

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
FLORIDA DEPARTMENT OF STATE

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FLORIDA NON-PROFIT CORPORATION

MADISON COUNTRY CLUB, INC.

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4-27-04

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ARTICLES OF INCORPORATION
OF
MADISON COUNTRY CLUB, INC.

We, the undersigned hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation.

ARTICLE I:

NAME

The name of this corporation shall be MADISON COUNTRY CLUB, and its principal place of business shall be at Country Club Road, Madison, Florida 32340 and mailing address at Post Office Box 691, Madison, Florida 32341.

ARTICLE II

PURPOSES

The general purpose and objects of this corporation shall be to operate a Social Club for the benefit and pleasure of its Members and guests; to own and operate, among other things, a golf course, swimming pool, tennis courts, and any other facilities for recreation and sport which it deems fit; to own and operate a clubhouse for the benefit of its membership and guests, and to operate a dining room and facilities in connection

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therewith for the purpose of promoting the foregoing purposes, this corporation shall have the right to acquire, either by gift or purchase, and to hold, own, sell, mortgage, or encumber in any manner, lease and improve real estate and personal property for itself and others, either as Trustee or otherwise.

This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or other wise attempting, to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under §501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United State Internal Revenue Law, or by a corporation, contributions to which are deductible under §170(c) (2) of the Internal Revenue Code of 1954

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or the corresponding provision of any future United States Internal Revenue Law. On the dissolution of this corporation, the Board of Directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located.

ARTICLE III. ---

USE OF INCOME

All revenue, profit, income and money received from the conduct of such business or enterprise is to be used and employed for the purpose set out in Article II herein.

ARTICLE IV.

POWERS

Said corporation is to have the power to do any and all things necessary or expedient for carrying out the said objects and purposes of the corporation and in general to possess all rights, privileges and immunities, and enjoy all the benefits granted to corporations of similar character under the law of the State of Florida.

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ARTICLE V.

RESTRICTIONS

The activities of the Club shall be limited to, and other purposes that permit a corporation to qualify as a tax exempt organization under Section 501(c) (3), of the Internal Revenue Code as presently enacted, or might hereinafter be amended. Any activity in violation of such section of law is strictly prohibited.

ARTICLE VI.

QUALIFICATIONS FOR MEMBERSHIP

Qualifications for membership are subject to the By-Laws of the corporation as set out and approved by the Board of Directors.

ARTICLE VII

ADMISSION TO MEMBERSHIP

The manner of admission to membership in said corporation shall be as set forth in the By-Laws of the corporation as approved and adopted by the Board of Directors. The present members of MADISON COUNTRY CLUB and those hereafter admitted to membership shall constitute the membership of this corporation.

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ARTICLE VIII

TERM OF EXISTENCE

The corporation shall have perpetual existence, and shall commence its corporate existence as of the date of the filing of these Articles.

ARTICLE IX.

INCORPORATORS

The name and address of the incorporator of this corporation is:

NAME

ADDRESS

Mark Caslin

Post Office Box 691
Madison, Florida 32341

ARTICLE X.

ELECTION OF DIRECTORS

The election of Directors of the Corporation shall be stated in the By-Laws.

ARTICLE XI

REGISTERED OFFICE AND RESIDENT AGENT

The registered office of the corporation shall be Country Club Road, Madison, Florida 32340, and the resident agent of the corporation is SAMMY HICKS, whose physical address is 1303 W. BASE STREET, MADISON, FLORIDA 32340, whose mailing address is same.

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ARTICLE XII.

BY-LAWS

The members of the Madison Country Club shall have the right to make and adopt such By-Laws as they shall deem proper and advisable and such By-Laws shall be made, altered, or rescinded upon a majority vote of the members present and voting, at any regular or special business meeting called for that purpose.

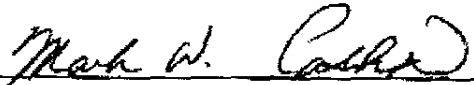
ARTICLE XIII.

OFFICERS

The following shall be the initial officers of the corporation, to serve until their successors are duly elected and qualified:

NAME	ADDRESS	OFFICE
MARK CASLIN	2471 NW CR 150 Greenville, FL. 32331	PRESIDENT
RANDY SMITH	351 NE Cactus Avenue Lee, Florida 32059	VICE-PRESIDENT
SAMMY HICKS		TREASURER/ SECRETARY

IN WITNESS WHEREOF, the said incorporator has hereunto set his hands and seals this 14th day of January, A. D. 2004.


Incorporator

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STATE OF FLORIDA
COUNTY OF MADISON

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared MARK CASLIN, before me known to be the persons described as the incorporator in, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand official seal in the County and State

named above this 14th day of January, A. D. 2004.



E. BAILEY BROWNING, III
Notary Public, State of Florida
My comm. expires Mar. 20, 2008
Comm. No. DD 101865

E. Bailey Browning III
Notary Public

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN FLORIDA, NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.


IN COMPLIANCE WITH FLA. STAT. 48.091, THE FOLLOWING IS SUBMITTED:

MADISON COUNTRY CLUB, INC., TO ORGANIZE OR QUALIFY UNDER THE LAWS OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT POST OFFICE BOX 691, MADISON, FLORIDA 32341, HAS NAMED SAMMY HICKS, WHOSE PHYSICAL ADDRESS IS 1303 W. BASE STREET, MADISON, FLORIDA 32340, AND WHOSE MAILING ADDRESS IS 1303 W. BASE STREET, MADISON, FLORIDA 32340, AS ITS REGISTERED AGENT TO ACCEPT SERVICE

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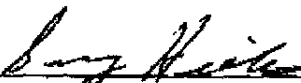
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OF PROCESS WITHIN FLORIDA.


MARK CASLIN
INCORPORATOR AND PRESIDENT

Dated: January 14, 2004

HAVING BEEN NAMED REGISTERED AGENT 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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF THAT POSITION, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


SAMMY HICKS
Registered Agent

Dated: JANUARY 14, 2004.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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