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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA NON-PROFIT CORPORATION**

**Hammock Bay Golf & Country Club, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
HAMMOCK BAY GOLF & COUNTRY CLUB, INC.  
(A corporation not-for-profit)**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby executed these Articles of Incorporation pursuant to the provisions of Chapter 617 Florida Statutes:

**ARTICLE I  
NAME**

The name of the corporation shall be Hammock Bay Golf & Country Club, Inc. and its duration shall be perpetual.

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The initial principal office of Hammock Bay Golf & Country Club, Inc. shall be 24301 Walden Center Drive, Bonita Springs, Florida 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 Hammock Bay Golf & Country Club, Inc. is organized is to engage as a non-profit organization to acquire, own and operate golf, social and other recreational facilities.

**ARTICLE IV  
POWERS**

The powers of Hammock Bay Golf & Country Club, Inc. shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. Hammock Bay Golf & Country 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 Bylaws, as the same may be amended from time to time.

Section 2. Necessary Powers. Hammock Bay Golf & Country 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 other recreational facilities.

B. The power to levy and collect dues and assessments as provided for in the Bylaws.

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C. The power to expend monies collected for the purpose of paying the expenses of Hammock Bay Golf & Country Club, Inc.

D. The power to acquire and dispose of real and personal property.

E. The power to purchase supplies, materials and purchase and/or lease equipment for the maintenance, repair, replacement, operation and management of the property owned by Hammock Bay Golf & Country Club, Inc.

F. The power to insure and keep insured the property owned or leased to Hammock Bay Golf & Country Club, Inc.

G. The power to employ personnel.

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

I. The power to improve property owned by or leased to Hammock Bay Golf & Country Club, Inc.

J. The power to enforce by any legal means the provisions of any document to which it is a party.

K. The power to pay all taxes and other amounts that are liens against property owned or leased to Hammock Bay Golf & Country 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 Bylaws.

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 by or leased to Hammock Bay Golf & Country Club, Inc. The contract may provide that the total operation of the management agent, firm or corporation shall be at the cost of Hammock Bay Golf & Country Club, Inc. The contract may further provide that the managing agent shall be paid from time to time a fee.

N. The power to establish additional officers and/or governors of Hammock Bay Golf & Country Club, Inc. and to appoint all officers provided in the Bylaws.

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

P. The power to establish and maintain reserves for capital repairs, replacements and additions.

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Q. The power to bring suit and to litigate on behalf of Hammock Bay Golf & Country 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 Hammock Bay Golf & Country Club, Inc. and the proceeds thereof shall be held in accordance with the provisions of the Bylaws. No part of the income, if any, of Hammock Bay Golf & Country Club, Inc. shall be distributed to the members, governors or officers of Hammock Bay Golf & Country Club, Inc.

Section 4. Exercise of Authority. The Board of Governors shall have full authority to exercise powers of Hammock Bay Golf & Country Club, Inc. subject to restrictions in the Bylaws or otherwise provided by law.

#### ARTICLE V MEMBERSHIP

Qualification for, and acquisition of, membership in Hammock Bay Golf & Country Club, Inc. shall be regulated by the Bylaws.

#### ARTICLE VI BOARD OF DIRECTORS

The affairs of Hammock Bay Golf & Country 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 Bylaws. The initial members of the Board of Governors are set forth below:

Richard G. Newman, Jr.	24301 Walden Center Drive, Suite 300 Bonita Springs, Florida 34134
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Edward Sanabria	24301 Walden Center Drive, Suite 300 Bonita Springs, Florida 34134
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Marion A. Stewart, II	24301 Walden Center Drive, Suite 300 Bonita Springs, Florida 34134
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#### ARTICLE VII INDEMNIFICATION OF OFFICERS, GOVERNORS AND COMMITTEE MEMBERS

Hammock Bay Golf & Country 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

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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 officer, governor or committee member may be entitled.

#### ARTICLE VIII BYLAWS

The Bylaws of Hammock Bay Golf & Country Club, Inc. may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation.

#### ARTICLE IX DISSOLUTION

In the event of dissolution or final liquidation of Hammock Bay Golf & Country Club, Inc., all of the property and assets of Hammock Bay Golf & Country Club, Inc., after payment of its debts, shall be distributed, as permitted by Florida law or a court having jurisdiction, among the holders of the equity memberships in Hammock Bay Golf & Country Club, Inc. (including both issued and unissued memberships) in proportion to the value of their memberships.

#### ARTICLE X AMENDMENT

Prior to the Turnover Date, these Articles of Incorporation may be amended by majority vote of all of the members of the Board of Governors. Notwithstanding the foregoing, any amendment which is materially adverse to the rights of equity members must also be approved by a majority of the votes eligible to be cast by the equity members in person or by proxy at any duly called annual or special meeting of the equity members of Hammock Bay Golf & Country Club, Inc. at which a quorum of the equity members is present either in person or by proxy.

After the Turnover Date, these Articles of Incorporation may be amended only by majority vote of all of the members of the Board of Governors and a majority of the votes cast at a duly called meeting of the equity members at which a quorum is present either in person or by proxy. Any meeting of the equity members at which amendments to these Articles of Incorporation are to be voted upon shall contain a specific statement to that effect and shall include or attach the text of the proposed amendment.

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ARTICLE XI  
CONSTRUCTION

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

ARTICLE XII  
SOLE INCORPORATOR

The name and address of the sole incorporator is as follows:

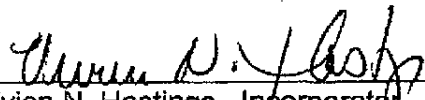
Vivien N. Hastings

24301 Walden Center Drive  
Bonita Springs, FL 34134

ARTICLE XIII  
REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent is Vivien Hastings, Esq. and the street address of the registered office of Hammock Bay Golf & Country Club, Inc. shall be 24301 Walden Center Drive, Suite 300, Bonita Springs, Florida 34134.

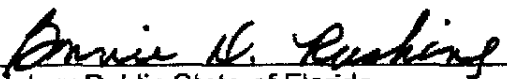
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16<sup>th</sup> day of February 2004.

  
\_\_\_\_\_  
Vivien N. Hastings., Incorporator

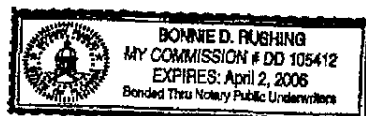
STATE OF FLORIDA  
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared Vivien N. Hastings, known to me and known by me and she acknowledged before me that she executed the foregoing Articles of Incorporation.

16<sup>th</sup> WITNESS my hand and official seal in the County and State last aforesaid this day of February 2004.

  
\_\_\_\_\_  
Notary Public State of Florida

(Official Seal)



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**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Vivien N. Hastings  
Vivien N. Hastings  
Date: 2/16/04

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA