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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

OCGC Corporation

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PAGE 001/001 Florida Dept of State



June 24, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

UCC FILING & SEARCH SERVICES, INC.

SUBJECT: OCGC CORPORATION

REF: W08000030378

RESUBMISSION
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Subsequent directors may be elected or appointed by directors, but the initial board must be appointed or elected by the founders, incorporators etc.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
Regulatory Specialist II
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
OCGC CORPORATION**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit pursuant to the Florida Not For Profit Corporation Act, as particularly set forth in Chapter 617 of the Florida Statutes.

ARTICLE I - NAME

The name of this corporation is **OCGC Corporation**.

ARTICLE II - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III - ADDRESS

The principal office and mailing address of this corporation shall initially be located at 800 Laurel Oak Drive, Suite 600, Naples, Florida 34108, and subsequently at such other location as shall be determined by the Board of Directors.

ARTICLE IV - PURPOSE

The purpose for which this corporation is organized, initially, is to negotiate with the owner (the "Owner") of real property, improvements, intangibles and other assets that collectively constitute a golf club facility located in Collier County, Florida (the "Club"), including, but not limited to, the clubhouse, golf course, driving range and tennis, exercise and related facilities.

If, thereafter, this corporation becomes the owner of the Club, this corporation shall operate the Club and its recreational and other common facilities as a corporation not for profit under the laws of Florida, for pleasure, recreation and other non-profitable purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue law.

This corporation will not have or issue shares of stock. No part of the net earnings of this corporation shall inure to the benefit of an incorporator, member, director or officer of this corporation, or any private individual, except that this corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article IV; no substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and no activity of this corporation shall consist of participating in, or intervening in

(including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any of the provisions of these Articles, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal income tax under Sections 501(a) and 501(c)(7) of the Code and the Treasury Regulations promulgated thereunder as they now exist or as they may hereafter be amended.

**ARTICLE V – MEMBERSHIP, BOARD OF DIRECTORS
AND PURCHASE OF CLUB**

Initially, this corporation shall not have members, and the incorporator hereby appoints the following individuals as the initial directors of this corporation:

Louis W. Brenner, Sr.
Robert Cosgrove
Robert Di Mucci
Jeffrey M. Folkman
David Hackett

Fred Herzog
Larry R. McKinney
Stephen C. Nellis
Richard Pignataro
Cosmo Trapani

Directors may be removed and/or appointed by a majority vote of the directors. The directors, by majority vote, shall have the absolute and complete discretion and authority to negotiate all of the terms and conditions of the purchase of the Club on behalf of this corporation. In the event that the directors approve the terms and conditions of an agreement of purchase (the "Purchase Agreement") they shall present the Purchase Agreement to the members of the Club, and if the members of the Club approve the Purchase Agreement by a vote (the "Membership Vote") taken in accordance with the Membership Plan governing the membership of the Club, the directors are authorized to take any and all such actions that they deem necessary or desirable in order to proceed to closing and to close on the purchase of the Club on behalf of this corporation for the purchase price and upon the terms and conditions that have been approved pursuant to the Membership Vote. The directors may retain such professional advisors as they, by majority vote, deem necessary or appropriate to advise this corporation regarding the purchase of the Club. The directors, by majority vote, may at any time decide to discontinue this corporation's efforts to purchase the Club and may at that time authorize the dissolution and liquidation of this corporation.

**ARTICLE VI – RESTATED ARTICLES
AND INITIAL BY-LAWS**

If this corporation has agreed with the Owner to purchase the Club, prior to the closing of such purchase, the directors, by majority vote, shall (i) agree on restated Articles of Incorporation of this corporation, which shall be filed with the State of Florida prior to the closing, which restated Articles of Incorporation shall provide, among other matters, that upon the closing of such purchase this corporation shall have Members and that any member of the

Club may be admitted as a Member of this corporation upon such terms and conditions as shall be approved by the Directors; and (ii) agree on the initial By-Laws of this corporation.


ARTICLE VII - REGISTERED AGENT

The registered office of this corporation is at 821 Fifth Avenue South, Suite 201, Naples, Florida 34102. The registered agent at that address is Jeff M. Novatt, Esq.

ARTICLE VIII- INCORPORATOR

The name and street address of the incorporator is Jeff M. Novatt, Esq., 821 Fifth Avenue South, Suite 201, Naples, Florida 34102.

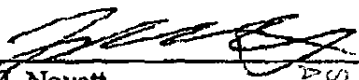
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 23rd day of June, 2008.



Jeff M. Novatt
Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



Jeff M. Novatt
Registered Agent

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ALLAHASSEE, FLORIDA
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