

To: The Florida Dept. of State
Subject: Ibis Golf
Division of Corporations

From: [unclear]

Monday, March 08, 2010 11:01 AM

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Florida Department of State
Division of Corporations
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File Second amendment after Ibis Golf and Country Club, Inc.

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FLORIDA PROFIT/NON PROFIT CORPORATION
IBIS GOLF & COUNTRY CLUB, INC.

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
IBIS GOLF & COUNTRY CLUB, INC.
(A Corporation Not-For-Profit)**

2010 MAR - 8 P 3-30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned incorporator to these Articles of Incorporation hereby associates to form a corporation not-for-profit (the "Corporation") under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes Chapter 617*).

**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation is "IBIS GOLF & COUNTRY CLUB, INC." (hereinafter referred to as the "Club"). Its principal office shall be located at 8225 Ibis Boulevard, West Palm Beach, Florida 33412, or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE II
DURATION**

The period of duration of the Club is perpetual.

**ARTICLE III
PURPOSE AND POWERS**

The sole purpose of the Club is to own and operate a private recreational, golf, tennis, sports, swim, fitness and social club exclusively for the pleasure and recreation of its members, their families and their guests. The Club is organized exclusively for pleasure, recreation and other nonprofit purposes. The Club shall be empowered 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 not-for-profit corporations, as those laws now exist or as they may hereafter provide.

**ARTICLE IV
PROHIBITION AGAINST DISTRIBUTION OF INCOME**

The Club is one which does not permit pecuniary gain or profit. No part of any net earnings shall inure to the benefit of any member, director, officer, or other private individual and as such they will have no interest in or title to any of the property or assets of the Club. Nothing herein shall prohibit the Club from reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to the Club.

**ARTICLE V
CAPITAL STOCK**

The Club shall have no capital stock and shall be composed of members rather than shareholders.

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**ARTICLE VI
QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission, shall be as set forth in and regulated by the By-Laws of the Club.

**ARTICLE VII
VOTING RIGHTS**

Members of the Club will have such voting rights as are provided in the By-Laws of the Club.

**ARTICLE VIII
LIABILITY FOR DEBTS**

Neither the members nor the officers or directors of the Club shall be liable for the debts of the Club.

**ARTICLE IX
BOARD OF DIRECTORS**

The Club shall have five (5) members of the Board of Directors initially. The names and addresses of the initial Directors of the Club are:

<u>Name</u>	<u>Address</u>
Stephen Logiudice	8225 Ibis Boulevard West Palm Beach, Florida 33412
Thomas Hoban	4500 PGA Boulevard, Suite 400 Palm Beach Gardens, Florida 33418
Sydney W. Kitson	4500 PGA Boulevard, Suite 400 Palm Beach Gardens, Florida 33418
William R. Vander May	4500 PGA Boulevard, Suite 400 Palm Beach Gardens, Florida 33418
Richard Brockway	4500 PGA Boulevard, Suite 400 Palm Beach Gardens, Florida 33418

The number of Directors may be increased or decreased as set forth in the By-Laws of the Corporation but shall never be less than three (3). Until the date of the transfer of management and control of the Club to the Equity Members of the Club, as designated in the By-Laws, Ibis West Palm Partners, L.P., a Delaware limited partnership (the "Company"), or any assignee of the Company, will designate the members of the Board of Directors. After the Turnover Date, the Equity Members of the Club will be entitled to elect the members of the Board of Directors as provided in the By-Laws.

H10000052330 3

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is as follows:

Name	Address
Albert P. Silva	100 N. Tampa St., Suite 2700 Tampa, FL 33602

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TALLAHASSEE, FLORIDA
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**ARTICLE XI
INDEMNIFICATION**

The Club shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer (or to the extent required under applicable contractual requirements, any member of a committee) 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, director, officer or committee member of the Club, or by reason of any action alleged to have been taken or omitted by him or her as such director, officer or committee member, and 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 or otherwise prohibited by applicable Florida law.

**ARTICLE XII
DISSOLUTION**

In the event of dissolution or final liquidation of the Club, all of the property and assets of the Club, after payment of its debts, shall be distributed, as permitted by Florida law or a court having jurisdiction, among the holders of the Equity Memberships of the Club in proportion to the value of the Equity Memberships as last established.

**ARTICLE XIII
TRANSFER OF MEMBERSHIP**

A membership may be transferred only in accordance with the procedure set forth in the By-Laws. A member who has been expelled from the Club shall surrender his or her membership certificate to the Club in accordance with the procedure set forth in the By-Laws.

**ARTICLE XIV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202 and the name of the initial registered agent at such address is F&L Corp.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles this 8th day of March, 2010.

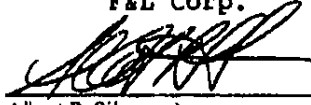

Albert P. Silva, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, I hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

F&L Corp.



Albert P. Silva
Vice President

Date: March 8, 2010

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