

11/17/2020

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FLORIDA PROFIT/NON PROFIT CORPORATION
The Club at River Wilderness, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
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**ARTICLES OF INCORPORATION OF
THE CLUB AT RIVER WILDERNESS, INC.**

(A Florida Not-For-Profit Corporation)
November 17, 2020

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation shall be "THE CLUB AT RIVER WILDERNESS, INC." (hereinafter referred to as the "Club"). Its principal office shall be at 2250 Wilderness Blvd. West, Parrish, FL 34219, or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE II
DURATION**

The period of duration of the Club is perpetual.

**ARTICLE III
PURPOSE AND POWERS**

The sole purpose of the Club is to operate a private member-owned golf, tennis, swimming, and social club for the pleasure and recreation of its members, their families and their guests. 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 IV
BOARD OF DIRECTORS**

The Board of Directors shall have such number and terms as specified in the Bylaws. The Board of Directors of the Club shall be appointed or elected as provided in the Bylaws of the Club ("Bylaws"). The initial directors shall be:

Name	Address
Gino Sedillo	714 Manatee Avenue E. Suite A., Bradenton, FL 34208
Shay Hawkinberry	7515 27th Avenue W., Bradenton, FL 34209
Kristina Bacheva	130 Riviera Dunes Way, PH-201, Palmetto, FL 34221

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**ARTICLE V
BYLAWS**

The first Bylaws shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws.

**ARTICLE VI
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 or officer, 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 VII
REGISTERED OFFICE AND AGENT**

The registered office for the Club and the registered agent for the Club at that address are the following: Michelle F. Tanzer, 1905 NW Corporate Blvd., Suite 310, Boca Raton, FL 33431.

**ARTICLE VIII
CAPITAL STOCK**

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

**ARTICLE IX
QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by Bylaws.

**ARTICLE X
VOTING RIGHTS**

Members of the Club will have such voting rights as are provided in the Bylaws.

**ARTICLE XI
LIABILITY FOR DEBTS**

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

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**ARTICLE XII
INDEMNIFICATION**

The Club 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 Club, or by reason of any action alleged to have been taken or omitted by him or her as such director or officer, 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 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 XIII
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 its members in proportion to the value of their membership in the Club as last fixed by the Board of Directors.

**ARTICLE XIV
TRANSFER OF MEMBERSHIP**

Membership in the Club is not transferable except in the limited circumstances provided 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 Bylaws.

**ARTICLE XV
AMENDMENT**

These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

**ARTICLE XVI
INCORPORATOR**

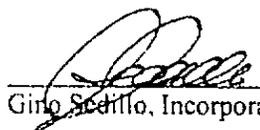
The name and address of the incorporator of the Club is as follows:

<u>Name</u>	<u>Address</u>
Gino Sedillo	714 Manatee Avenue E. Suite A Bradenton, FL 34208

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IN WITNESS WHEREOF, I have hereunder set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 17th day of November, 2020. I submit this document 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.

ATTEST:



Gino Scifino, Incorporator

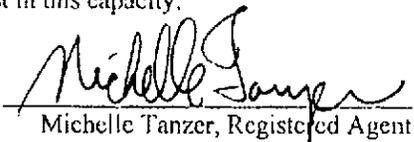
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHIOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

The Club, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the State of Florida, has named Michelle F. Tanzer, located at 1905 NW Corporate Blvd., Suite 310, Boca Raton, FL 33431, as its statutory registered agent.

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.


Michelle Tanzer, Registered Agent

Dated this 17th day of November, 2020

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AFFIDAVIT

The undersigned being first duly sworn, deposes and says that:

1. THE CLUB AT RIVER WILDERNESS, INC., a Florida not for profit corporation (the "New Company"), is filing its Articles of Incorporation with the Florida Division of Corporations herewith;
2. THE CLUB AT RIVER WILDERNESS LLC, a Florida limited liability company (Document No. L20000259848) (the "Existing Company"), hereby states that it grants its consent and permission to the New Company to use the name "THE CLUB AT RIVER WILDERNESS, INC.";
3. The New Company and the Existing Company are related entities; and
4. The undersigned is the Manager of the Existing Company.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief on November 16, 2020.

EXISTING COMPANY:

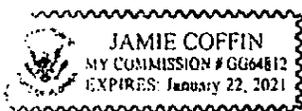
THE CLUB AT RIVER WILDERNESS
LLC,
a Florida limited liability company
(Document No. L20000259848)

By: [Signature]
Gino Sedillo, Manager

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FILED

The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this 16th day of November, 2020, by Gino Sedillo, who is personally known to me or who produced _____ as identification.



[Signature]
Notary Public
Print Name: Jamie Coffin
My commission expires: 01/22/2021