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2004 APR 29 A 7:50
TALLAHASSEE, FL
SECRETARY OF REVENUE

PAVESE, HAVERFIELD, DALTON, HARRISON & JENSEN, L.L.P.

A FLORIDA LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AND COUNSELORS AT LAW

<http://paveselaw.com>

1833 HENDRY STREET
FORT MYERS, FLORIDA 33901

POST OFFICE DRAWER 1507
FORT MYERS, FLORIDA 33902-1507

(239) 334-2195
FAX (239) 332-2243

CHRISTOPHER J. SHIELDS
BOARD CERTIFIED REAL ESTATE LAWYER
(239) 336-6245

PLEASE REPLY TO
FORT MYERS OFFICE

April 23, 2004

Sent via U. S. Mail

Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: *Copperleaf Golf Club Foundation, Inc.*
Our File No. 68257.002

Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Articles of Incorporation of the above referenced corporation, together with a check in the amount of \$78.75, said check allocated as follows:

- \$35.00 - filing fee
- \$35.00 - registered agent fee
- \$ 8.75 - certified copy

Please certify and return one copy of the Articles of Incorporation. Thank you for your cooperation in this matter.

Very truly yours,



Christopher J. Shields

CJS/kg
Enclosures

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**ARTICLES OF INCORPORATION
OF
COPPERLEAF GOLF CLUB FOUNDATION, INC.
A Corporation Not For Profit**

FILED
2004 APR 28 A 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, acting as subscribers of Copperleaf Golf Club Foundation, Inc. a Corporation not for profit under Chapter 617 of the Florida Statutes do hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is Copperleaf Golf Club Foundation, Inc. (hereinafter called "Corporation"), a corporation not for profit.

**ARTICLE II
TERM OF EXISTENCE**

The existence of the Corporation will commence upon the filing of these Articles with the Department of State of the State of Florida and shall continue thereafter in perpetuity.

**ARTICLE III
PRINCIPAL OFFICE**

The principal office of the Corporation shall be 23101 Copperleaf Boulevard, Bonita Springs, Florida, 34135 and the mailing address shall be the same.

**ARTICLE IV
PURPOSE**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, trustees, officers, or other private persons, except that the 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 Article Three hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in

opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE V MEMBERSHIP

The Corporation's Membership shall be distinct from the Board of Directors. One share of stock in the Corporation shall be assigned to each and every Unit in the Copperleaf Golf Club Community Association, Inc. Every Unit in the Copperleaf Golf Club Community Association, Inc. shall have the privilege of having one (1) Member of the Corporation.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1833 Hendry Street, Fort Myers, FL 33901. The name of its initial registered agent at that address is Christopher J. Shields, Esquire.

ARTICLE VII DIRECTORS

The affairs of the Corporation will be managed by a Board of Directors consisting of five (5) Members initially. From time to time, the Members may decrease or increase the number of Members constituting the Board of Directors, but this number shall never be less than three (3), no more than seven (7).

(a) TERMS OF OFFICE. The Board of Directors of Copperleaf Golf Club Community Association, Inc. at their regular annual meeting, shall appoint the initial Directors of the Corporation. The initial appointment will result in three (3) Directors serve until January 2006 and two (2) Directors serve until January 2005. Thereafter, the Directors shall be elected at the January meeting of the Neighborhood Representatives of Copperleaf Golf Club Community Association, Inc. Thereafter, the Directors will generally serve a term of two (2) years, but may be re-elected for additional terms. The Members of the Board of Directors of the Corporation will serve until their successors are elected and qualify. In the case of a vacancy on the Board of Directors, whether occasioned by the resignation or removal of a Member or the creation of a new directorship, the remaining Board of Directors shall elect a person to fill the vacancy. The newly appointed Member will serve until the next election of Directors.

(b) ELECTION OF BOARD OF DIRECTORS. After the initial appointment of the Board of Directors of the Corporation. The Board of Directors of the Corporation will be elected by the Neighborhood Representatives of Copperleaf Golf Club Community Association, Inc. as provided for in the Corporation's Bylaws. The Corporation's voting procedures shall be identical to those of

Copperleaf Golf Club, as described in the Declaration of Covenants, Conditions and Restrictions for Copperleaf Golf Club Community Association, Inc., Article VI, Section 6.3. Each Neighborhood Representative of Copperleaf Golf Club Community Association, Inc. shall also be a Member of the Corporation. Every Director elected will be either a Member of the Corporation, or, in the case of an entity Member, an officer, general partner or trustee of that Member, as the case may be. All elections will be by a plurality of votes, and the Member of the Board of Directors receiving the largest number of votes shall be the Chairman of the Board of Directors.

(c) The names and addresses of the persons who shall serve as Directors until the first election are:

<u>Name</u>	<u>Address</u>
Thomas C. Bowles	24020 Copperleaf Blvd., Bonita Springs, FL 34135
John M. Thornton	24080 Copperleaf Blvd., Bonita Springs, FL 34135
Louise Frattarelli	23720 Jasmine Lake Dr., Bonita Springs, FL 34135
Richard Gromacki	23801 Copperleaf Blvd., Bonita Springs, FL 34135
Joseph Rudolph	23311 Foxtail Creek, Bonita Springs, FL 34135

(d) Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the Members of the Board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board and any action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation authorize the Directors to act in this manner. This statement shall be prima facie evidence of the Director=s authority.

ARTICLE VIII OFFICERS

The Corporation will have a President and a Vice-President, and both of them shall at all times be Members of the Board of Directors; a Secretary and a Treasurer; and such other officers as the Board of Directors may from time to time create by resolution. Two or more offices may be held by the same person, except as prohibited by law. The Board of Directors shall elect the officers for a term of one (1) year, at the first meeting of the Board of Directors following each annual meeting of the Members. The Board of Directors may remove an officer(s) at any time, with or without cause.

The names of the officers who are to serve until the first election are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Thomas C. Bowles	President	24020 Copperleaf Blvd., Bonita Springs, FL 34135
Louise Frattarelli	Vice President	23720 Jasmine Lake Dr., Bonita Springs, FL 34135
John M. Thorlton	Secretary & Treasurer	24080 Copperleaf Blvd., Bonita Springs, FL 34135

ARTICLE IX BASIS UNDER WHICH CORPORATION IS ORGANIZED

The Corporation is a not for profit Corporation as defined by the Not for Profit Corporation Act in Section 617.01401 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of its Members, Directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act, and its net earnings and any part thereof shall not be distributable to said Members, Directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

ARTICLE X BYLAWS

Bylaws will be adopted at the first meeting of the Board of Directors. The Directors may amend or repeal, in whole or in part, the bylaws in the manner provided by the bylaws. Any amendments to the bylaws shall be binding on all Members of this Corporation.

ARTICLE XI AMENDMENT TO ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of the voting Members for their vote. Amendments may be adopted by a vote of at least a majority of a quorum of the voting Members of the Corporation.

ARTICLE XII DISTRIBUTION OF ASSETS UPON DISSOLUTION

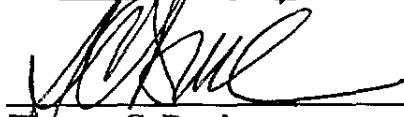
Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, or shall be distributed to the Federal government, a State government, or a local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII
NAME AND ADDRESS OF SUBSCRIBERS

The names and addresses of the subscribers are:

Thomas C. Bowles	24020 Copperleaf Blvd., Bonita Springs, FL 34135
Richard Gromacki	23801 Copperleaf Blvd., Bonita Springs, FL 34135
Joseph Rudolph	23311 Foxtail Creek, Bonita Springs, FL 34135

We, the undersigned, being the subscribers of the Corporation, for the purpose of forming this not for profit Corporation under the Laws of Florida, have executed these Articles of Incorporation this 8th day of April, 2004.



Thomas C. Bowles

STATE OF FLORIDA
COUNTY OF LEE


Before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Thomas C. Bowles to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the county and state named above this 8th day of April, 2004.

(Notary Seal)



Daniel G. Doerr
Commission #DD256431
Expires: Oct 07, 2007
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public, State of Florida
My commission no. is: DD256431
My commission expires: 10/7/07

Richard Gromacki
Richard Gromacki

STATE OF FLORIDA
COUNTY OF LEE

Before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Richard Gromacki to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the county and state named above this 8 day of April, 2004.

(Notary Seal)



Daniel G. Doerr
Commission #DD256431
Expires: Oct 07, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

Daniel G. Doerr
Notary Public, State of Florida
My commission no. is: DD256431
My commission expires: 10/7/07

Joseph K Rudolph
Joseph Rudolph

STATE OF FLORIDA
COUNTY OF LEE

Before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Joseph Rudolph to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the county and state named above this 8th day of April, 2004.

(Notary Seal)



Daniel G. Doerr
Commission #DD256431
Expires: Oct 07, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

Daniel G. Doerr
Notary Public, State of Florida
My commission no. is: DD256431
My commission expires: 10/7/07

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First--That COPPERLEAF GOLF CLUB FOUNDATION, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 23101 Copperleaf Boulevard., Bonita Springs, FL 34135, has named Christopher J. Shields, located at 1833 Hendry Street, Fort Myers, FL 33901 as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:



Christopher J. Shields, Registered Agent

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FILED
2004 APR 28 A 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA