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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

174

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** PLANTATION LADIES 9-HOLE GOLF ASSOCIATION, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Jay Fleisher, Esq.  
Name (Printed or typed)

11380 Prosperity Farms Rd. # 204  
Address

Palm Beach Gardens, FL 33410  
City, State & Zip

561-627-7004  
Daytime Telephone number

vhanselman@gmail.com  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 17, 2014

JAY FLEISHER, ESQ.  
11380 PROSPERITY FARMS RD. #204  
PALM BEACH GARDENS, FL 33410

SUBJECT: PLANTATION LADIES 9-HOLE GOLF ASSOCIATION, INC.  
Ref. Number: W14000074947

We have received your document for PLANTATION LADIES 9-HOLE GOLF ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Valerie Herring  
Regulatory Specialist II  
New Filing Section

Letter Number: 414A00026666

APPROVED  
AND  
FILED

**ARTICLES OF INCORPORATION  
OF  
PLANTATION LADIES 9-HOLE GOLF ASSOCIATION, INC.**  
(A Corporation Not-For-Profit)

14 DEC 23 PM 3:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, who is a citizen of the United States, in order to form a Not for Profit corporation under the provisions of the Florida Not for Profit Corporation Act (Chapter 617 Florida Statutes), hereby signs, verifies and submits the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the Corporation shall be "PLANTATION LADIES 9-HOLE GOLF ASSOCIATION, INC." (hereinafter referred to as the "Corporation").

**ARTICLE II**

**PURPOSE AND POWERS**

The Corporation is organized exclusively for the recreation, pleasure, and benefit of its members. Its purpose is to support commingling, fellowship, and sharing of active interests in golf. The Corporation shall create opportunities for women of every ability level to promote camaraderie, friendship, sportsmanship and enjoy the game of golf in a welcoming environment. In support of that purpose, the Corporation's organized activities shall include, but are not limited to, seasonal weekly golf league play, coordinated golf group play, special events, recognition of achievement, and a mentorship program to foster new players of golf wishing to develop golf skills.

**ARTICLE III**

**DURATION**

The term of duration of the Corporation is perpetual, unless it is dissolved pursuant to any applicable provision of the Florida Statutes.

**ARTICLE IV**

**CAPITAL STOCK**

The Corporation shall have no capital stock and shall be composed of members rather than shareholders. Certificates of membership shall be issued to qualified members.

## **ARTICLE V**

### **PROHIBITION AGAINST DISTRIBUTION OF INCOME**

The Corporation does not permit pecuniary gain or profit. No dividend shall be paid and no part of the income of the Corporation shall inure to the benefit of any member, Board member 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 Board members and officers for expenses reasonably incurred in performing services rendered to the Corporation.

## **ARTICLE VI**

### **MEMBERS**

The Corporation shall have members. The members of the Corporation shall be women who are full golf members of The Plantation Golf and Country Club and to whom membership certificates of this Corporation are issued, as provided in Article VII herein.

## **ARTICLE VII**

### **MEMBERSHIPS**

Annual dues in the amount set by the elected officers of the group are required for membership. Eligibility for and procedures for issuing such memberships shall be as provided in the By-Laws. Members shall have such voting rights and shall pay such membership, initiation and other fees, assessments, dues and charges as provided in the By-Laws.

## **ARTICLE VIII**

### **BOARD OF DIRECTORS**

A. The Board of Directors shall be comprised of members. The number, authority and qualifications of members of the Board of Directors shall be as provided in the By-Laws.

B. The Board of Directors shall be responsible for the administration of the Corporation, and will have the exclusive authority to establish membership and initiation fees, set dues and assessments, establish rules and regulations and, in general, control the management and officers of the Corporation in accordance with the provisions of the By-Laws.

C. The number of Directors may either be increased or decreased from time to time, in accordance with the By-Laws, but shall never be less than three (3).

## **ARTICLE IX**

### **OFFICERS**

The affairs of the Corporation shall be managed by a President, a Vice President, a Secretary, a Treasurer and the immediate past President, together with such other officers and assistant officers as the Board from time to time determines appropriate. The officers of the Corporation shall be selected by the Board of Directors at its organizational meeting. Each member of the Board of Directors shall serve for a term of one (1) year and until their successors shall be selected. Officers shall be selected from the board members.

## **ARTICLE X**

### **REMOVAL OF DIRECTORS AND OFFICERS**

Any Board member or officer may be removed with or without cause and for any reason prior to the expiration of her term in the following manner:

- A. Any Board member may be removed with or without cause and for any reason, upon a petition to the Board of Directors in writing signed by twenty percent (20%) of the members then entitled to vote and the approval of such recall, at a meeting of the members at which a quorum is present, by a two-thirds (2/3) vote of the members voting at such meeting, either in person or by proxy. The Board of Directors shall call a special meeting to be held within sixty (60) days after receipt of the petition and notice shall be given to all members at least ten (10) days prior to such meeting in the manner provided in the By-Laws for giving notice of special meetings. At any such meeting the subject Board member shall be given the opportunity to be heard.
- B. Any officer may be removed with or without cause, and for any reason, by a two-thirds (2/3) vote of the Board of Directors.

## **ARTICLE XI**

### **LIABILITY FOR DEBTS AND INDEMNIFICATION**

Neither the members nor the officers or Directors of the Corporation shall be liable for the debts of the Corporation. The Corporation shall indemnify and hold harmless each person who shall serve at any time as a Board member or officer of the Corporation from and against any and all claims and liabilities to which such persons shall become subject by reason of his having been, or hereafter being, a Board member or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him as a Board member or officer, and shall

promptly pay each such person for all attorneys' fees (including appeals) and other expenses reasonably incurred by him in connection with any such claim or liability.

## **ARTICLE XII**

### **AMENDMENT OF BY-LAWS**

A. The By-Laws may be altered or amended by majority vote of the members of the Board of Directors cast in person or by proxy at any duly called and constituted meeting of the member of the Board of Directors at which a quorum is present. In the event of a tie the President shall cast the deciding vote. A proposed amendment must be set forth in the notice of the meeting.

B. The By-Laws may also be altered or amended without a meeting by written consent of the members of the Board of Directors, provided (i) the request for the consents sets forth the text of the proposed amendment; (ii) signed consents are delivered to the office of the Corporation within ten (10) business days from the date of mailing of the request for such consent and (iii) such written consents are given within the specified time by a majority of the member of the Board of Directors who are eligible to vote.

## **ARTICLE XIII**

### **AMENDMENT OF ARTICLES AND APPROVAL OF OTHER MAJOR ACTIONS**

A majority vote of all of the members of the Board of Directors will be required to authorize or approve any of the following actions:

- A. Merger or consolidation of the Corporation with another entity, and
- B. Voluntary dissolution of the Corporation.

## **ARTICLE XIV**

### **MEMBERSHIP FEES**

Membership and initiation fees shall be in such amounts as may be fixed, from time to time, by the Board of Directors in accordance with the provisions of the By-Laws. All membership and initiation fees shall be paid to the Corporation.

## **ARTICLE XV**

## **DUES, ASSESSMENTS AND CHARGES**

Members shall pay dues, assessments and charges in accordance with the By-Laws.

## **ARTICLE XVI**

### **CONTRACTUAL POWERS**

In the absence of fraud, no contract or other transaction ("matter") between the Corporation and any other person, firm, Corporation, corporation or partnership ("parties" or "party," as the case may be) shall be affected or invalidated by the fact that any Board member or officer of the Corporation is pecuniarily or otherwise interested in, or is a director, officer or member of any such other party, or is pecuniarily or otherwise interested in such matter, or in any way connected with any parties pecuniarily or otherwise interested therein, provided such contract or transaction has been fully disclosed in writing to the Board of Directors prior to its inception. Any Board member may be counted in determining the existence of a quorum at any meeting of the Board for the purpose of authorizing such matter with like force and effect as if he or she were not so interested, or were not a director, member or officer of such other party; however, a Board member who has disclosed a pecuniary or other interest in a matter may not cast a vote on any such matter.

## **ARTICLE XVII 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 transferred to (i) any not-for-profit corporation whose purpose is to benefit the golfing members of the Plantation Golf & Country Club, or, if no such organizations exist, (ii) the United States Golf Association

## **ARTICLE XIX BUSINESS OFFICE**

The address of the business office of the Corporation shall be The Plantation Golf and Country Club, 10500 Dartington Drive, Fort Myers, FL 33913.

## **ARTICLE XX**

### **REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Corporation shall be 11380 Prosperity Farms Road, Suite 204, Palm Beach Gardens, FL 33410. The name of the initial registered agent of the corporation at such address shall be Jay Fleisher.



### Acceptance of Appointment

Jay Fleisher hereby accepts appointment of Registered Agent in the State of Florida for Plantation Ladies 9-Hole Golf Association, Inc. I understand that as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office of the corporation for which I am agent. I further agree to comply with the provisions of all statutes relating to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Jay Fleisher, Registered Agent

### ARTICLE XXI INCORPORATOR

The name and address of the Incorporator is Jay Fleisher, 11380 Prosperity Farms Road, Suite 204, Palm Beach Gardens, FL 33410.

Signed this 22 day of December, 2014.

  
Jay Fleisher

14 DEC 23 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED