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PRESIDENTIAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 596519 81468A

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ 70.00

ORDER DATE : May 10, 1995

ORDER TIME : 9:49 AM

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ORDER NO. : 596519

CUSTOMER NO: 81468A

CUSTOMER: Julie Krauss, Legal Assistant  
CHERRY & SPENCER

Suite 600  
1665 Palm Beach Boulevard  
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: OYSTER CREEK GOLD CLUB, INC.

XX ARTICLES OF INCORPORATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

     CERTIFIED COPY  
XX PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

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

DIVISION OF CORPORATIONS

55 MAY 10 AM 10:58

RECEIVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 MAY 10 PM 2:48

FILED

T. BROWN MAY 10 1995

ARTICLES OF INCORPORATION  
OF  
OYSTER CREEK GOLF CLUB, INC.

(A corporation not-for-profit)

FILED  
95 MAY 10 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation not-for-profit under Chapter 617 Florida Statutes, as the same may be amended from time to time, and certifies as follows:

ARTICLE I

NAME

The name of the corporation shall be Oyster Creek Golf Club, Inc. (the "Club") and its duration shall be perpetual.

ARTICLE II

INITIAL PRINCIPAL OFFICE

The initial principal office of the Club shall be 6651 Oriole Boulevard, Englewood, Florida 34224.

ARTICLE III

PURPOSE

The purpose for which Club is organized is to engage as a non-profit organization to acquire, own and operate the golf, social and other recreational facilities, to exercise all the powers and privileges and to perform all of the duties and obligations of the Club as defined and set forth in the By-Laws of Oyster Creek Golf Club, Inc.

ARTICLE IV

POWERS

The powers of the Club shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. The Club shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles or the By-laws, as the same may be amended from time to time.

Section 2. Necessary Powers. In addition to the powers described in Section 1 above, the Club shall have all of the powers desirable to implement its purpose, including, but not limited to, the following:

A. The power to acquire, own and operate the golf, social and recreational facilities commonly known as Oyster Creek Golf Club.

B. The power to levy and collect dues and assessments as provided for in the By-laws.

- C. The power to expend monies collected for the purpose of paying the expenses of the Club.
- D. The power to acquire other real and personal property.
- E. The power to purchase supplies, materials and purchase and/or lease equipment.
- F. The power to insure and keep insured the property owned or leased to the Club.
- G. The power to employ personnel.
- H. The power to make reasonable rules and to amend the same from time to time.
- I. The power to improve property owned by or leased to the Club.
- J. The power to enforce by any legal means the provisions of the Articles of Incorporation, the By-Laws and the rules.
- K. The power to pay all taxes and other amounts which are liens against property owned or leased to the Club.
- L. The power to borrow money and the power to select depositories and to determine the manner of receiving, depositing, and disbursing funds and the form of check and the person or persons by whom the same shall be signed, when not signed as otherwise provided by the By-Laws.
- M. The power to enter into a contract with any person, firm, corporation or management agent of any nature or kind, to provide for the maintenance, operation, repair and/or upkeep of property owned or leased to the Club. The contract may provide that the total operation of the managing agent, firm or corporation shall be at the cost of the Club. The contract may further provide that the managing agent shall be paid from time to time a fee.
- N. The power to establish additional officers and/or governors of the Club and to appoint all officers provided in the By-Laws.
- O. The power to appoint committees as the Board of Governors may deem appropriate.
- P. The power to establish and maintain reserve funds for capital repairs and replacements.
- Q. The power to be sued and to bring suit and to litigate on behalf of the Club.
- R. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Club and the proceeds thereof shall be held only as agent for and solely for the benefit of the members of the Club in accordance with the provisions of the By-laws. No part of the income, if any, of the Club shall be distributed to the members, governors, or officers of the Club.

Section 4. Exercise of Authority. The Board of Governors shall have full authority to exercise powers of the Club subject to restrictions in the By-laws, contracts of the Club, or as otherwise provided by law.

## ARTICLE V

### MEMBERSHIP

Qualification for, and acquisition of membership in the Club shall be regulated by the By-Laws.

## ARTICLE VI

### BOARD OF GOVERNORS

The affairs of the Club shall be managed by a Board of Governors consisting of not less than three (3) nor more than nine (9) governors. Governors shall be elected or appointed as provided in the By-Laws. The following three (3) persons shall constitute the initial Board of Governors:

<u>Name</u>	<u>Address</u>
William Vernon	6651 Oriole Boulevard Englewood, Florida 34224
Patrick Bourgeois	6651 Oriole Boulevard Englewood, Florida 34224
Kevin Paschall	6651 Oriole Boulevard Englewood, Florida 34224

## ARTICLE VII

### INDEMNIFICATION OF OFFICERS, GOVERNORS AND COMMITTEE MEMBERS

The Club shall indemnify its governors, officers and committee members and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not-For-Profit Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including, but not limited to the advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of members or disinterested governors, officers or otherwise, both as to action in his or her 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 governor, officer or committee member, and shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer, governor or committee member may be entitled.

ARTICLE VIII  
INCORPORATOR

The name and address of the incorporator of the Club is:

<u>Name</u>	<u>Address</u>
Marc I. Spencer	Cherry & Spencer, P.A. 1665 Palm Beach Lakes Blvd., #600 West Palm Beach, FL 33401

ARTICLE IX  
BY-LAWS

The By-Laws of the Club may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation.

ARTICLE X  
CONSTRUCTION

In the event of any conflict between the terms of the Articles of Incorporation, the By-Laws or the rules, the following order of priority shall apply: the Articles of Incorporation, the By-Laws and the rules.

ARTICLE XI  
REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be Michael R. McKinley and the street address of the registered office shall be 18401 Murdock Circle, Port Charlotte, FL 33948.

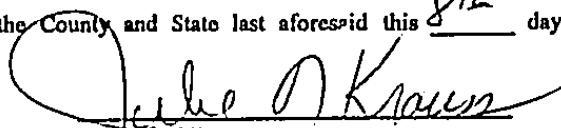
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8<sup>th</sup> day of May, 1995.

  
\_\_\_\_\_  
Marc I. Spencer, Incorporator

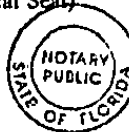
STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Marc I. Spencer, known to me and known by me and he acknowledged before me that he executed the foregoing. He is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 8<sup>th</sup> day of May, 1995.

  
\_\_\_\_\_  
Notary Public


(Official Seal)



JULIE N. KRAUSS  
My Comm Exp. 5/04/97  
Bonded By Service Ins  
No. CC267331  
Personally Known 11 Over L.D.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
Michael R. McKinley

DATE: 5/9/95

FILED  
MAY 10 PM 2 49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA