

Feb. 22. 2017 9:40AM

Division of Corporations

No. 0393 P. 1/5

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
DEER CREEK RV GOLF & COUNTRY CLUB, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DEER CREEK RV GOLF & COUNTRY CLUB, INC.
(A Corporation Not-For-Profit)**

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The Articles of Incorporation of Deer Creek RV Golf & Country Club, Inc., a Florida not-for-profit corporation, are hereby amended and restated as follows, pursuant to a Resolution of the Board of Directors adopted as of January 19, 2017.

**ARTICLE I
NAME**

The name and address of this corporation shall be: Deer Creek RV Golf & Country Club, Inc. (hereinafter referred to as the "Corporation"), 42749 Highway 27, Davenport, Florida 33837.

**ARTICLE II
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III
PURPOSES AND POWERS**

The sole purpose of the Corporation is to own and operate private and social amenities for the pleasure and recreation of its members, their guests, and guests of the Corporation. The Corporation is organized exclusively for pleasure, recreation, and other nonprofitable purposes. The Corporation 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 Corporation 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 or officer, 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 reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation.

**ARTICLE V
CAPITAL STOCK**

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

ARTICLE VI
QUALIFICATION OF MEMBERSHIP

The Corporation shall issue three categories of membership: (a) Premium Membership; (b) General Membership; and (c) Social Membership. Membership in the Corporation shall be limited to owners of residential lots, or members of any cooperative association owning residential lots, within the community commonly known as Deer Creek Golf & Tennis RV Resort, located in Davenport, Florida (the "Community"). For the purposes of membership in the Corporation, cooperative members shall be treated as if they own any lot(s) to which their cooperative membership is appurtenant. Premium Membership and General Membership in the Corporation shall be limited to lot owners in the Community who have purchased a membership in the Corporation. Social Membership shall be limited to lot owners in Phase I of the Community (commonly referred to as "Mockingbird Ridge") who have entered into a Social Membership Agreement with the Corporation, and pay regular membership dues, [but have not paid for a membership in the Corporation.]

ARTICLE VII
VOTING RIGHTS

The owner of each Premium Membership shall be entitled to two votes. The owner of each General Membership shall be entitled to one vote. Social Members shall not have voting rights in the Corporation.

ARTICLE VIII
TRANSFER OF MEMBERSHIP

A membership may be transferred only through the Corporation in accordance with the procedure set forth in the Amended and Restated By-Laws (the "Bylaws") and the Amended and Restated Membership Plan, dated January 19, 2017.

ARTICLE IX
LIABILITY FOR DEBTS

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

ARTICLE X
BOARD OF DIRECTORS

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The Board of Directors shall be elected in such a manner as specified in the By-Laws of the Corporation. The Board of Directors of the Corporation shall have such number and terms as specified in the Amended and Restated By-Laws of the Corporation.

ARTICLE XI
IDEMNIFICATION

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as 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 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.

ARTICLE XII
DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, all of the property and assets of the Corporation, after payment of its debts, shall be distributed, as permitted by Florida law or a court having jurisdiction, among its Premium Members and General Members, pro rata except that Premium Members will receive two times the amount of distribution than General Members.

ARTICLE XIII
REGISTERED OFFICE AND AGENT

The registered agent of the Corporation is Bernice S. Saxon, Esq., whose address is 201 E. Kennedy Blvd., Suite 600, Tampa, Florida 33602, or such other agent as may be designated with the State of Florida from time to time by the Board of Directors.

[Signatures to follow on subsequent page]

Passed and duly adopted by the Board of Directors this 19 day of January 2017.

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Mike Caruso
Mike Caruso - Secretary

Passed and duly adopted by the Members this 19 day of January, 2017.

Mike Caruso
Mike Caruso - Secretary