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FLORIDA NON-PROFIT CORPORATION

The Strand Country Club of Naples, Inc.

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**ARTICLES OF INCORPORATION
OF
THE STRAND COUNTRY CLUB OF NAPLES, INC.
(a Florida Not For Profit Corporation)**

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is The Strand Country Club of Naples, Inc. (hereinafter referred to as the "Club"). Its principal office is located at 6088 Fairway Court, Naples, Florida 34110, or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE II
DURATION**

The period of duration of the Club is perpetual.

**ARTICLE III
PURPOSE AND POWERS**

The sole purpose of the Club is for nonprofitable purposes of its members. The Club is organized exclusively for nonprofitable purposes. The Club shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things and engage in any lawful act or activity as may be allowed by the laws of the State of Florida with respect to not-for-profit corporations, as those laws now exist or as they may hereafter provide and to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Club is organized.

**ARTICLE IV
PROHIBITION AGAINST DISTRIBUTION OF INCOME**

The Club is one which does not permit pecuniary gain or profit. After the date of the transfer of the management and control of the Club to the members of the Club, no part of any net earnings of the Club shall inure to the benefit of any member of the Club, member of the Board of Directors, officer of the Club, any private shareholder or any other private individual, and as such they will have no interest in or title to any of the property or assets of the Club. Nothing herein shall prohibit the Club from reimbursing the members of the Board of Directors and officers of the Club for all expenses reasonably incurred in performing services rendered to the Club.

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**ARTICLE V
CAPITAL STOCK**

The Club shall have no capital stock and shall be composed of members rather than shareholders as further described in the By-Laws of the Club.

**ARTICLE VI
QUALIFICATIONS OF MEMBERSHIP**

The classifications, qualifications, characteristics, rights, privileges, limitations and obligations of membership and the manner of admission shall be as set forth in and regulated by the By-Laws of the Club.

**ARTICLE VII
VOTING RIGHTS**

Members of the Club shall have such voting rights as are set forth in the By-Laws of the Club.

**ARTICLE VIII
LIABILITY FOR DEBTS**

Members of the Club, members of the Board of Directors and officers of the Club shall not be liable for the debts of the Club.

**ARTICLE IX
BOARD OF DIRECTORS**

The Club shall have three (3) directors initially. The number of directors may be increased from time to time by the resolution of a majority of the Board of Directors; provided, however, that the Board of Directors consists of not fewer than three (3) directors and no decrease in the number of directors shall have the effect of shortening the terms of an incumbent director. The members of the Board of Directors shall be elected as provided in the Bylaws of the Club. The names and addresses of the initial directors of the Club are:

<u>NAME</u>	<u>ADDRESS</u>
Anthony DeFeo	6088 Fairway Court Naples, Florida 34110
Al DiGangi	6088 Fairway Court Naples, Florida 34110
Don Weisberg	6088 Fairway Court Naples, Florida 34110

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ARTICLE X INDEMNIFICATION

The Club shall indemnify and hold harmless each person who shall serve at any time hereafter as a member of the Board of Directors or as an officer of the Club from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being, a member of the Board of Directors or an officer of the Club, or by reason of any action alleged to have been taken or omitted by him or her as such member of the Board of Directors or officer of the Club, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability to the fullest extent permitted by applicable Florida law.

ARTICLE XI DISSOLUTION

In the event of dissolution or final liquidation of the Club, all of the property and assets of the Club, after payment of its debts, shall be distributed, as permitted by applicable Florida law and a court having jurisdiction among the holders of the equity memberships of the Club in proportion to the value of their equity memberships at that time.

ARTICLE XII TRANSFER OF MEMBERSHIP

A membership may be transferred only through the Club in accordance with the procedure set forth in the By-Laws of the Club. A member who has been expelled from the Club shall surrender his or her membership certificate to the Club in accordance with the procedure set forth in the By-Laws of the Club.

ARTICLE XIII INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office for the Club is Greenberg Traurig, P.A., 777 S. Flagler Drive, Suite 300E, West Palm Beach, Florida 33401, and the name of its registered agent at that address is Phillip C. Gildan, Esq.

ARTICLE XIV INCORPORATOR

The name and address of the Incorporator of the Club are:

NAME

Phillip C. Gildan, Esq.

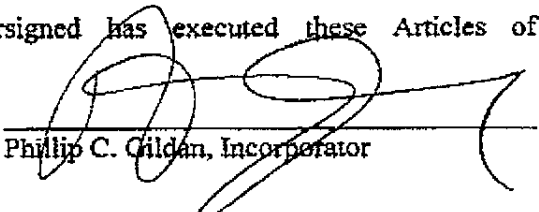
ADDRESS

Greenberg Traurig, P.A.
777 S. Flagler Drive, Suite 300E
West Palm Beach, FL 33401

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of January, 2005.


Phillip C. Gildan, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 20th day of January, 2005.


Phillip C. Gildan, Registered Agent

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