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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)**

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 15, 2019

**ARTICLE I  
NAME AND ADDRESS**

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, which is the principal place of business of the Corporation or such other place or places as may be designated from time to time by the Board of Directors.

**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, owners of lots within the Community (as defined hereinbelow) 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.

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**ARTICLE V**  
**CAPITAL STOCK**

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) Standard 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, General Membership and Standard Members in the Corporation shall be limited to lot owners in the Community who have purchased a Membership in the Corporation in accordance with the Amended Membership Plan.

**ARTICLE VII**  
**VOTING RIGHTS**

The owner of each Premium Membership shall be entitled to two votes. The owner of each General Membership and each Standard Membership shall be entitled to one vote. The owner of a lot in the following Communities shall also be entitled to one vote: Phase III-A ("Osprey Point"), Phase III-B ("Eagle View"); Phase III-G ("Partridge Pines"); and Phase III C, D, E, and F (Collective "Regal Pointe").

**ARTICLE VIII**  
**TRANSFER OF MEMBERSHIP**

A Membership may be transferred only through the Corporation in accordance with the procedures set forth in the Amended Membership Plan, dated January 18, 2018.

**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**

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 Bylaws of the Corporation.

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# **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 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.

# **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.

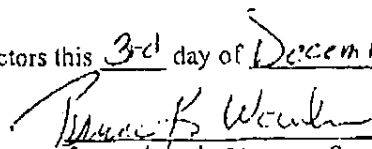
# **ARTICLE XIII** **REGISTERED OFFICE AND AGENT**

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.

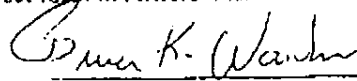
# **ARTICLE XIV** **AMENDMENTS**

Amendments to these Articles of Incorporation shall be by a majority vote of the voting interests at a meeting of the Corporation where a quorum is established pursuant to the Bylaws. The Bylaws may be amended as provided for therein.

Passed and duly adopted by the Board of Directors this 3rd day of December, 2019.

  
Bruce Wanless - Secretary

Passed and duly adopted by the voting interests set forth in Article VII.

  
Bruce Wanless - Secretary

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