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FLORIDA PROFIT/NON PROFIT CORPORATION

Harbor Club, Inc.

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**ARTICLES OF INCORPORATION OF
HARBOR CLUB, INC.
A Not-For-Profit Corporation**

**ARTICLE 1
NAME**

The name of the Corporation shall be "Harbor Club, Inc." (hereinafter the "Club"). Its principal office shall be at 105 NE First Street, Delray Beach, FL 33444, or at such other place as may be designated, from time to time, by the Board of Directors.

For clarity, capitalized terms used but not defined herein shall have the meaning given to such terms in the Bylaws of the Club, as they may be amended, supplemented or restated from time to time (hereinafter the "Bylaws").

**ARTICLE 2
DURATION**

The period of duration of the Club is perpetual.

**ARTICLE 3
PURPOSE AND POWERS**

The Club is a not-for-profit corporation organized under the not-for-profit corporation law. 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 private health and fitness, spa and sports club exclusively 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 4
PROHIBITION AGAINST DISTRIBUTION OF INCOME**

The Club is one which does not permit pecuniary gain or profit. After the date of the transfer of the management and control of the Club to the Members, no part of any net earnings shall inure to the benefit of any Member, director, officer, or other private individual and, as

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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.

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 Bylaws.

ARTICLE 7 VOTING RIGHTS

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

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 initially have three (3) members of the Board of Directors. The names and addresses of the initial directors of the Club are:

<u>Name</u>	<u>Address</u>
Robert Vail	105 NE First Street, Delray Beach, FL 33444
Brian VanSlyke	105 NE First Street, Delray Beach, FL 33444
John Harper	105 NE First Street, Delray Beach, FL 33444

Until the date of the transfer of management and control of the Club to the Members, as designated in the Bylaws, KT Sarasota Club LLC, a Florida limited liability company (the "Company") or any assignee of the Company will designate the members of the Board of Directors. Thereafter, the Members will be entitled to elect the members of the Board of Directors as provided in the Bylaws.

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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 trustee and a person who serves on the board or council of the Club in an advisory capacity.

ARTICLE 11 INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address

Robert Vail

105 NE First Street, Delray Beach, FL 33444

ARTICLE 12 INDEMNIFICATION

To the fullest extent authorized under the Florida Statutes Section 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 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 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 a court having jurisdiction, among the holders of the Equity Memberships in proportion to the

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value of the memberships as last established. For purposes of dissolution, the Company shall be deemed to be the holder of the Equity Memberships which the Company has never issued, and the Equity Memberships which the Company has repurchased from the Club, if any.

ARTICLE 14 AMENDMENTS

Prior to the Turnover Date, these Articles may be altered or amended by the Board of Directors, at any regular or special meeting of the Board of Directors, as long as the amendment or alteration is not materially adverse to the rights of the Members. Any amendment which is materially adverse to the rights of Equity Members must be approved by the Equity Members representing a majority of the total votes which may be cast by the Equity Members, in accordance with the Bylaws.

After the Turnover Date, 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 the votes cast by the eligible Equity Members in person, electronically or by proxy at any duly called annual or special meeting of the Members at which a quorum of the Equity Members is present in person, electronically or by proxy. The proposed amendment must be set forth in the notice of the meeting. The Bylaws contain additional provisions in this regard.

Further, after the Turnover Date and until the sale of all of the Equity Memberships and the initial sale by the Company of all the residential units now or hereafter included within the Community, none of the Bylaws, the Club's Membership Plan or the exhibits thereto may be changed without the Company's written consent, which consent may be withheld by the Company for any reason whatsoever.

ARTICLE 15 TRANSFER OF MEMBERSHIP

A membership may be transferred only through the Club in accordance with the procedure set forth in the Membership Plan and 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: Corporation Service Company located at 1201 Hays Street, Tallahassee, FL 32301.

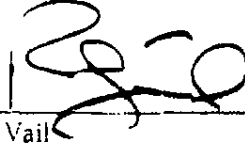
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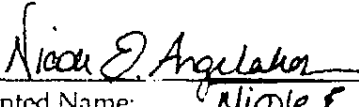
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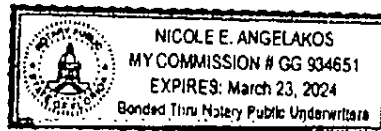
IN WITNESS WHEREOF, I have hereunder set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 15th day of September, 2023


Robert Vail

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 15 day of September, 2023 by Robert Vail, who is ✓ personally known to me or _____ who has produced _____ as identification.


Printed Name: Nicole E. Angelakos
NOTARY PUBLIC
State of Florida
My Commission Expires: 3/23/24



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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 HARBOR CLUB, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT 105 NE FIRST STREET, DELRAY BEACH, FL 33444.

SECOND -- CORPORATION SERVICE COMPANY, LOCATED AT 1201 HAYS
STREET, TALLAHASSEE, FL 32301, IS DESIGNATED AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

SIGNATURE: _____

Robert Vail, as Incorporator

DATE: _____

9/15/23

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

Corporation Service Company

By: Alexandra SoukerasName: Alexandra SoukerasTitle: Assistant SecretaryDate: 09/15/2023CLERK OF STATE
TALLAHASSEE, FL

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