

N46641

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

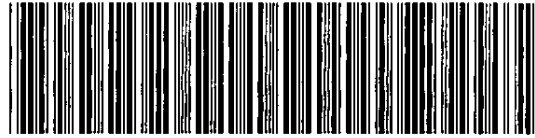
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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800130660658

*Amend*

06/25/08--01007--017 \*\$2.50

2008 JUL 24 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

*AJR  
7/24/08*

*#00789, 00690, 00707, 00671*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** GATEWAY GOLF & COUNTRY CLUB, INC.

**DOCUMENT NUMBER:** \_\_\_\_\_

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

GREG WETZEL  
(Name of Contact Person)

GATEWAY GOLF & COUNTRY CLUB, INC.  
(Firm/ Company)

11360 CHAMPIONSHIP DRIVE  
(Address)

FORT MYERS, FLORIDA 33913  
(City/ State and Zip Code)

For further information concerning this matter, please call:

GREG WETZEL at (239) 561-1036  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |  |   |   |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|--|--|---|---|

**Mailing Address**

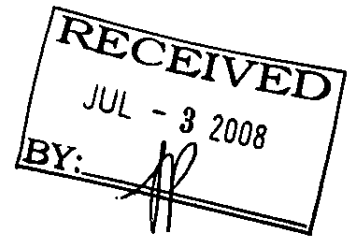
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE  
Division of Corporations



June 30, 2008

Greg Wetzel  
Gateway Golf & Country Club, Inc.  
11360 Championship Drive  
Fort Myers, FL 33913

SUBJECT: GATEWAY GOLF & COUNTRY CLUB, INC.  
Ref. Number: N46641

We have received your document for GATEWAY GOLF & COUNTRY CLUB, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6907.

Annette Ramsey  
Regulatory Specialist II

Letter Number: 608A00039045

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2008 JUL 24 AM 8:00

RECEIVED

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED

2008 JUL 24 PM 2:02

GATEWAY GOLF & COUNTRY CLUB, INC.  
(Name of corporation as currently filed with the Florida Dept. of State)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

n/a.

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article I - address change

Article V - typo - should say 'Capital'

Article VIII - Board of Governors - all changed

Article X - Agent changed from DORACH to WETZEL

Article XI - lots of changes - see complete. Articles attached.

(Attach additional pages if necessary)  
(continued)

-EXHIBIT B -  
ARTICLES OF INCORPORATION  
OF GATEWAY GOLF & COUNTRY CLUB, INC.  
*A Florida Corporation Not-For-Profit*

ARTICLE I  
Name

The name of the corporation shall be GATEWAY GOLF & COUNTRY CLUB, INC. (hereinafter referred to as the "Club"). Its principal office shall be at 11360 Championship Drive, Fort Myers, Florida 33913, or such other place as may be designated from time to time, by the Board of Governors.

ARTICLE II  
Existence and Duration

The existence of this corporation shall commence December 23, 1991, and the period of duration of the Club is perpetual.

ARTICLE III  
Purpose and Powers

The purposes of the Club are to own and operate a private club exclusively for the pleasure, amusement and recreation of its members and their guests. To carry out this purpose, 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 corporations not-for-profit, as those laws now exist or as they may hereafter provide.

ARTICLE IV  
Prohibition Against Distribution of Income

The Club is one which does not permit pecuniary gain or profit. No part of any net earnings of the Club shall inure to the benefit of any member, governor, director or officer, 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 governors and officers for all expenses reasonably incurred in performing services rendered to the Club.

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ARTICLE V  
Capital Stock

The Club shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE VI  
Qualifications of Membership

The categories of membership qualifications for membership and the manner of admission shall be regulated by the By-Laws of the Club.

ARTICLE VII  
Liability for Debts

Neither the members nor the officers or governors of the Club shall be liable for the debts of the Club.

ARTICLE VIII  
Board of Governors

The current Board of Governors consists of seven (7) persons. The governors shall be elected and/or appointed by such methods stated in the By-Laws. The names and addresses of the current members of the Board of Governors of the Club are:

<u>Name</u>	<u>Address</u>
G. Edwin Tinkle II	11180 Bent Pine Drive Fort Myers, Florida 33913
Kim Simpson	12150 Hidden Links Drive Fort Myers, Florida 33913
Vern DeWitt	10970 Mahogany Run Fort Myers, Florida 33913
Mark Scarr	12028 Hidden Links Drive Fort Myers, Florida 33913
Joseph Fricker	11122 Callaway Greens Drive Fort Myers, Florida 33913
Joseph DeMichiel	12021 Brassie Circle #202 Fort Myers, Florida 33913

Jack Pezzicara

11134 Callaway Greens Drive  
Fort Myers, Florida 33913

#### ARTICLE IX

##### Incorporator

The name and residence of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Peter Doragh	Westinghouse Gateway Communities, Inc. 11691 Gateway Boulevard Fort Myers, Florida 33913

#### ARTICLE X

##### Registered Office and Agent

The registered office for the Club and the registered agent for the Club at this address are the following: Greg Wetzel, Gateway Golf & Country Club, 11360 Championship Drive, Fort Myers, Florida 33913. The registered agent by his execution below hereby accepts appointment as registered agent as required by Section 617.0501, of the Florida Statutes.

#### ARTICLE XI

##### Fiduciary Duty of Governors & Officers


No member of the Board of Governors, elected or appointed shall owe any fiduciary duty to investigate, negotiate or otherwise act on behalf of the Equity Members of the Club; it being understood that such parties will act solely on behalf of the Club. No member of the Board of Governors or Officers shall be deemed to have derived a personal benefit in any transaction with the Club, any affiliation thereof, or in making any decision which benefits the Club, or any affiliate thereof, whether directly or indirectly.

#### ARTICLE XII

##### Indemnification

The Club shall indemnify and hold harmless each person who shall serve at any time hereafter as Governor or officer from and against any and all claims and liabilities to which such person shall become subject by reason of his and her having been, or hereafter being, a Governor or officer of the Club, or any reason of any action alleged to have been taken or omitted by him or her as such Governor or officer, and shall reimburse each action alleged to have been taken or omitted by him or her as such

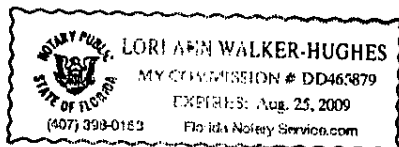
Governor or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her gross negligence or willful misconduct. This indemnity shall be construed to indemnify the members of the Board of Governors and Officers of the Club to the fullest extent permitted by Florida Law.


  
Greg Wetzel

STATE OF FLORIDA  
COUNTY OF LEE

BEFORE ME, the undersigned authority, this day personally appeared Greg Wetzel, to me well known and known to me to be the identical individual described in and who executed the foregoing Articles of Incorporation of Gateway Golf & Country Club, Inc., and he acknowledged before me that he signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Fort Myers, Florida this 12<sup>th</sup> day of June, 2008.



  
Lori Walker-Hughes  
Notary Public

My Commission Expires: DD465879  
Aug 25, 2009

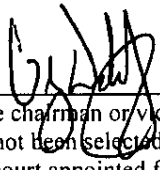
The date of adoption of the amendment(s) was: June 12, 2008

Effective date if applicable: June 12, 2008  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature

  
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

GREG WETZEL  
(Typed or printed name of person signing)

General Manager  
(Title of person signing)

FILING FEE: \$35