporation shall be at the cost of the Club. 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 Club and to appoint all officers provided in the By-Laws.
- 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 be sued and to bring suit and to litigate on behalf of the Club.
- R. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

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

4.4. **Exercise of Authority.** The Board of Governors shall have full authority to exercise powers of the Club subject to restrictions in the By-laws or otherwise provided by law.

#### **ARTICLE V**

##### **Membership Qualification**

5.1 **Membership Qualification** for, and acquisition of membership in the Club shall be regulated by the By-Laws.

#### **ARTICLE VI**

##### **Board of Governors**

6.1 The affairs of the Club shall be managed by a Board of Governors consisting of not less than three (3) nor more than five (5) 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:

Don J. Gunther  
Bay Colony Drive, Naples, Florida 34108

James F. Mann, Jr.  
4201 Dover Court, Naples, Florida 34105

J. Stephen Crawford  
28000 Spanish Wells Boulevard, Bonita Springs, Florida 34135

#### **ARTICLE VII**

##### **Indemnification**

7.1 The Club 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

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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**

8.1 The name and address of the incorporator of the Club is J. Stephen Crawford, 28000 Spanish Wells Boulevard, Bonita Springs, Florida 34135.

**ARTICLE IX**  
**By-Laws**

9.1 The By-Laws of the Club 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**

10.1 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.

**ARTICLE XI**  
**Registered Agent and Registered Office**

11.1 The name of the initial registered agent shall be Crawlax, LLC.

11.2 The street address of the registered office of Everglades Sportsman Club, Inc. shall be 28000 Spanish Wells Boulevard, Bonita Springs, Florida 34135.

In Witness Whereof, the undersigned incorporator executed these Articles of Incorporation on August 29, 2002.



J. Stephen Crawford, Incorporator

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**CERTIFICATE OF DESIGNATION AND ACCEPTANCE  
REGISTERED AGENT/REGISTERED OFFICE**

**Everglades Sportsman Club, Inc.**

Pursuant to §48.091 and §617.0501, Florida Statutes, the following is submitted:

Everglades Sportsman Club, Inc., a not-for-profit corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 28000 Spanish Wells Boulevard, Bonita Springs, Florida 34135, has named Crawlaw, LLC as its Registered Agent to accept process within the State of Florida.

Having been named as registered agent of Everglades Sportsman Club, Inc. to accept service of process for the corporation at the place designated in this Certificate, I hereby accept appointment as the registered agent of the corporation and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent for said corporation.

**Crawlaw, LLC**

By: 

J. Stephen Crawford, Manager

Dated: August 29, 2002.

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