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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Bradenton CC, Inc.**

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## ARTICLES OF INCORPORATION

OF

**BRADENTON CC, INC.**

A Not-for-Profit Corporation

The undersigned, for the purpose of creating a corporation, not for profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended, hereby adopts the following Articles of Incorporation:

### ARTICLE I NAME AND ADDRESS

The name of this corporation shall be **BRADENTON CC, INC.** (the "Corporation"). The physical address of the Corporation's principal office and mailing address shall be at 4646 9th Ave W, Bradenton, FL 34209.

### ARTICLE II OBJECTIVES AND PURPOSES

A. The Corporation is organized for the exclusive purposes of owning and operating a social and recreation club and other non-profitable purposes for which corporations may be organized under the Florida Not-For-Profit Corporation Act and which the Board of Directors may deem to be in the best interests of the Corporation.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

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D. The Corporation shall have all the powers conferred upon a corporation under the provisions of the Florida Not-For-Profit Corporation Act, F.S.A. § 617.0302 et seq., and any enlargement of such powers conferred by subsequent legislative acts, and shall have all powers necessary, proper, convenient, or desirable in order to fulfill and further the purposes of the Corporation.

### **ARTICLE III** **TERM OF EXISTENCE**

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Corporation shall have perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its Board of Directors as provided in the Bylaws of this Corporation.

### **ARTICLE IV** **MEMBERS**

The Corporation shall have classes of members as provided in the Bylaws of this Corporation.

### **ARTICLE V** **BOARD OF DIRECTORS OF THE CORPORATION**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of the Corporation. The Corporation shall have at least five (5) directors, but no more than fifteen (15) directors. The Board of Directors shall be appointed in accordance with the provisions of the Bylaws of the Corporation. The Board of Directors shall be authorized to fill any vacancy by reason of death, resignation, or termination in accordance with the provisions of the Bylaws of the Corporation.

Subsequent to the merger with Bradenton Country Club, Inc., a Florida corporation, the Board of Directors of the Corporation shall be the Board of Directors of Bradenton Country Club, Inc., a Florida corporation, at the time of the merger.

### **ARTICLE VI** **AMENDMENTS TO THE ARTICLES OF INCORPORATION**

These Articles of Incorporation can be amended by the Board of Directors at the regular annual meeting or at a special meeting called for that purpose or at a special meeting of the Board called for that purpose. Such action shall be effective upon filing same with the Secretary of State of the State of Florida, or as otherwise provided by law.

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**ARTICLE VII**  
**INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Every person who is or has been a Director or Officer of this Corporation shall be indemnified and held harmless by the Corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him/her in connection with or arising out of any claim, action, suit or proceeding in which he/she may be involved by reason of his/her's being or having been a Director or Officer of this Corporation whether or not he/she continues to be a Director or Officer of this Corporation at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, attorney fees and amounts of judgments against and amounts paid to the Corporation itself. However, no such Director or Officer shall be so indemnified with respect to, any matter as to which such Director or Officer shall be finally adjudged to be liable for actual misconduct in the performance of his/her's duties as a Director or Officer. The Corporation may settle any litigation against a Director or Officer if the costs of such settlement will not substantially exceed the estimated costs of defending such claim, action, suit or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such Director or Officer may be entitled as a matter of law.

**ARTICLE VIII**  
**DISSOLUTION**

Upon the dissolution of the Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed as determined by the Board of Directors in compliance with the provisions of Section 501(c)(7) of the Internal Revenue Code of the United States of America or acts amendatory thereof or supplementary thereto.


**ARTICLE IX**  
**INITIAL REGISTERED OFFICE AGENT**

The street address of the initial registered agent of the Corporation 4649 9th Ave. W. Bradenton, Florida 34209, and the name of the initial registered agent of the Corporation is J. Vaughan Curtis.

**ARTICLE X**  
**INCORPORATOR**

The name and street address of the incorporator of the Corporation is as follows: J. Vaughan Curtis located at 4649 9th Ave. W. Bradenton, Florida 34209.

IN WITNESS WHEREOF, witness our hands this 12<sup>th</sup> day of December, 2018.

  
J. Vaughan Curtis, incorporator

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*Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Florida Statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.*

  
J. Vaughan Curtis

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