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FLORIDA PROFIT/NON PROFIT CORPORATION**Calusa Country Club, Inc.**

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CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF MANATEE
FLORIDA

ARTICLES OF INCORPORATION
OF
CALUSA COUNTRY CLUB, INC.

(A Florida Corporation Not for Profit)

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation hereby proposes the incorporation under Chapters 617 and 720, *Florida Statutes*, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

ARTICLE I. NAME AND LOCATION

The name of the corporation is Calusa Country Club, Inc., sometimes hereinafter referred to as the "Golf Club." The initial principal office of the corporation is located at 10481 Six Mile Cypress Parkway, Fort Myers, FL 33966.

ARTICLE II. PURPOSES

This Golf Club will not permit pecuniary gain or profit nor distribution of its income to its members, officers or Directors. It is a corporation not for profit organized on a non stock basis for the purpose of providing an owners association. For the accomplishment of its purpose, the Golf Club shall have all of the common law and statutory powers and duties of a corporation not for profit, except as limited or modified by these Articles and the Declaration for Calusa Country Club – Golf as shall be recorded in the public records of Manatee County, Florida, and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood subject to the said recorded Declaration, as It may from time to time be amended. Including but not limited to the power to:

(a) Fix, levy, collect and enforce payment by any lawful means all charges or assessments levied pursuant to the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Golf Club, including all license fees, taxes or governmental charges.

(b) Enforce any and all covenants, conditions, restrictions and agreements applicable to the residential neighborhood known as the Calusa Country Club, Inc.

(c) Acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Golf Club.

(d) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security.

(e) Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members.

(f) Purchase policies of insurance upon the Properties and use the proceeds from such policies to effectuate its purposes.

(g) Participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes, or to annex additional property and common areas, provided that merger, consolidation or annexation shall have the Consent of at least two-thirds (2/3rd) of the voting interests of the Golf Club.

(h) Establish Rules and Regulations in accordance with the Golf Club Documents.

(i) Sue and be sued.

(j) Exercise any and all powers, rights and privileges which a homeowners association organized under Chapter 720, Florida Statutes, may now or hereafter have or exercise; subject always to the Declaration as amended from time to time.

(k) Contract for services necessary to operate and maintain the Common Areas and improvements located thereon.

(l) To be the responsible entity to operate and maintain the Surface Water Management System as permitted by the South Florida Water Management District, including but not limited to, all lakes, retention areas, culverts and related appurtenances.

ARTICLE III. MEMBERSHIP AND VOTING RIGHTS

Membership and voting rights shall be as set forth in the By-Laws of the Golf Club.

ARTICLE IV. TERM OF EXISTENCE

The Golf Club shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The Golf Club shall have perpetual existence. Notwithstanding anything in the foregoing to the contrary, the Golf Club may be terminated in accordance with the Golf Declaration and the By-Laws, subject however to any required prior governmental approval, and provided that upon such termination proper written consent must be duly recorded in the public records of Manatee County, Florida. In the event of dissolution, the assets owned by the Golf Club, including without limitation, the control and right of access to all surface water management system facilities, shall be conveyed or dedicated to an appropriate agency of local government, and if such agency refuses to accept such assets, then such assets shall be transferred to a non-profit corporation similar to the Golf Club.

ARTICLE V. INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is the following:

Robert S. Freedman
Carlton Fields, P.A.
4221 W. Boy Scout Blvd., Suite 1000
Tampa, FL 33607

ARTICLE VI. MANAGEMENT

(a) The affairs of the Golf Club will be administered by a board of directors consisting of the number of Directors set in the By-Laws, but never less than three (3), and in the absence of a By-Laws provision shall consist of three (3) Directors,

(b) Directors of the Golf Club shall be elected by the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

(c) The business of the Golf Club shall be conducted by the officers designated in the By-Laws. The officers shall be elected by the Board at its first meeting after the annual meeting of the members and shall serve at the pleasure of the Board.

ARTICLE VII. INITIAL OFFICERS

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the By-Laws are the following:

Matthew Koratich - President
Gregory Roughgarden - Vice President
David Negip - Secretary/Treasurer

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board shall be three (3) and the names and addresses of the members of such current Board, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the By-Laws, are the following:

Matthew Koratich	10481 Six Mile Cypress Parkway Ft. Myers Florida 33966
Gregory Roughgarden	10481 Six Mile Cypress Parkway Ft. Myers Florida 33966
David Negip	10481 Six Mile Cypress Parkway Ft. Myers Florida 33966

ARTICLE IX. BY-LAWS

The By-Laws of the Golf Club may be altered, amended or rescinded in the manner provided therein.

ARTICLE X. AMENDMENTS

Prior to Transfer of Control, amendments to these Articles shall be approved and adopted by (1) Club Owner or (2) the Board of Directors, without any requirement or necessity for a vote of the Golf Club membership or for consent by any party, except as may be otherwise specifically required herein or by applicable law.

Subsequent to Transfer of Control, amendments to these Articles shall be proposed and adopted in the following manner:

(a) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition to the Board signed by at least one-fourth (1/4) of the voting interests.

(b) Procedure. A proposed amendment must be submitted to a vote of the members not later than the next annual meeting for which proper notice can still be given.

(c) Vote Required. Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved at any annual or special meeting called for the purpose by at least a majority of the voting interests of the Golf Club, or if it is approved in writing by a majority of the voting interests without a meeting, as authorized in these By-Laws, provided that notice of any proposed amendment must be given to the members of the Golf Club, and the notice must contain the full text of the proposed amendment,

(d) Effective Date. An amendment becomes effective upon filing with the Secretary of State and retarding a certified copy in the public records of the County, with the same formalities as are required in the Declaration for recording amendments to the Declaration.

ARTICLE XI. INDEMNIFICATION

To the fullest extent permitted by Florida law, the Golf Club shall indemnify and hold harmless every Director and every officer of the Golf Club against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Golf Club. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(a) Willful misconduct or a conscious disregard for the best interests of the Golf Club, in a proceeding by or in the right of the Golf Club to procure judgment in its favor.

(b) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe it was lawful.

(c) A transaction from which the Director or officer derived or sought to derive an improper personal benefit.

(d) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Golf Club or a member.

(e) Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Golf Club.

In the event of a settlement, there is no right to indemnification unless a majority of the disinterested Directors approve such settlement as being in the best interest of the Golf Club. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a Director or officer may be entitled.

ARTICLE XII. REGISTERED OFFICE AND AGENT

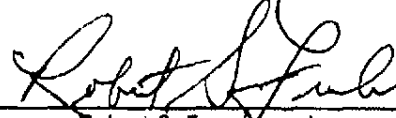
Pursuant to Section 48.091 and Section 607.0501, *Florida Statutes*, the name and address of the Initial Registered Agent for service of process upon the Golf Club is:

CF Registered Agent, Inc.
100 S. Ashley Drive, Suite 400
Tampa, Florida 33602

The preceding address is also the address of the registered office of the Golf Club.

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2024 FEB -6 PM 12:51
TAMPA
FLORIDA

Dated this 6th day of February, 2024.



Robert S. Freedman, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, by means of ☒ physical presence or ☐ online notarization this 6th day of February, 2024, by Robert S. Freedman, being known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to me that he executed the same as his free act and deed for the uses and purposes therein set forth. He is personally known to me.

My Commission Expires: 2/7/2025
(AFFIX NOTARY SEAL)



(Signature)

Name Melisa Rivera Zambrana
(Legibly Printed)

Notary Public, State of Florida

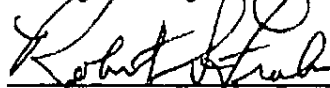
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(Commission Number, if any)

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for Calusa Country Club, Inc., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

CF Registered Agent, Inc.



By: Robert S. Freedman

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STATE OF FLORIDA
HILLSBOROUGH COUNTY