

N 28117

Capitol Services, Inc.
1406 Hays St., Suite 2
Tallahassee, FL 32301 (850) 878-4734
Kathi or Brent

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02 FEB 20 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. Sunnier ~~Lodge~~ Palms Members' Lodge, Inc. N 28117
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in
- Pick up time 2/20
- Certified Copy
- Mail Out
- Will wait
- Photocopy Stamped
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

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DIVISION OF CORPORATION

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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-02/20/02--01056--007
*****35.00 *****35.00

Examiner's Initials

Hatch



Resubmit

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 20, 2002

Please back late

CAPITOL SERVICES, INC.
TALLAHASSEE, FL
SUBJECT: SUNNIER PALMS MEMBERS' LODGE, INC.
Ref. Number: N28117

RECEIVED
02 MAR -6 AM 11:04
DIVISION OF CORPORATE
TALLAHASSEE

We have received your document for SUNNIER PALMS MEMBERS' LODGE, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

There is no provision in chapter 617, Florida Statutes, for an incorporator to amend a nonprofit corporation --

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 702A00010508

**RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
SUNNIER PALMS MEMBERS' LODGE, INC.**

The undersigned by these Restated And Amended Articles of Incorporation effective and adopted on January 20, 2002, by the required vote of the Members and Directors of Sunnier Palms Members' Lodge, Inc., a corporation not for profit, do hereby associate themselves for the purpose of restating and amending the Articles of Incorporation of Sunnier Palms Members' lodge, Inc., a corporation not for profit, pursuant to the provisions of Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be **SUNNIER PALMS MEMBERS' LODGE, INC.** For convenience, the corporation will be referred to in this instrument as the Corporation. The place of business shall be 8800 Okeechobee Road, Ft. Pierce, Florida 34945, or at such other place as may be set forth in the Bylaws.

**ARTICLE II
EXISTENCE AND DURATION**

Existence of the Corporation shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Corporation shall exist in perpetuity.

**ARTICLE III
PURPOSES**

The purposes for which the Corporation is organized are for any lawful purpose allowed under the laws of the State of Florida for a not-for-profit corporation including, but not limited to, the power to own, sell, lease, mortgage, manage, and develop real property in order to provide recreational and athletic facilities for its members, their families, and their guests, as well as a residential community for the benefit of its Residential General Members in order to provide a community for nudists who wish to live in harmony with nature and one another.

The Corporation shall endeavor to promote equality and the practice of peaceful personal, interpersonal, and political relationships, encourage friendship and democracy, respect and preserve the natural environment for the use of all species, now and in the future, and foster continuing development of cooperative community values as viable economic and social alternatives.

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TALLAHASSEE, FLORIDA**

The Corporation shall also have the power to provide a forum for health, nature, and nutritional education, to encourage sound ecological practices, to support local and small scale farming, and to promote social naturism/nudism, recognizing that we are all more similar than different.

ARTICLE IV MEMBERSHIP QUALIFICATION

The qualifications for Members, the manner of their admission, the classes of members and the rights of each class of members are as set forth in the Bylaws.

ARTICLE V DIRECTORS

The number and qualifications of Directors of the Corporation are as set forth in the Bylaws. Initially there are seven (7) directors , and the names and addresses of the present Directors will serve until their successors are elected.

ARTICLE VI OFFICERS

The affairs of the Corporation shall be administered by the officers designated in the Bylaws of the Corporation. The qualification, election, and terms of officers shall be as set forth in the Bylaws. The names and addresses of the officers, who will serve until their successors are designated, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
William E Crouthers	8800 Okeechobee Road Ft. Pierce, Fl 34945	President
Maynard DeJong	8800 Okeechobee Road Ft. Pierce, Fl 34945	Vice President
Herbert Wells	8800 Okeechobee Road Ft. Pierce, Fl 34945	Secretary/Treasurer

ARTICLE VII NOT-FOR-PROFIT ORGANIZATION

This Corporation is organized under a non-stock basis and shall at all times be operated as a not for profit organization and shall at all times conduct its finances in the manner of a not for profit corporation under the laws of the State of Florida.

ARTICLE VIII
DISSOLUTION

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed pursuant to the requirements of § 617.1406(3) *Fla. Stat.* (2001) as may be amended or its successor statute.

ARTICLE IX
AMENDMENT OF BY-LAWS AND ARTICLES

The Bylaws of the Corporation are hereby adopted and shall be amended as set forth in the Bylaws.

The Articles of Incorporation of the Corporation may be amended by either (i) a two thirds vote of the voting members at a meeting where a quorum is present, either in person or by proxy, or (ii) by a unanimous vote of the Corporation's Board of Directors..

ARTICLE X
INCORPORATORS

The name and address of the incorporator is:

Name:

Address:

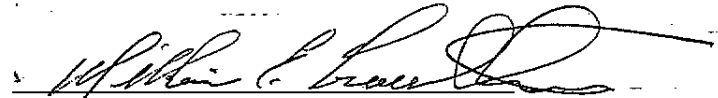
T.A. Wyner, President

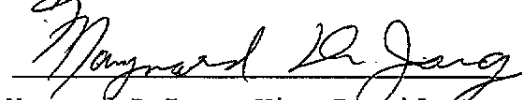
14125 North Road
Loxahatchee, FL 33470

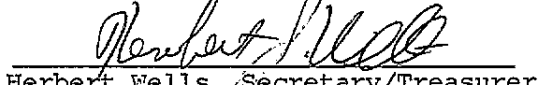
ARTICLE X
DESIGNATION OF INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 8800 Okeechobee Road, Ft. Pierce, Fl 34945, and, the name of the initial registered agent of the Corporation at that address is Herbert J. Wells.

IN WITNESS WHEREOF, the undersigned ^{officers} incorporator(s) have executed these Articles of Incorporation this 18 day of FEBRUARY, 2002.


William E. Crouthers, President



Maynard DeJong, Vice President


Herbert Wells, Secretary/Treasurer

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME appeared William E Courthers to me personally known and who executed the forgoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed and who did not take an oath.

Witness my hand and official seal, this 18 day of FEBRUARY, 2002.


Notary Public, Commission # CG 892142
Expires Jan. 29, 2004
Bonded Thru
Atlantic Bonding Co., Inc.
My Commission Expires:

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME appeared Maynard DeJong to me personally known and who executed the forgoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed and who did not take an oath.


Witness my hand and official seal, this 18th day of FEBRUARY, 2002.


Notary Public, Commission # CG 892142
Expires Jan. 29, 2004
Bonded Thru
Atlantic Bonding Co., Inc.
My Commission Expires:

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME appeared Herbert Wells to me personally known and who executed the forgoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed and who did not take an oath.

Witness my hand and official seal, this 18th day of FEBRUARY, 2002.

 Eric G. Hatch
Commission # CG-882142
Expires Jan. 20, 2004
My Commission Expired Through
Atlantic Bonding Co., Inc.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent on behalf of Sunnier Palms Members' Lodge, Inc. and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent the undersigned hereby accepts the designation of registered agent



HERBERT J. WELLS

Date: February 18, 2002