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2019 DEC 11 AM 8:28
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COVER LETTER

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

SUBJECT: Signature X⁴⁷ Series 1 Boating Club, 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: Giesen Kenny, AA.
Name (Printed or typed)

Suite 200 - 1200 N. Federal Highway
Address

Boca Raton, Florida 33432
City, State & Zip

561-210-8476
Daytime Telephone number

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

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

**ARTICLES OF INCORPORATION OF
SIGNATURE X47 SERIES 1 BOATING CLUB, INC.
A Florida Corporation Not for Profit Under Chapter 617, F.S.**

ARTICLE I

The name of the Corporation shall be "Signature x47 Series 1 Boating Club, Inc." (hereinafter referred to as the "Club").

ARTICLE II

The principal office of the Club shall be located in the State of Florida, County of Orange at 9350 Conroy Windermere Road, Windermere, Florida 34786.

ARTICLE III

The period of duration of the Club is perpetual.

ARTICLE IV

The specific purpose and the character of business of the Club is to own and operate a private boating club exclusively for the pleasure and recreation of its members, their families and their guests, as well as other designated users per the Bylaws. The Club is organized exclusively for pleasure, recreation and other non-profitable purposes. The Club 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 V

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

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ARTICLE VI

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 and related documents referred to therein.

ARTICLE VII

Members of the Club will have such voting rights as are provided in the Bylaws of the Club and pursuant to Florida law.

ARTICLE VIII

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

ARTICLE IX

The Club shall have three initial members of the Board of Directors. The number of directors from time to time and the method for electing directors shall be provided for in the Bylaws. The names and addresses of the initial directors of this Club are:

<u>Name</u>	<u>Address</u>
Stephanie Batista	9350 Conroy Windermere Road Windermere, Florida 34786
Donya Myrick	9350 Conroy Windermere Road Windermere, Florida 34786
Douglas McMahon	9350 Conroy Windermere Road Windermere, Florida 34786

ARTICLE X

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 intentioned misconduct or a knowing violation of law; or (c) any transaction from which the director derives an improper personal benefit

ARTICLE XI

To the fullest extent authorized under the applicable Florida law, 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 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 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, 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.

ARTICLE XII

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 XIII

The name and address of the incorporator is as follows:

Name

Address

Robert P. Giesen

Giesen Kenny, P.A.
1200 N. Federal Highway
Suite 200
Boca Raton, Florida 33432

ARTICLE XIV

The Club may be dissolved only if such dissolution is approved by Equity Members (referred to in the Bylaws) holding and representing fifty-one percent (51%) of the votes eligible to be cast at a meeting of the Equity Members of the Club and the written consent of the Special Corporate Member.

If on the winding up or dissolution of the Club, other than incident to a merger or consolidation, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to or distributed among the Equity Members in equal shares.

ARTICLE XV

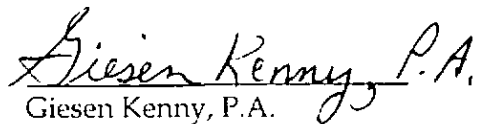
These Articles of Incorporation may be altered, amended, restated or repealed by a majority vote of the Board of Directors, together with the written consent of the Special Corporate Member (referred to in the Bylaws).

ARTICLE XVI

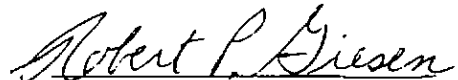
The registered agent for the Club and the street address of the registered agent are:

Giesen Kenny, P.A.
1200 N. Federal Highway
Suite 200
Boca Raton, Florida 33432

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated above, we are familiar with and accept the appointment as registered agent and agree to act in this capacity.


Giesen Kenny, P.A.

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation this 10th day December, 2019 and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


Robert P. Giesen, Incorporator