

N95000001088

PROM. KORN & ZEHMER

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

JACKSONVILLE, FLORIDA

PLEASE REPLY TO
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JACKSONVILLE FLORIDA 32210
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March 3, 1995

VIA FEDERAL EXPRESS

Secretary of State
Corporate Division
409 East Gaines Street
Tallahassee, Florida 32301

700001422417
-03/07/95--01051--016
***122.50 ***122.50

Attention: Incorporating Section

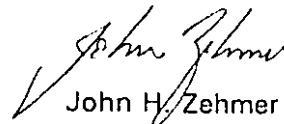
Re: Amelia Island Club, Inc.

Dear Sir or Madam:

I am enclosing herewith an original and one copy of the articles of incorporation and registered agent designation for Amelia Island Club, Inc., a not-for-profit corporation. In addition, a check for \$122.50 is enclosed which represents the following fees: \$35.00 fee to file the articles of incorporation; \$35.00 fee to file the registered agent designation; and \$52.50 for a certified copy of the foregoing.

Please file the enclosed articles and return the certified copy to the undersigned in the enclosed, self-addressed stamped envelope. Please call if there are any questions.

Sincerely yours,


John H. Zehmer

Enclosures

JHZ:val/AMELL3 3:2930-001

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**ARTICLES OF INCORPORATION
OF
AMELIA ISLAND CLUB, INC.
(A Corporation Not-For-Profit)**

The Articles of Incorporation of Amelia Island Club, Inc., a corporation not-for-profit, are hereby set forth as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be "AMELIA ISLAND CLUB, INC." (hereinafter referred to as the "Corporation"). The principal office of the Corporation shall be at 30 Marsh Creek Road, Amelia Island, Florida 32034, or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE II
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III
PURPOSE AND POWERS**

The Corporation is organized exclusively for the benefit of its members, and to serve as an organization which protects the rights of its members with respect to their use of, and insofar as such rights exist, the operation or management of a country club known as the Amelia Island Club (the "Club"), which exists for the exclusive pleasure, recreation and other nonprofitable purposes of the members, their guests and tenants. The Corporation 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 Corporation is one which does not permit pecuniary gain or profit to its members. No part of any net earnings of the Corporation shall inure to the benefit of any member, director or officer, and as such they will have no interest in or title to any of the property or assets of the Corporation except in accordance with the provisions relating to dissolution in the By-Laws.

ARTICLE V CAPITAL STOCK

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

ARTICLE VI MEMBERSHIPS

Qualifications for membership, the manner of admission and the categories of membership shall be as set forth in and regulated by the By-Laws of the Corporation.

ARTICLE VII VOTING RIGHTS

Club Memberships, as described in the By-Laws of the Corporation, shall entitle the holders to one (1) vote for each membership on all matters submitted to a vote of the members pursuant to the By-Laws of the Corporation. No other voting rights shall exist.

ARTICLE VIII TRANSFER OF MEMBERSHIP

A membership in this Corporation may be transferred only in accordance with the procedure set forth in the By-Laws of the Corporation. A member who resigns from the Club, or has been expelled from the Club, shall surrender his or her membership in the Corporation in accordance with the procedure set forth in the By-Laws of the Corporation.

ARTICLE IX LIABILITY FOR DEBTS

Neither the members nor the officers or directors of the Corporation shall be liable for the debts of the Corporation.

ARTICLE X BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of three (3) members. Thereafter, the first elected Board or Directors of the Corporation shall consist of nine (9) members, or such other number (but not less than three) as established pursuant to the By-Laws of the Corporation. All directors, except for the initial board of directors designated herein, shall be elected by the members as set forth in the By-Laws of the Corporation. The initial Board of Directors shall be composed of the following persons:

<u>Name</u>	<u>Address</u>
Hugh A. Latimer	30 Marsh Creek Road Amelia Island, Florida 32034
John Orr	51 Sea Marsh Road Amelia Island, Florida 32034
Ralph MacDonald	9 Painted Bunting Amelia Island, Florida 32034

ARTICLE XI ELIMINATION OF CERTAIN LIABILITY

(a) Any person who is or was a director or officer of the Corporation shall not be personally liable for monetary damages to any person or entity for any statement, vote, decision or failure to take action, by reason of the fact that he is or was a director or officer of the Corporation, unless (i) such director or officer breached or failed to perform his duties as a director or officer, and (ii) the director's or officer's breach of, or failure to perform, his duties constitutes:

(1) a violation of criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director or officer in any criminal proceeding for violation of the criminal law shall not estop such director or officer from establishing that he had reasonable cause to believe this his conduct was unlawful; or

(2) A transaction in which the director or officer derived an improper personal benefit, either directly or indirectly; or

(3) Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting willful or wanton disregard of human rights, safety or property.

(b) For purposes of subparagraph (3) above, the term "recklessness" means acting, or failing to act, in conscious disregard of a risk known, or so obvious that it should be known, to the director or officer, and whereby it was known, or so obvious that it should be known, to the director or officer, that it was highly probable that harm would follow from such action or omission.

ARTICLE XII INDEMNIFICATION

(a) To the extent that applicable law permits: the Corporation shall indemnify and otherwise hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director or officer of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) In addition to the indemnification provided in paragraph (a) above, such director or officer shall be entitled as a matter of right and the Corporation shall be obligated to indemnify such person to the fullest extent as is provided and allowed pursuant to the Florida Not For Profit Corporation Act, as it shall be enacted at the time such indemnification is to be made.

(c) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) or (b) of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against all expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under paragraphs (a) or (b) of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (a), or as required under the laws giving rise to a right of indemnity as set forth in paragraph (b). Such determination shall be made: (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or (3) by the members by majority vote of a quorum.

(e) Expenses (including attorneys' fees) incurred in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Corporation in

advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in paragraph (d) of this Article upon receipt of an undertaking by or on behalf of the director or officer, in a form acceptable to the Corporation, to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized by this Article. In the event that the Corporation makes an advance of expenses, the Corporation shall be subrogated to every right of recovery that the director or officer may have against any insurance carrier from whom the Corporation has purchased insurance for such purpose.

(f) The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those persons seeking indemnity or advancement of expenses may be entitled under any Bylaw, agreement, vote of members or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT

The registered office for the Corporation and the registered agent for the Corporation at that address is as follows: Hugh A. Latimer, 1000 Airport Road, Fernandina Beach, Florida 32034.

ARTICLE XIV VOTING BY MEMBERS

Except as may otherwise be provided in the By-Laws, the Board of Directors shall submit any matter subject to a vote of the members to all members by mail, and all members shall be entitled to vote thereon by mail ballot or in person at any meeting called for the consideration of such matter.

ARTICLE XV AMENDMENT TO ARTICLES OF INCORPORATION AND BY-LAWS

The members may amend the Articles of Incorporation or By-Laws of the Corporation only by: (a) approval of the specific amendment by the Board of Directors in accordance with the By-Laws of the Corporation, and (b) the vote of a majority of the votes cast by members of the Corporation entitled to vote.

ARTICLE XVI
INCORPORATOR

The name and mailing address of the incorporator is as follows: Hugh A. Latimer, 30 Marsh Creek Road, Amelia Island, Florida 32034.

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 3rd day of March, 1995.

Signed, sealed and delivered
in the presence of:

[Signature]
April Christopher

[Signature]
Hugh A. Latimer

STATE OF FLORIDA)
COUNTY OF NASSAU)

BE IT REMEMBERED that on this 3rd day of March, 1995, personally came before me, Hugh A. Latimer, who is (☒) personally known to me or (☐) who produced _____ as identification, and who is the incorporator of the foregoing Articles of Incorporation and acknowledged that he signed said Articles in his act and deed on behalf of AMELIA ISLAND CLUB, INC., and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and here aforesaid.

Jana H. Williams
Print Name: Jana H. Williams

Notary Public, State of Florida at Large

My Commission Expires:

My Commission No.:



JANA H. WILLIAMS
MY COMMISSION # CC376409 EXPIRES
June 30, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

Pursuant to Sections 48.091, 617.0202 and 617.0501, Florida Statutes, the following is submitted:

That AMELIA ISLAND CLUB, INC., a corporation not for profit duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation on Amelia Island, County of Nassau, State of Florida, has named Hugh A. Latimer, 1000 Airport Road, Fernandina Beach, Florida 32034, as its agent to accept service of process within this state.

AMELIA ISLAND CLUB, INC.

3/3/95
Date

By:

Hugh A. Latimer
Hugh A. Latimer
Incorporator

ACCEPTANCE

Having been named as agent to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with, and I hereby accept the obligations of, such position, and I hereby agree to act in this capacity and to comply with the provisions of the Florida Statutes relative to keeping open said office.

3/3/95
Date

Hugh A. Latimer
Hugh A. Latimer

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