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FLORIDA PROFIT/NON PROFIT CORPORATION

Old Collier Members Club, Inc.

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**ARTICLES OF INCORPORATION OF
OLD COLLIER MEMBERS CLUB, INC.
A Not-For-Profit Corporation**

**ARTICLE 1
NAME**

The name of the Corporation shall be "Old Collier Members Club, Inc." (hereinafter referred to as the "Club"), doing business as The Old Collier Golf Club. Its principal office shall be at 790 Main House Dr, Naples, FL 34110, 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 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 three members of the Board of Directors. The names and addresses of the initial directors of the Club are:

<u>Name</u>	<u>Address</u>
Ned Lautenbach	790 Main House Dr, Naples, FL 34110
Robert Clifford	790 Main House Dr, Naples, FL 34110
Scott Lutgert	790 Main House Dr, Naples, FL 34110

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

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.

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ARTICLE 11 INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address

Glenn A. Gerena

Greenberg Traurig, P.A.
401 East Las Olas Boulevard, Suite 2000
Fort Lauderdale, FL 33301

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 Old Collier Golf Club 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 Old Collier Golf Club 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 Old Collier Golf Club 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.

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 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

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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:

Name: C T Corporation System
Address: 1200 South Pine Island Road,
Plantation, FL 33324

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: July 27, 2021

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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 OLD COLLIER MEMBERS CLUB, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS AT 790 MAIN HOUSE DR, NAPLES, FL 34110.

SECOND – Registered Agent, Registered Office and Registered Agent's Signature:

The Registered Agent and Registered Office for service of process is as follows:

Name: C T Corporation System
Address: 1200 South Pine Island Road,
Plantation, FL 33324

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

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

DATE: July 27, 2021

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: Kathryn A. Widdoes
C T Corporation System, as Registered Agent

Name: Kathryn A. Widdoes

Title: Asst. Secretary

DATE: July 27, 2021

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