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Division of Corporations

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TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION
PARTNERS TO PRESERVE SARASOTA GOLF CLUB, INC.

Certificate of Status	0
Certified Copy	1
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EFFECTIVE DATE
04/30/2004

ARTICLES OF INCORPORATION
OF

PARTNERS TO PRESERVE SARASOTA GOLF CLUB, INC.

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

04 MAY -3 PM 7:44

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These Articles of Incorporation are signed by the incorporator for the purpose of forming a corporation not for profit under the provisions of Florida Statutes, Chapter 617, as follows:

ARTICLE 1 - NAME

The name of this Corporation is PARTNERS TO PRESERVE SARASOTA GOLF CLUB, INC.

ARTICLE 2 - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be: 2027 Leewynn Drive, Sarasota, Florida 34240.

ARTICLE 3 - PURPOSE

The purpose of this corporation shall be to preserve the Sarasota Golf Club golf course located in unincorporated Sarasota County, east of I-75 and North of Bee Ridge Road. The corporation desires that the existing golf course remain as a golf course and the corporation is created to take any and all efforts necessary to preserve the Sarasota Golf Club golf course

in its current state, including acquisition of the golf course and any and all activities related and necessary thereto. This purpose includes, but is not limited to, the ability to bring legal action against any party or entity attempting to close or substantially re-design or restrict the use of the Sarasota Golf Club golf course. The corporation is also entitled to engage in any other activities necessary to fulfill its purpose and is to have all of the powers of a corporation under the Florida laws.

ARTICLE 4 - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as set forth in the Bylaws.

ARTICLE 5 - MEMBERS

The corporation shall have members. All members of the corporation must agree to the purposes of the corporation and in some manner agree to contribute or take other action to help effectuate the purpose of the corporation. There will be two classes of members in the corporation: The two classes of members are general members and special members. The general members shall be those individuals who are directors of the corporation. The general members shall have one vote per member and shall be the only voting members of the corporation. The special members are the non-voting members and are all other members of the corporation. There is no requirement for an

annual meeting of the special members and the notification required to the special members shall be as specified in the Bylaws. The general members shall have such rights and be subject to such notice and voting requirements as are set forth in the Bylaws of the corporation. The termination of members, both general and special, shall be as set forth in the Bylaws. Membership certificates are not assignable.

ARTICLE 6 - CORPORATE POWERS

The corporate powers of this corporation are all the powers as provided in Section 617.0302, Florida Statutes, as the same may be amended from time to time.

ARTICLE 7 - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent are: Gary W. Peal, 2070 Ringling Boulevard, Sarasota, Florida 34237.

ARTICLE 8 - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors. The Board of Directors shall be elected by the voting members of the corporation at the annual meeting pursuant to guidelines established by the Bylaws. The Board of Directors shall have the requisite power and authority, which is

customarily vested in corporate directors over the business and affairs of the corporation. The officers of the corporation shall be as set forth in the Bylaws.

The business of the corporation shall be conducted by a Board of Directors consisting of the number of directors as designated by the Bylaws of the Corporation, provided that at no time shall the Bylaws designate fewer than three (3) persons as directors of the corporation.

ARTICLE 9 - FIRST BOARD OF DIRECTORS

The names and post office addresses of the members of the first Board of Directors, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Cory A. Best	2027 West Leewynn Drive Sarasota, Florida 34240
Ramona Palermo	2027 West Leewynn Drive Sarasota, Florida 34240
Joanie Whitley	2027 West Leewynn Drive Sarasota, Florida 34240

ARTICLE 10 - INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation shall indemnify any director or officer or any former director or officer to the full extent permitted by law.

ARTICLE 11 - INCORPORATORS

The names and street addresses of the incorporators for these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Cory A. Best	2027 West Leewynn Drive Sarasota, Florida 34240

ARTICLE 12 - TERM OF EXISTENCE

The date when the corporate existence shall commence shall be the date of subscription of these Articles and the corporation shall have perpetual existence.

ARTICLE 12 - AMENDMENT OF ARTICLES OF INCORPORATION

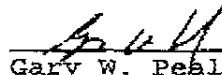
These articles of incorporation may be amended in the manner as set forth in the Bylaws.

The undersigned incorporator has executed these articles of incorporation on 4/30, 2004.


Cory A. Best

Acceptance:

I hereby agree, as Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations of the position of registered agent.



Gary W. Peal
Registered Agent

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04 MAY -3 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA