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**CORAL CREEK CLUB MEMBER ACQUISITION CORP.
AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

Coral Creek Club Member Acquisition Corp., a nonstock corporation organized and existing under the Florida Not For Profit Corporation Act (Section 617 of the Florida Statutes), hereby adopts the following Amended and Restated Articles of Incorporation, which supersede and take the place of its existing Articles of Incorporation and any and all amendments thereto.

**ARTICLE I
NAME**

The name of the Corporation shall be:

CORAL CREEK CLUB MEMBER ACQUISITION CORP.

(hereinafter the "Corporation").

**ARTICLE II
PURPOSES**

The Corporation is organized and shall at all times be operated for pleasure, recreation, and other nonprofit purposes under Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Code") and to invest in, receive, hold, use, and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

Specifically, the purpose of the Corporation is to own and operate a golf club for the recreation, pleasure and benefit of its members, guests and others permitted to use the facilities owned and operated by the golf club.

**ARTICLE III
POWERS**

The Corporation shall have all powers conferred upon nonstock corporations organized under Section 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(7) of the Code.

**ARTICLE IV
MEMBERS**

The Corporation shall have members. Membership provisions (including designation of classes, if any, and the method of acceptance of members of each such class) shall be set forth in the Bylaws. The right of members, or any class or classes of members, if any, to vote, may be limited, enlarged or denied to the extent specified in the Bylaws.

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**ARTICLE V
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be not less than three (3); thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws, but the number of Directors shall not be less than three (3).

**ARTICLE VI
INDEMNIFICATION**

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the Florida Not For Profit Corporation Act and other applicable law as it presently exists or may hereafter be amended, any person (a "**Covered Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "**Proceeding**"), by reason of the fact that they, or a person for whom they are the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VI shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

**ARTICLE VII
DISSOLUTION AND LIQUIDATION**

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, the net assets of the Corporation shall be distributed as follows:

- (i) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor.
- (ii) Remaining assets shall be distributed to the Equity Members (as defined in the Corporation's bylaws) pro rata after payment of all applicable preferences.

**ARTICLE VIII
AMENDMENT**

These Articles may be amended in the manner now or hereafter provided in the Corporation's Bylaws. Amendments to these Articles require the approval of a majority of Equity Members (as defined in the Corporation's Bylaws) eligible to vote.

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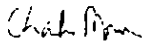
**ARTICLE IX
MISCELLANEOUS**

9.1 The street address of the Corporation’s registered office in the County of Broward is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the Corporation’s initial registered agent at that office is C T Corporation System.

9.2 The street address in Florida of the Corporation’s initial principal office is c/o Gulf to Bay Sotheby’s, 336 Park Avenue, Boca Grande, Florida 33921 and the mailing address in Florida of the initial principal office of the Corporation is c/o Gulf to Bay Sotheby’s, P.O. Box 812, 336 Park Avenue, Boca Grande, Florida 33921.

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

IN WITNESS WHEREOF, the undersigned President has executed these Articles of Incorporation, this 25th day of July, 2022.

DocuSigned by:

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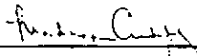
Charlie Morrison
President

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ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent for CORAL CREEK CLUB MEMBER ACQUISITION CORP., at the place designated hereinabove, I hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

C T CORPORATION SYSTEM

By: 
Name: Madonna Cuddy
Title: Assistant Secretary

Date: July 25, 2022

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
CERTIFICATE OF ADOPTION**

The undersigned hereby certifies this restatement contains amendments which required the approval of the Corporation's Board of Directors. The Corporation does not have any members. As such, this restatement does not contain amendments which require the approval of any members. These Amended and Restated Articles of Incorporation were adopted by the Board of Directors in accordance with the Florida Statutes.

IN WITNESS WHEREOF, I have hereunto set my hand as of July 25, 2022.

CORAL CREEK CLUB MEMBER ACQUISITION CORP.

DocuSigned by:

80A56FAA775048C

Charlie Morrison
President