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TALLAHASSEE, FL 32301  
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REFERENCE : 587576 9167A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 122.50

ORDER DATE : May 1, 1995

ORDER TIME : 9:11 AM

ORDER NO. : 587576

CUSTOMER NO: 9167A

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CUSTOMER: Mr. Norma Russo  
NASON GILDAN YEAGER AND  
GERSON, P.A.  
Suite 1200  
1645 Palm Beach Lakes Blvd.  
West Palm Beach, FL 33401

DOMESTIC FILING

**RUSH WILL WAIT**

NAME: EQUITY MEMBERS OF WYCLIFFE  
COUNTRY CLUB, INC.

XXXX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
95 MAY -1 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EQUITY MEMBERS OF WYCLIFFE COUNTRY CLUB, INC.  
(A Corporation Not For Profit)

FILED  
95 MAY -1 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of a corporation, not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the power hereinafter mentioned; and to that end we do, by these ARTICLES OF INCORPORATION, set forth:

I

NAME

The name of this corporation shall be EQUITY MEMBERS OF WYCLIFFE COUNTRY CLUB, INC. (hereinafter referred to as the "Corporation").

II

PURPOSE

The purpose for which the Corporation is organized is to provide an entity which will communicate the needs and concerns of the residents of the Wycliffe community regarding the turnover of the Wycliffe Golf and Country Club to its equity members.

III

POWERS

The Corporation shall have the following powers:

1. The Corporation shall have all of the common-law and statutory powers and privileges granted to corporations not for profit under the laws of Florida.

2. The Corporation shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Corporation, except as limited herein, including, but not limited, to the following:

A. To levy and collect assessments against members of the Corporation to defray the Corporation's expenses.

B. To employ personnel and professional services required for the proper operation of the Corporation.

C. To borrow money and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Corporation for monies borrowed or in payment for property acquired or for any other purposes of the Corporation.

IV  
MEMBERS

The record owners of all equity memberships in the Wycliffe Country Club community in Lake Worth, Florida, shall be deemed members of the EQUITY MEMBERS OF WYCLIFFE COUNTRY CLUB, INC.

V  
TERMS OF EXISTENCE

The Corporation shall have perpetual existence.

VI  
ADDRESS

The initial principal office of the Corporation shall be located at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

VII  
DIRECTORS

1. The property, business and affairs of the Corporation will be managed by a Board of Directors consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors need not be members of the Corporation.

2. Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

3. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Norman Glickman	4870 Exeter Estate Lane Lake Worth, Florida
Stanley Bass	4425 Barclay Fair Way Lake Worth, Florida
Joseph Gottheim	4441 Barclay Fair Way Lake Worth, Florida

Murray Robinson

4840 Exeter Estate Lane  
Lake Worth, Florida

Marvin Stein

4798 Exeter Estate Lane  
Lake Worth, Florida

Albert Waldman

10121 Dover Carriage Lane  
Lake Worth, Florida

Martin Winkler

10800 Fairmont Village Dr.  
Lake Worth, Florida

VIII  
SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is Norma Russo, 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401.

IX  
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

X  
INDEMNIFICATION

1. Indemnity. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director, employee, officer or agent of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine, upon publication, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. 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, or 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 interest of the Corporation; and with respect to any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful.

2. Expenses. To the extent that a Director, Officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

XI  
AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the members is subject to this reservation.

XII  
ASSOCIATION ASSETS

The share of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner. The funds and assets of the Corporation shall belong solely to the Corporation subject to the limitation that the same be expended, held or used for the benefit of membership and for the purposes authorized herein.

XIII  
INITIAL REGISTERED OFFICE ADDRESS  
AND NAME OF REGISTERED AGENT

The street address of the initial registered office of this Corporation is 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401 and the name of the initial registered agent of this Corporation at that address is PHILLIP C. GILDAN.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 28<sup>th</sup> day of April, 1995.

  
\_\_\_\_\_  
NORMA RUSSO, Incorporator

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF PALM BEACH            )

The foregoing Articles of Incorporation was acknowledged before me this 28<sup>th</sup> day of April, 1995, by NORMA RUSSO, who is personally known to me OR who produced \_\_\_\_\_ as identification and who did NOT take an oath.

Rhonda M. Duarte  
Notary Signature

Rhonda M. Duarte  
Print Notary Name

NOTARY PUBLIC  
State of Florida

My Commission Expires 12/31/97



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of EQUITY MEMBERS OF WYCLIFFE COUNTRY CLUB, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 28<sup>th</sup> day of April, 1995.

[Signature]  
PHILLIP C. GILDAN  
Registered Agent