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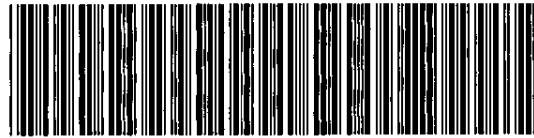
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
1/17



CORPORATION SERVICE COMPANY

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08 JAN 16 AM 9:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 403746 7518993

AUTHORIZATION

COST LIMIT : \$ 78.75

ORDER DATE : January 16, 2008

ORDER TIME : 10:30 AM

ORDER NO. : 403746-005

CUSTOMER NO: 7518993

DOMESTIC FILING

NAME: KINGS POINT COMMUNITY GOLF &
SOCIAL CLUB, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

OF

KINGS POINT COMMUNITY GOLF & SOCIAL CLUB, INC.

FILED

08 JAN 16 AM 9:50

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, **RICHARD L. JACKSON, EAMON McCLAFFERTY** and **GARY E. ELLERBROCK** hereby organize a non-profit corporation under the provisions of Chapter 617 of the Florida Statutes and all acts amendatory thereto, and to that end, certify as follows:

ARTICLE I

NAME

Section 1:

The name of the corporation shall be **KINGS POINT COMMUNITY GOLF & SOCIAL CLUB, INC.**, hereinafter called the Association.

Section 2:

The Association is the sole and exclusive successor of the **FALCON WATCH GOLF ASSOCIATION**, hereinafter call **Falcon** and **KINGS POINT GOLF ASSOCIATION**, hereinafter called **Kings Point**. Upon the Association's Article of Incorporation being filed with the State of Florida, **Falcon** and **Kings Point** shall be consolidated into the Association and all members of **Falcon** and **Kings Point** shall become members of the Association.

ARTICLE II

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III

PURPOSES

Section 1: Permitted Activities. The Association is organized exclusively for charitable, social, educational purposes, and specifically to promote fellowship and interest in the game of golf. The Association shall have any and all lawful powers provided in Florida Statutes that are not in conflict with these Articles. This Association shall further be empowered to purchase, improve, rent, lease, own, mortgage, hold, enjoy, and maintain real estate and personal property of every description; to borrow money and contract debts, and to issue bonds, promissory notes or other obligations and evidences of indebtedness; and to do all and everything necessary and proper for the accomplishment of the objects enumerated herein or necessary or incidental to the specific powers and privileges which are, can be, or may be granted to corporations under the laws of the State of Florida.

a. As a non-profit corporation, 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) (hereinafter called the Facilities) in the gated community of Kings Point within Sun City Center, Florida for the benefit of our Golfing and Social members (hereinafter called the Membership). The Association recognized that our total

community value is enhanced by our Facilities. However, the Association's facilities shall not be open to the general public except as hereinafter described.

Section 2: Prohibited Activities. This Association is not organized for a pecuniary profit. There shall be no power to issue certificates of stock or declare dividends and no part of the Association's earnings, assets or accumulations shall inure to the benefit of any member, director, officer or other private person, except that the Association 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 IV hereof.

a. Notwithstanding any other provision of these Articles, this Association will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, (hereinafter referred to as the Code) or the corresponding provision of any future United States Internal Revenue Law, or

b. In particular, the Board of Directors shall not, nor shall it allow members, subscribers, officers or employees of the Association to, on behalf of the Association:

- (1) Allow any part of the net earnings to inure to the benefit of a non-profit corporation including any member, director, officer or subscriber of this Association.
- (2) Carry on propaganda or to attempt to lobby or influence legislation.
- (3) Intervene in any political campaign or to endorse any candidate for public office.

ARTICLE IV

STOCK

The Association shall not issue any type of Stock.

ARTICLE V

DISSOLUTION

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 501(c) of the Internal Revenue Code of 1986, as amended, or similar sections of said code as may have been, or to the Federal, State, or Local government for exclusive public purposes as provided in Florida as provided in Florida Statutes, Section 617.1406.

ARTICLE VI

DIRECTORS

There shall be a minimum of six (6) and a maximum of twelve (12) members of the Board of Directors of the Association until the number of Directors is changed by the affirmative vote of the Directors as provided in the By-Laws. The Directors as elected by the Membership as set forth in the By-laws shall serve for staggered three (3) year terms with no more than one-half (½) of those Directors' term expiring every year after the initial Board, which shall serve as set forth herein. One third (1/3) of the Directors shall be elected by the members of **Kings Point** and two thirds (2/3) of the Directors shall be elected by the members of **Falcon**. The names and addresses of the persons who are to serve as the Initial Board of Directors until the first election thereof and their initial terms

of office are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM</u>
Marvin P. Barnes	615 Tremont Greens Lane Sun City Center, FL 33573	3 years
Rosalie G. Murphy	2048 Grantham Greens Drive Sun City Center, FL 33573	2 years
Walter T. Towner	777 Masterpiece Drive Sun City Center, FL 33573	3 years
H. A. Dahlgren	2318 Mooney Place Sun City Center, FL 33573	2 years
Gary E. Ellerbrock	1166 Corinth Greens Drive Sun City Center, FL 33573	2 years
Robert Ney	2325 Mooney Place Sun City Center, FL 33573	3 years
Richard L. Jackson	1246 Huntington Greens Drive Sun City Center, FL 33573	3 years

ARTICLE VII

OFFICERS

The affairs of the Association are to be managed by a President, Vice President, Secretary, and Treasurer. The Board of Directors may create other offices. All officers will be appointed by the Board of Directors annually at the regular annual meeting of the Board of Directors. The names of the persons who are to serve as officers until the first appointment of officers under these Articles of Incorporation and their respective offices are:

NAME

OFFICE

Gary E. Ellerbrock

President

H. A. Dahlgren

Vice President

Rosalie G. Murphy

Secretary

Walter T. Towner

Treasurer

ARTICLE VIII

MEMBERS

The corporation shall have members defined in the By-Laws.

ARTICLE IX

BY-LAWS

The By-Laws of the Corporation are to be made, altered, or rescinded by the Board of the Corporation as provided for in the By-Laws.

ARTICLE X

AMENDMENT TO ARTICLES

The right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto is reserved to the Board of Directors as specified under the laws of Florida.

ARTICLE XI

PRINCIPAL OFFICE AND REGISTERED AGENT/OFFICE

The principal office of the corporation shall be located at 1246 Huntington Greens Drive, Sun City Center, Florida 33573.

The name and address of the initial Registered Agent of the corporation in the State of Florida is **RICHARD L. JACKSON**, 1246 Huntington Greens Drive, Sun City Center Florida 33573.

The Board of Directors may from time to time, appoint a substitute Registered Agent and move the Registered Agent's office or Principal Office or both, to any address in Florida.

ARTICLE XII

INCORPORATORS

The names and residence addresses of the incorporators of the Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Richard L. Jackson	1246 Huntington Greens Drive Sun City Center, Florida 33573
Eamon McClafferty	2409 New Haven Circle Sun City Center, Florida 33573
Gary E. Ellerbrock	1166 Corinth Greens Drive Sun City Center, Florida 33573

IN WITNESS WHEREOF, we have subscribed our names this 14~~th~~ day of January, 2008.

INCORPORATORS:

Richard L. Jackson
RICHARD L. JACKSON

Eamon McClafferty
EAMON McCLAFFERTY

Gary E. Ellerbrock
GARY E. ELLERBROCK

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The forgoing instrument was acknowledged before me this 14~~th~~ day of January, 2008,
by **RICHARD L. JACKSON** who is personally known to me or who has produced
_____ as identification, and who did not take an oath.

Jean Owens
Notary Public
Printed Name: _____
Serial Number: _____
My Commission Expires: _____



STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The forgoing instrument was acknowledged before me this 14th day of January, 2008,
by **EAMON McCLAFFERTY** who is personally known to me or who has produced
_____ as identification, and who did not take an oath.

Jean Owens
Notary Public

Printed Name: _____

Serial Number: _____

My Commission Expires: _____



STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

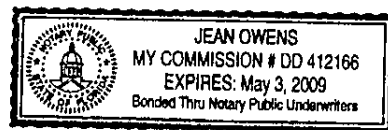
The forgoing instrument was acknowledged before me this 14th day of January, 2008,
by **GARY E. ELLERBROCK** who is personally known to me or who has produced
_____ as identification, and who did not take an oath.

Jean Owens
Notary Public

Printed Name: _____

Serial Number: _____

My Commission Expires: _____




**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **KINGS POINT COMMUNITY GOLF & SOCIAL CLUB, INC.**
2. The name and address of the registered agent and office is:

RICHARD L. JACKSON
1246 Huntington Greens Drive
Sun City Center, Florida 33573

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



RICHARD L. JACKSON

1-14-08
Date

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08 JAN 16 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA