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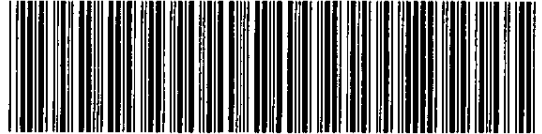
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EDWIN H. JACOBS

2119 Sterling Glen Court
Sun City Center FL 33573
Phone 813 633 3073

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

November 26, 2007

**SUBJECT: THE SUN CITY CENTER GOLF & SOCIAL CLUB, INC.
(PROPOSED NAME OF NOT FOR PROFIT CORPORATION)**

Enclosed is an original, of nine (9) pages, with two copies of the Articles of Incorporation.

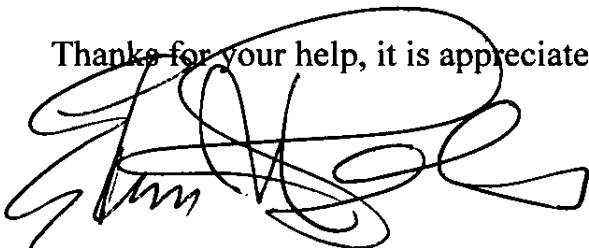
Also enclosed is our check #5331, dated November 26, 2007, in the amount of **EIGHTY EIGHT DOLLARS & FIFTY CENTS (\$88.50)** as and for the fees for filing a not for profit corporation detailed as follows;

1. \$35.00 - Filing Fee
 2. \$35.00 - Designation of Registered Agent
 3. \$ 8.75 - Certified Copy
 4. \$ 1.00 - Cost of Pages over eight (8) (the article consist of nine (9) pages)
 5. \$ 8.75 - Certificate of Status.
- \$88.50 - TOTAL**

Please return the Certified Copy of the Articles and the Certificate of Status with any appropriate receipts to

EDWIN H. JACOBS
2119 Sterling Glen Court
Sun City Center, FL 33573.
Phone 813 633 3073

Thanks for your help, it is appreciated.

A large, stylized handwritten signature in black ink, appearing to read 'Edwin H. Jacobs', is written over the typed name and address.

Edwin H. Jacobs
enc.

**ARTICLES OF INCORPORATION
FOR
THE SUN CITY CENTER GOLF & SOCIAL CLUB, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I Name

Section 1

The name of the corporation shall be THE SUN CITY CENTER GOLF & SOCIAL CLUB, INC., hereinafter called the Club.

Section 2

The Club is the sole and exclusive successor of the Sun City Center Men's Golf Association, hereinafter called the Association. Upon the Club's Articles of Incorporation being filed with the State of Florida, the Association shall be consolidated into the Club and all assets of the Association shall become the assets of the Club and all members of the association shall become members of the Club.

Article II Principal Office

The principal place of business and the mailing address of the corporation shall be 2119 Sterling Glen Court, Sun City Center, FL 33573.

Article III Purpose

Section 1

The Club shall be a non-profit corporation as defined and described under the laws of the State of Florida Chapter 617 and any related statutes, as presently constituted or as same may hereafter be amended except as may be modified or limited, under said statutes, by the Club's Articles of Incorporation and By-laws. As a non-profit corporation, IN THE RETIREMENT COMMUNITY OF SUN CITY CENTER, to continue all the activities of the Association, to promote for its members the game of golf and good fellowship through the use of its golfing and other recreational facilities; to maintain, enhance, acquire, sell and improve all golf and related facilities, i.e. clubhouses, (including any dining facilities) tennis courts and pools, (hereafter called the Facilities) in the retirement community of Sun City Center IN PERPETUITY for the benefit of our Golfing and Social members (hereafter called the Membership). The Club recognizes that our total community value is enhanced by our Facilities and we further realize that the real estate value of the individual parcels of property owned by each of our citizens is increased by the quantity and quality of our Facilities. However, the Club's facilities shall not be open to the general public except as hereinafter described.

Section 2

The Club shall not issue any type of stock No private benefit shall inure from the Club to any

member of any class of membership other than those benefits to which all the members of that class are entitled. No part of the Club's net earnings, which shall include both distributed and non-distributed net earnings or assets may benefit any member, officer or director or any person having a personal and or private interest in the activities of the Club. However, reasonable compensation may be may be paid for services rendered to or for the Club affecting one or more of its' purposes.

Section 3

Notwithstanding any provisions of these Articles of Incorporation or of the By-laws, the Club shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c) (7) of the Internal Revenue Code of 1954 and the regulations issued thereunder or laws related thereto as presently constituted or hereafter modified.

Section 4

In the event of dissolution or final liquidation of the corporation, the residual assets of the corporation shall be turned over to one or more organizations that themselves are exempt as organizations described in Section 501 (c) of the internal Revenue Code of 1954 or similar sections of said code as may have been, or hereafter may be amended, or to the Federal, State or Local government for exclusive public purpose.

Article IV Amendments

Section 1

Notwithstanding anything herein to the contrary, these Articles of Incorporation and the Club's By-laws may be amended by the BD. of Directors, as from time to time may be needed to meet and/or maintain the requirements of its' US Internal Revenue Code status as a Section 501 (c) tax exempt corporation and as a Corporation Not For Profit under the Laws of the State of Florida. In the event of the need for this type of amendment, the corporation shall have no members prior to the completion of this amendment. This provision shall not restrict the membership other then as herein set forth.

Section 2

All other amendments to these Articles shall require approval of TWENTY FIVE PERCENT (25%) of all members in good standing, eligible to vote, provided said twenty five percent (25%) is a majority of those voting in a referendum. This approval may be obtained only by referendum. The exceptions to this provision is that the Directors may, from time to time, and at their discretion, change the registered agent or the registered office.

Section 3

All other referendums, whether required by these Articles or the Bylaws initiated by the Directors or the members, shall pass on the support of FIFTY PERCENT or more of those members voting.

Article V Gross receipts

Section 1

A section 501(c)(7) organization may receive no more than thirty five percent (35%) of its gross receipts including investment income, from sources outside its' membership. Up to fifteen

percent (15%) of the gross receipts may be derived from the general public's use of the Club's facilities or services from activities not furthering the Club's social and recreational purposes, but the receipts from sources other than the membership shall not exceed Thirty Five Percent (35%).

Section 2

The Club's gross income shall be defined as the receipts from normal and usual activities (traditionally conducted) of the Club. These receipts include charges, admissions, membership fees, dues assessments, reinvestment income, and normal reoccurring capital gains or investments. Receipts DO NOT include initiation fees and capital contributions. Unusual amounts of income such as from the sale of a clubhouse or similar facility are NOT included in gross receipts or in determining the percentage limits.



Article VI Registered Agent

The initial Registered agent of this corporation shall be Edwin H. Jacobs and the address of the initial registered office shall be 2119 Sterling Glen Court, Sun City Center, Florida 33573.

Article VII Corporation Not For Profit



Section 1

The Club (this corporation) shall have and exercise all the powers provided by the laws of the State of Florida as applies to corporations not for profit, including but not limited to Florida Statute Chapter 617 and related statutes and regulations as presently constituted or as may hereafter be amended, modified and/or reconstituted. Said powers shall be exercised to effect any and all of the purposes of said Club as herein described.

Section 2

The Club shall also have and exercise all the powers as contained in these Articles of Incorporation and the Club's By-laws so long as same do not in any manner conflict with Florida law as pertains to corporations not for profit and so long as same do not conflict with Federal law as same pertains to the Club's status as a 501 (c)(7) organization exempt under IRS Code of 1954 and/or related laws as amended or as said laws and regulations may subsequently be modified. In the event of a conflict as aforesaid then the offending language of the Articles of Incorporation and/or By-laws shall be null and void and of no force and effect.



Article VIII Initial BD of Directors

The initial Board of Directors who will serve until their successors are elected by the members shall be;

Lawrence W. Brown, 1325 Misty Greens Drive, Sun City, Center Florida, 33573

Edwin H. Jacobs, 2119 Sterling Glen Court, Sun City Center, Florida 33573

Al Hamm, 2134 Del Webb Blvd. West, Sun City Center, Florida 33573.

Article IX Incorporators

The incorporators and their addresses shall be the same as the initial Board of Directors.

Article X Directors Eligibility

Section 1

Directors and officers shall serve without compensation.


Section 2

The following shall NOT be eligible to serve as a director or officer of the Club:

- a. The spouse of a director or officer,
- b. Any persons residing in the same residence as a director or officer,
- c. Any person employed by or in any way associated with any present or future developers or other organizations being paid to service the Club or any other Sun City Center organization.


Article XI Manner of Election

Section 1



The authority and government of the Corporation shall be vested in its' Board of Directors, (hereinafter called the BD) as set forth in Florida Statute, Chapter 617 Corporation Not For Profit, as same may from time to time be amended and as limited by these Articles of Incorporation and the Club's By-laws.

Section 2



The BD shall consist of Twelve (12) members all of whom shall be golfing members in good standing. Any membership status other than Golf that may hereafter be created by the BD for the purpose of eligibility to vote and/or serve as a director shall have the same status as a Social member.


Section 3

Directors shall serve for a term of three (3) years and may not succeed themselves, except that, after having been out of office for one (1) year or more, they will be eligible for re-election to serve not more than one (1) additional term of three (3) years. Four (4) members shall be elected each year. Each director, including all the elected officers, shall have one (1) vote on all issues before the Bd.

Section 4

In the event a vacancy occurs on the BD, the president, with the approval of a majority of the remaining BD members, is empowered to fill such vacancy from the golf membership in good standing. Such appointee shall serve out the remaining term of the replaced BD member. Such appointed term shall not be construed as an elected term of office as herein described.

Section 5



A Director's position shall be considered vacant if the Director fails to attend three (3) successive meetings without an explanation acceptable to the BD or if the Director is incapacitated and is no longer able to participate as a Director. A final decision shall be made by a majority of the remaining Directors.

Section 6

A special committee for the nomination of new directors shall be appointed by the president with the approval of the BD not later than the September BD meeting of each year. The nominating committee shall consist of five (5) persons, two (2) of whom may be current BD members, not including the President and the remaining members shall be appointed from the golfing membership in good standing. The nominating committee shall elect its' own chairperson. It shall be the duty of this committee to nominate for election, by the membership, the same number of candidates as there are BD seats to be filled and to post the names of those candidates

at all of the Club's facilities not later than fifteen (15) days prior to the annual meeting, same to be held each year no later than November 15.

Section 7

Additional nominations for directors may be made by written petition, signed by no less than five (5) members and filed with the nominating committee no less than twelve (12) days prior to the annual meeting. Nominations may be made from the floor at the annual meeting. All nominees must be members of the Club in good standing for no less than one (1) year and have expressed their willingness to serve if elected.



Section 8

Directors may be removed with or without cause by referendum. Within thirty (30) days from the receipt of a petition signed by five percent (5%) of the golfing members. The BD shall give notice of the recall vote to the members and schedule a referendum to take place in no less than thirty (30) nor more than Sixty (60) days from the date of the notice to the membership.

Article XII Referendum

Referendum as used in these Articles shall mean a vote by secret ballot (not necessarily associated with any meeting unless required by Florida law) taken over a period of least two (2) days during which the polls are open for at least seven hours (7) hours of each day. Absentee voting shall be allowed in a referendum. Voting by proxy shall not be allowed. Cumulative voting shall not be allowed. However, every member eligible to vote shall, if requested in writing to the BD no less than twenty one (21) days prior to the first day of the scheduled referendum, be sent an absentee ballot and thus that member shall be allowed to vote by mail using only the original absentee ballot prepared and sent by the BD.

Article XIII Directors Limits of Authority

The Directors shall not enter into any contract that commits the Club to expend or use Club funds or assets in an amount greater than TWO HUNDRED AND FIFTY THOUSAND DOLLARS (\$250,000.00) without the approval of the members in a referendum.

Article XIV Membership

Section 1

There shall be Family memberships, same to be defined as consisting of spouses only and there shall be individual memberships for men and women.



Section 2

Memberships shall be golf or social or any other type of membership as may from time to time be determined by the Board of Directors.

Section 3

Membership shall be limited to individual property owners and/or residents of Sun City Center, which shall include the areas known as Sun City Center North, South and West. Resident shall be defined as a person who spends no less than four (4) months of the year living in Sun City Center. No entity other than an individual person shall be eligible for membership. ALL GOLFING MEMBERS OF THE FACILITIES IN SUN CITY CENTER SHALL BE MEMBERS OF THE CORPORATION.

Section 4

Only Golf members shall be eligible to vote. A family golf membership shall entitle each family member to one (1) vote. Each individual Golf membership shall entitle that member to one (1) vote. All other classes of memberships shall not be eligible to vote.

Section 5

Golfing members shall be entitled to use all Club facilities.

Social members shall not be entitled to use the golf facilities but shall be entitled to use all other Club facilities.

Section 6

Social members shall be allowed to use the golf facilities no more than six (6) times per year provided they pay the appropriate green and cart fees, same to be designated from time to time by the BD of Directors.

Section 7

ALL MEMBERSHIP CLASSES AS A CONDITION OF THEIR MEMBERSHIP AGREE TO AND THUS AUTHORIZE THE CLUB TO ACT ON THEIR BEHALF AS TO ALL MATTERS CONCERNING ALL GOLF FACILITIES NOW OR HEREAFTER LOCATED IN OR AROUND SUN CITY CENTER except as may be restricted by these Articles of Incorporation and the Club's By-laws.

Article XV Committees

Section 1

There shall be the following committees; 1) Men's golf Advisory Committee who shall be responsible for all activities concerned with men's golf., 2. Ladies Golf Advisory Committee who shall be responsible for all activities concerned with ladies golf; 3. a Social Members Advisory Committee who shall be responsible for all activities concerned with Social Membership activities. In addition there shall be a handicap, social, tournament, membership, rules, budget, audit, greens, legal, planning, GRIEVANCE and any other committee the BD from time to time deems appropriate. The foregoing committees shall be permanent and said committees shall advise and recommend to the BD of Directors. These committees shall consist of no more than seven (7) nor less than five (5) members on any one (1) committee. The chairperson of each committee shall be appointed each year, by the President with BD approval. All committee members shall be golf members in good standing except the Social committee which shall consist no less than one (1) director and the remaining members shall be Social members in good standing.

Section 2

All committee activities shall be subject to BD approval. All assets of the committees shall belong to the Club and shall be subject to audit by the Bd.

Section 3

All committees shall submit written reports to the BD no less then twice each year. The final report to be submitted to the BD no later than November 1 of each year.

Article XVI Assets

The Club shall receive and maintain funds in the form of both real and personal property and, subject to the restrictions and limitations herein above and hereinafter set forth, shall use the whole and any part of the income therefrom and the capital thereof exclusively for the purpose as herein above set forth.

Article XVII Initiation Fees, Dues, and Assessments

Section 1

There shall be an initiation fee for each class of membership, which may from time to time be increased, decreased or suspended by a vote of no less than two thirds (2/3s) of the Bd. of Directors as they, at their sole discretion, may from time to time determine.

Section 2

All members shall be required to pay annual dues each calendar year, same to be paid in full on or before January 1, of each year. The amount of the annual dues shall be determined each year by the Board of Directors, except that any annual dues increase in excess of FOUR (4) PER CENT shall be approved by appropriate membership vote, said vote to be held as designated in the Club's By-laws. The membership shall be notified of the amount of the coming year's dues on or before December 1 of the current year. Dues may be prorated for reasons as may, from time to time, be approved by the Board of Directors.

Section 3 If the BD determines the need to levy a special assessment during the year, the referendum procedures described above shall be implemented at a special or general meeting to explain the need for such assessment and a vote of the membership shall determine whether said assessment shall be implemented..

Article XVIII Meetings

Section 1

There shall be two (2) general membership meetings each year. The first or semi-annual meeting shall be held no later than May 15 and the second or annual meeting shall be held no later than November 15. The BD shall determine the date and place of such meetings. Other meetings may be scheduled by the BD as it deems appropriate.

Section 2

The BD shall meet no less than monthly at such time and place as it may from time to time determine.

Section 4

Special membership meetings shall be held with a minimum of fourteen (14) days appropriate notice when:

- a. so ordered by the BD,
 - b. or upon the call of the president,
 - c. or upon written petition, submitted to any BD member, which states the reason or reasons for the meeting and is signed by no less than twenty five (25) golfing members in good standing.
- The membership shall be notified by appropriate notice of the meeting petitioned for, showing the time, date and place of such meeting, within fourteen days (14) of the receipt of said petition by any BD Member.

Article XIX Notice

Section 1

Except as otherwise published by these Article, all notices required by these Articles and all notices required in the Club By-laws, shall be given by being sent US Mail, postage prepaid, to the last known Sun City Center, Florida address of the member or notice may be given by publication in a newspaper of general circulation commonly distributed in Sun City Center a minimum of fifteen (15) days and a maximum of sixty (60) days prior to the date of the event requiring notice. Notices shall also be posted on all Club bulletin boards.

Section 2

All notices shall contain the date, time, and the place of the event and the notice shall include an agenda and explanation of why the event is being scheduled.

Article XX Officers

Section 1

The officers of the Club shall be president, first vice president, second vice president, treasurer and secretary, all of whom shall be duly elected directors and they shall serve for a one (1) year term. or until their successor is elected..

Section 2

The officers shall be elected by a majority vote of the BD, at a BD meeting, to be held no later than one (1) week after the annual election of the newly elected directors. All standing committee chairpersons shall be appointed by the president who shall be an ex-officio member of all committees and approved by the BD within two (2) weeks of the annual election of directors.

Section 3

The president shall be the chief executive officer of the Club, will officiate at all BD and membership meetings and shall, with the treasurer, sign all checks. The duties of the other officers shall be that which is normally performed by such positions as may be more fully described in the Club's By-laws.

Article XXI Budget & Audit

Section 1

The BD Shall prepare a detailed Annual Budget for the coming year and a detailed report of the current year's financial activities, both to be made available to the membership no less than two (2) weeks prior to the annual meeting, same to be presented to and approved by the membership by a majority of those present and voting at said meeting. There shall be a written financial report comparing actual income and expenses to budget, made available to the membership no less than two (2) weeks prior to the semi- annual meeting and said report shall be presented at the semi-annual meeting.

Section 2

There shall be an audit report presented at both the annual and semi- annual meetings same to be published with and made available to the membership in the same manner as the Annual budget. In the event the annual income of the Club exceeds One Hundred Thousand Dollars, (\$100,000.00) then an independent accounting firm shall be required to audit the Club's books and records and present a report of their findings at the annual meeting.

Section 3

Both the Budget and Audit requirements may be expanded in the Club's By-laws.

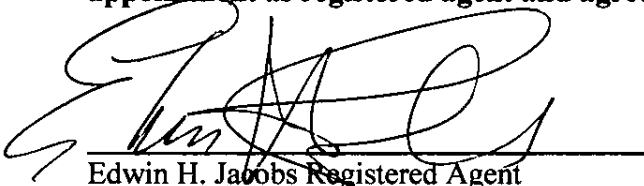
Article XXII BY-LAWS

By-laws shall be enacted, amended, canceled or otherwise changed by a vote of a majority of members attending a meeting, called with notice as herein defined, of the proposed by laws action or by referendum if ordered by the BD.

Article XXIII Effective Date

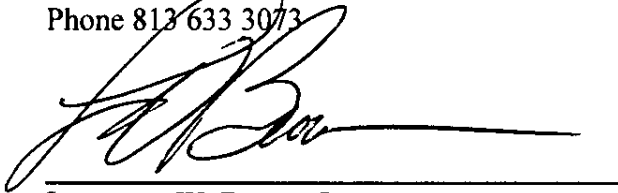
The undersigned constituting the incorporators of this corporation for the purpose of forming this corporation not for profit, under the laws of the State of Florida, have executed these Articles of Incorporation on the dates as shown below. The effective date of this corporation shall be the date on which the status of the corporation is certified by the State of Florida.

Having been named a registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Edwin H. Jacobs Registered Agent
2119 Sterling Glen Court
Sun City Center, Fl. 33573
Phone 813 633 3073

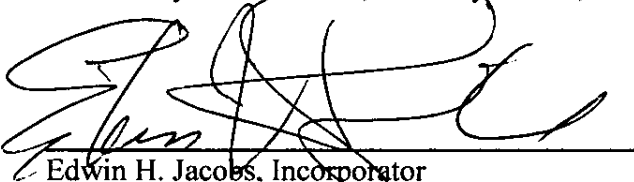
11/26/07
Date



Lawrence W. Brown, Incorporator
1325 Misty Greens Drive, Sun City Center, Florida, 33573

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11/26/07
Date