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To:

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From:

Account Name : HODGSON RUSS LLP  
Account Number : 072720000242  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**GC Acquisition, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
GC ACQUISITION, INC.**

I, Richard R. Haldeman, the undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, do hereby execute these Articles of Incorporation for the purpose of forming a corporation not-for-profit under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation is GC Acquisition, Inc. (the "Corporation").

**ARTICLE II  
PURPOSE**

The purposes of the Corporation shall include negotiation and contracting for, and the ownership and operation of, a private social and recreational club, and for all other purposes as are allowed by the laws of the State of Florida with respect to corporations not-for-profit, as those laws now exist or as they may hereafter provide. To carry out these purposes, the Corporation shall be empowered to negotiate and to contract for, and 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 as are allowed by the laws of the State of Florida with respect to corporations not-for-profit, as those laws now exist or as they may hereafter provide.

**ARTICLE III  
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 20109 Saraceno Drive, Estero, FL 33928 and the name of the initial registered agent of the Corporation at that address is Richard R. Haldeman.

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**ARTICLE V  
PRINCIPAL OFFICE**

The principal office of the Corporation shall be at 11481 Grande Oake Boulevard, Estero, Florida, 33928, or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE VI  
INCORPORATOR**

The name and residence address of the Incorporator is Richard R. Haldeman, 20109 Saraceno Drive, Estero, FL 33928.

**ARTICLE VII  
DIRECTORS**

This Corporation shall have five (5) Directors initially. The names and addresses of the initial Directors of this Corporation are:

<u>Director</u>	<u>Address</u>
Ronald Greenwald	19840 Markward Crossing, Estero, FL 33928
Luis Leon	19778 Markward Crossing, Estero, FL 33928
Richard R. Haldeman	20109 Saraceno Drive, Estero, FL 33928
Tom Balzer	20179 Markward Crossing, Estero, FL 33928
Kevin Shiplett	2084 Saraceno Drive, Estero, FL 33928

**ARTICLE VIII  
MANNER OF ELECTION**

The Directors shall be elected as set forth in the By-Laws.

**ARTICLE IX  
BY-LAWS**

**Section 1.** The initial By-Laws of the Corporation shall be adopted by a majority vote of the Board of Directors.

**Section 2.** The By-Laws may be made, amended or rescinded by a majority vote of the Board of Directors.

**ARTICLE X  
AMENDMENTS**

These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

**ARTICLE XI  
POWERS**

The Corporation is one which does not permit pecuniary gain or profit. No part of any net earnings of the Corporation shall inure to the benefit of any Director, officer or other person and as such they will have no interest in or title to any of the property or assets of the Corporation. Nothing herein shall prohibit the Corporation from paying reasonable compensation for services rendered to the Corporation or from reimbursing to its Directors and officers amounts for expenses reasonably incurred in furtherance of the Corporation's purposes as stated herein.

**ARTICLE XII  
MEMBERS**

The Corporation shall have no members.

**ARTICLE XIII  
LIABILITY FOR DEBTS**

Neither the officers nor the Directors of the Corporation shall be liable for the debts of the Corporation.

**ARTICLE XIV  
INDEMNIFICATION**

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or officer 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 Director or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him or her as such Director or officer, and the Corporation 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; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her gross negligence or willful misconduct.

SUBSCRIBED to this 5<sup>th</sup> day of April, 2008.

  
Richard R. Haldeman

**CERTIFICATE OF  
DESIGNATION OF REGISTERED AGENT  
FOR  
GC ACQUISITION, INC.**

Pursuant to Section 617.0501, Florida Statutes, the following is submitted:

GC ACQUISITION, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Richard R. Haldeman, located at 20109 Saraceno Drive, City of Estero, County of Lee, State of Florida, as its registered agent for service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, Richard R. Haldeman hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and accepts the duties and obligations as set forth in Section 617.0501, Florida Statutes.

  
Richard R. Haldeman

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