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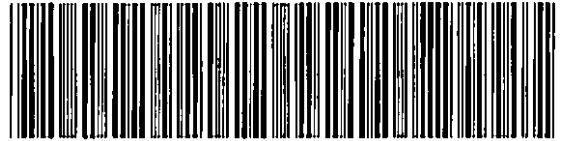
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TALLAHASSEE, FL 32301  
**866.625.0838**  
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Date: June 27, 2018

Account#: 1200000000088

Name: Marisa Kugelmann

Reference #: T017465

Entity Name: THE TWINEAGLES CLUB, INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

Please retain original file date

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other \_\_\_\_\_

Authorized Amount: \$70.00

Signature: Marisa Kug

• CORPORATE HQ  
COGENCY GLOBAL INC.  
10 E 40<sup>TH</sup> ST., 10<sup>TH</sup> FL  
NY, NY 10016  
800.221.0107  
+1.212.947.7200

• EUROPEAN HQ  
COGENCY GLOBAL (UK) LIMITED  
REGISTERED IN ENGLAND & WALES  
REGISTERED NO. 72  
6 BEVIS MARKS, 1<sup>ST</sup> FL  
LONDON EC3A 7BA  
+44 (0)20.3786.1090

• ASIA PACIFIC HQ  
COGENCY GLOBAL (HK) LIMITED  
A HONG KONG LIMITED COMPANY  
INFINITUS PLAZA, 12<sup>TH</sup> FL  
199 DES VOEUX RD CENTRAL  
HONG KONG  
+852.3975.1803



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FLORIDA CONSENT TO USE OF NAME

Florida Secretary of State

The TwinEagles Club, L.L.C. hereby gives its consent for use of the name The TwinEagles Club, Inc., which is filing its Articles of Incorporation with the Florida Secretary of State.

THE TWINEAGLES CLUB, L.L.C.

By: TwinEagles Club Managing Member,  
LLC, its managing member

By: 

Print Name: ANTHONY SOLOMON

Title: MANAGING MEMBER

Date: 6.26, 2018

# ARTICLES OF INCORPORATION OF

The TwinEagles Club, Inc.

A Not-For-Profit Corporation

## ARTICLE 1 NAME

The name of the Corporation shall be "The TwinEagles Club, Inc." (hereinafter referred to as the "Club"). Its principal office shall be at 12449 Lockford Lane, Naples, Florida 34120, or at such other place as may be designated, from time to time, by the Board of Directors.

## ARTICLE 2 DURATION

The period of duration of the Club is perpetual.

## ARTICLE 3 PURPOSE

The Club is a not-for-profit corporation organized pursuant to Chapter 617 of the Florida Statutes. The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under such laws. The specific purpose of the Club is to own and operate a golf, sports, fitness and social club exclusively for the pleasure and recreation of its members, their families and their guests.

## ARTICLE 4 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 5 CAPITAL STOCK

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

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**ARTICLE 6  
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 Bylaws of the Club.

**ARTICLE 7  
VOTING RIGHTS**

Members of the Club will have such voting rights as are provided in the Bylaws of the Club, including the number of votes for a member in each membership category.

**ARTICLE 8  
LIABILITY FOR DEBTS**

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

**ARTICLE 9  
BOARD OF DIRECTORS**

The Club shall have initially nine members of the Board of Directors. The names and addresses of the initial directors of the Club are:

<u>Name</u>	<u>Address</u>
Ronald Filler	12449 Lockford Lane, Naples, FL 34120
Philip Frazier	11829 Bramble Court, Naples, FL 34120
Bob Gilchrist	12785 Dundee Lane, Naples, FL 34120
Vic Hancock	12150 Wicklow Lane, Naples, FL 34120
Michael Levin	12639 Kinross Lane, Naples, FL 34120
John McCarthy	12133 Wicklow Lane, Naples, FL 34120
Michael Nigro	11919 Hedgestone Court, Naples, FL 34120
David Weeks	12002 Maidstone Court, Naples, FL 34120
Terry Wing	11780 Carradale Court, Naples, FL 34120

The members of the Club will elect the members of the Board of Directors as provided in the Bylaws.

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**ARTICLE 10  
LIMITATION OF DIRECTOR LIABILITY**

No director of the Club shall be personally liable to the Club or its members for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director for: (a) any breach of the director's duty of loyalty to the Club or its members; (b) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law; or (c) any transaction from which the director derives an improper personal benefit. For purposes of this Article, the term "director" includes a person who serves on the board or committee of the Club in an advisory capacity.

**ARTICLE 11  
INCORPORATOR**

The name and address of the incorporator is as follows:

Name

Address

Glenn A. Gerena

Greenberg Traurig, P.A.  
5100 Town Center Circle, Suite 400  
Boca Raton, FL 33486

**ARTICLE 12  
INDEMNIFICATION**

To the fullest extent authorized under Florida Statutes § 617.0831, or any successor statute, the Club shall indemnify and hold harmless each person who shall serve at any time hereafter as a member of the Board of Directors or an officer of the Club or TwinEagles Transition LLC, which provided services to the Club and its members related to the Club's acquisition of the Club facilities and the transition of the prior club to management by the Club's members, 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 member of the Board of Directors or an officer of the Club or TwinEagles Transition LLC, or by reason of any action alleged to have been taken or omitted by him or her as such a member of the Board of Directors or an officer of the Club or TwinEagles Transition LLC, 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; and if allowed by applicable statute, the Club may advance to any such person funds to pay expenses for all legal and other expenses reasonably incurred by him or her in defending any such claim upon receipt of an undertaking to repay such amount unless it is determined that such person was entitled to indemnification hereunder; 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.

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### ARTICLE 13 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 memberships as last established by the Board of Directors.

### ARTICLE 14 AMENDMENTS

These Articles may be altered, amended, or repealed or new Articles may be adopted, only by: (a) a majority vote of all of the members of the Board of Directors, and (b) a majority of the votes cast by the equity members in person or by proxy at any duly called annual or special meeting of the members of the Club at which a quorum of the equity members is present either in person or by proxy. The proposed amendment must be set forth in the notice of the meeting. The Bylaws contain additional provisions in this regard.


### ARTICLE 15 TRANSFER OF MEMBERSHIP

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

### ARTICLE 16 INITIAL REGISTERED AGENT FOR SERVICE OF PROCESS

The registered agent for the Club and the registered office for the Club at that address are the following: Ronald Filler, 12449 Lockford Lane, Naples, FL 34120.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document of the Department of State constitutes third degree felony as provided for in § 817.155, F.S.

  
Glenn A. Gerena  
Date: June 22, 2018

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TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST - THAT THE TWINEAGLES CLUB, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE  
OF BUSINESS AT 12449 LOCKFORD LANE, NAPLES, FLORIDA 34120.

SECOND - RONALD FILLER, LOCATED AT 12449 LOCKFORD LANE, NAPLES,  
FLORIDA 34120 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Glenn A. Geronzi  
Glenn A. Geronzi, as Incorporator

DATE: June 22, 2018

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN  
THIS CERTIFICATE, I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS  
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

SIGNATURE: Ronald Filler  
Ronald Filler, as Registered Agent

DATE: June 13, 2018

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