

**NO6000010332**

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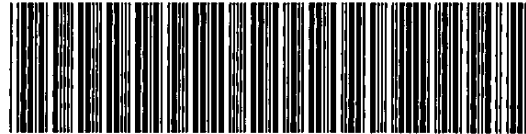
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(Business Entity Name)

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(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C-2.10-3

## COVER LETTER

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

SUBJECT: Ibis Country Club Members, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Harry Glickman, Esq.  
Name (Printed or typed)

301 Yamato Road, Suite 4150  
Address

Boca Raton, FL 33431  
City, State & Zip

561.237.6827  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
FOR  
IBIS COUNTRY CLUB MEMBERS, INC.  
A  
NOT-FOR-PROFIT CORPORATION**

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TALLAHASSEE, FLORIDA

**I. NAME**

The name of this nonstock not-for-profit Corporation shall be Ibis Country Club Members, Inc. Its principal office and mailing address shall be 8057 Cranes Pointe Way, West Palm Beach, Florida 33412, or at such other place as may be designated from time to time by the Board of Directors.

**II. PURPOSE**

The general nature, objective and purpose of the Corporation is to promote the collective interests of the members of the Ibis Golf and Country Club, Inc.

**III. GENERAL POWERS**

This not-for-profit Corporation shall have all of the powers provided for in Chapter 617 of Florida Statutes, as amended from time to time.

**IV. MEMBERS**

Membership is voluntary; however, all members must also be members of Ibis Golf and Country Club, Inc. Membership is also subject to other terms and conditions as set forth by the Board of Directors and as amended from time to time.

**V. BOARD OF DIRECTORS**

1. The initial Directors are appointed by the Incorporator. Thereafter, Directors may be elected and removed at the pleasure of a majority of the Board of Directors.

2. The Directors are:

Paul R. Fine  
8057 Crane's Pointe Way, West Palm Beach, Florida 33412

Jeff Arouh  
7997 Crane's Pointe, West Palm Beach, Florida 33412

Bernard Hodess  
6096 Wildcat Run, West Palm Beach, Florida 33412

Michael Paul  
10728 Grande Blvd., West Palm Beach, Florida 33412

## **VI. OFFICERS**

The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time, by resolution, create. The initial officers are:

President: Paul R. Fine  
8057 Crane's Pointe Way, West Palm Beach, Florida 33412

Vice President: Jeff Arouh  
7997 Crane's Pointe, West Palm Beach, Florida 33412

Secretary: Bernard Hodess  
6096 Wildcat Run, West Palm Beach, Florida 33412

Treasurer: Michael Paul  
10728 Grande Blvd., West Palm Beach, Florida 33412

## **VII. CORPORATE EXISTENCE**

The Corporation shall have perpetual existence.

## **VIII. INCORPORATOR**

The name and address of the Incorporator is as follows:

Larry Z. Glickman  
c/o Sachs Sax Klein  
301 Yamato Road, Suite 4150  
Boca Raton, Florida 33431

## **IX. INDEMNIFICATION OF OFFICERS, DIRECTORS AND MEMBERS**

1. The Corporation hereby indemnifies any Director, officer or member made a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

- A. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer or member, or in his capacity as Director, officer, employee or agent of any Corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director, officer or committee member did not act in good faith and in the reasonable belief that such action was unlawful; and
- B. By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director, officer or member for the corporation, or by reason of his being or having been a Director, officer, employee or agent of any Corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court, administrative agency or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. The Board of Directors shall determine whether amounts for which a Director, officer or member seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors

by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

#### X. REGISTERED AGENT

The initial registered agent of the Corporation shall be:

Larry Z. Glickman, Esquire  
c/o Sachs Sax Klein  
301 Yamato Road, Suite 4150  
Boca Raton, Florida 33431

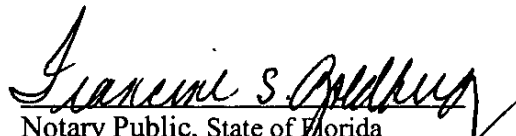
IN WITNESS WHEREOF, the said subscriber has hereunto set his hand this 29 day of September, 2006.

  
LARRY Z. GLICKMAN, Incorporator

STATE OF FLORIDA                     )  
COUNTY OF PALM BEACH         )

I HEREBY CERTIFY that on this 29 day of SEPTEMBER 2006, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared LARRY Z. GLICKMAN, who is personally known to me and who did take an oath.

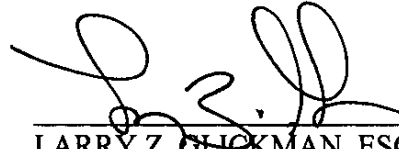
(SEAL)

  
Notary Public, State of Florida

NOTARY PUBLIC  
  
STATE OF FLORIDA  
**Francine S. Goldberg**  
Commission # DD454522  
Expires September 1, 2009  
Bonded Tray Firm - Insurance, Inc. 800-388-7019

**ACCEPTANCE OF REGISTERED OFFICE / REGISTERED AGENT**

Having been designated to accept service of process for the above-stated Corporation at the place set forth hereinabove, LARRY Z. GLICKMAN, ESQUIRE, hereby accepts such designation and agrees to act in such capacity and to comply with all provisions of Section 617.0503 of the Florida Statutes. The undersigned is familiar with, and accepts the obligations of that position.

A handwritten signature in black ink, appearing to read 'L. Z. Glickman', is written over a horizontal line.

LARRY Z. GLICKMAN, ESQUIRE

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