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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**ESTERO ENCORE CLUB, INC.**

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**ARTICLES OF INCORPORATION  
OF  
ESTERO ENCORE CLUB, INC.  
(A Corporation Not-For-Profit)**

**ARTICLE I  
NAME AND ADDRESS**

The name of the corporation is ESTERO ENCORE CLUB, INC. (the "Corporation"). The principal office or mailing address of the Corporation is 5061 Indigo Bay Boulevard, #202, Estero, Florida 33928.

**ARTICLE II  
PURPOSE**

The Corporation is organized and shall be operated exclusively as a social and recreation club within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(7) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

**ARTICLE III  
MEMBERS**

The qualification for membership in the Corporation shall be as provided in the Bylaws.

**ARTICLE IV  
DIRECTORS**

The number of directors constituting the Board of Directors of the Corporation shall be as provided in the bylaws of the Corporation (the "Bylaws"). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws.

**ARTICLE V  
PROPERTY**

The members of the Corporation shall have no vested right, interest or privilege of, in, or to the assets, functions, affairs, or contracts of the Corporation, nor shall the members have any such right, privilege, or interest which may be transferable, or inheritable, or which shall continue

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when membership ceases. Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

#### ARTICLE VI REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is: HL Statutory Agent, Inc., 800 Laurel Oak Drive, Naples, Florida, 34108.

#### ARTICLE VII AMENDMENTS

These Articles may be amended as provided in the Bylaws.

#### ARTICLE VIII DISTRIBUTION UPON DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under Section 501(c)(7) or Section 501(c)(3) of the Code as the Board of Directors shall determine.

#### ARTICLE IX INCORPORATOR

The name and address of the incorporator is: Douglas C. Carlson, 800 Laurel Oak Drive, Suite 600, Naples, Florida 34108.

#### ARTICLE X TAX EXEMPT RESTRICTIONS

**Section 1. Prohibition on Private Inurement.** Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member, director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

**Section 2. Prohibition on Dividends.** Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

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**Section 3. Limitation on Lobbying Activities.** Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.


**Section 4. Prohibition on Intervening in Political Campaigns.** Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**Section 5. Tax-Exempt Status.** Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(7) of the Code.

#### ARTICLE XI INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this 22<sup>nd</sup> day of August, 2011, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

  
\_\_\_\_\_  
Douglas C. Carlson, Incorporator

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**ESTERO ENCORE CLUB, INC.  
ACCEPTANCE OF REGISTERED AGENT**

HL Statutory Agent, Inc., 800 Laurel Oak Drive, Suite 600, Naples, Florida 34108, being named in the Articles of Incorporation of ESTERO ENCORE CLUB, INC., as the registered agent of the not-for-profit corporation, hereby consents to accept service of process for the not-for-profit corporation at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By his authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties. By his authorized signature below, the registered agent signifies that he is familiar with and accepts the obligations of the position of registered agent as provided in Florida Statutes Chapter 617.

HL STATUTORY AGENT, INC.,  
Registered Agent

By:                     

David L. Finch, Assistant Treasurer

Date: 8/23/11

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