

*NALAN*

Redacted

8071277421

DATE

12/27/95

1931-6547-8

Steven P. Kushner

941-337-0050

STEVEN P. KUSHNER PA

CE USE ONLY

1375 JACKSON ST STE 202

FORT MYERS

FL 33901

Hort. Onko/University Club A/I

200001673612

-12/23/95--01006--001

\*\*\*245.00 \*\*\*122.50

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

1. University Club of Sarasota, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 5, 1996

STEVEN P. KUSHNER  
1375 JACKSON ST STE 202  
FORT MYERS, FL 33901

SUBJECT: UNIVERSITY CLUB OF SARASOTA, INC.  
Ref. Number: W96000000314

We have received your document for UNIVERSITY CLUB OF SARASOTA, INC. and check(s) totaling \$245.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 096A00000549

STEVEN P. KUSHNER, P.A.  
ATTORNEY AT LAW  
THE TIDEWATER BUILDING  
1375 JACKSON STREET, SUITE 202  
FORT MYERS, FLORIDA 33901  
—  
TELEPHONE (941) 337-0080  
FAX (941) 337-7000

January 8, 1996

Ms. Terri Buckley  
Corporate Specialist  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

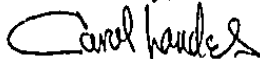
Re: University Club of Sarastoa, Inc.  
Your Ref. #W96000000314

Dear Terri:

Per our telephone conversation this afternoon, I am returning the Articles of Incorporation for the above referenced entity along with a copy of the Reservation Letter. The name of this corporation was reserved for the same client that executed the enclosed Articles.

Thank you for your cooperation in this matter. If you have any questions, please feel free to call me at 941/337-0030.

Sincerely,



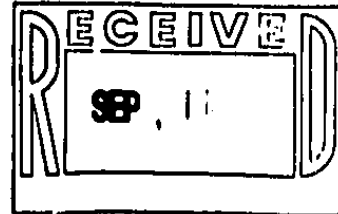
Carol Landes



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 30, 1995

CAROL LANDES  
GOLDBERG, GOLDSTEIN & BUCKLEY, P.A.  
P.O. BOX 2366  
FORT MYERS, FL 33902-2366



until 12/28/95

The name UNIVERSITY CLUB OF SARASOTA, INC. has been reserved for 120 days beginning August 30, 1995. The reservation number is R95000003924 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Neysa Culligan

Letter number: 995A00040361

ARTICLES OF INCORPORATION  
OF

UNIVERSITY CLUB OF SARASOTA, INC.

FILED  
96 JUN -8 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation not for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation is UNIVERSITY CLUB OF SARASOTA, INC., a not for profit corporation (the "Corporation").

ARTICLE II

The nature of the business to be transacted shall be: to engage in any activity or business permitted under the laws of the United States and of this State, pursuant to Chapter 617 of the Florida Statutes. The Corporation is organized for the purpose of providing an entity for the operation of a residential planned development, located in Manatee County, Florida.

The Corporation is organized and shall exist upon a non-stock basis as a non-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Corporation shall be distributed or inure to the private benefit of any member, Director or officer of the Corporation. For the accomplishment of its purposes, the Corporation shall have all of the common law and statutory powers and duties of a corporation not for profit under Florida law, except as limited or modified by these Articles, the Declaration of Covenants, Conditions and Restrictions for University Club of Sarasota, Inc. (the "Declaration"), or the By-Laws of this Corporation, and it shall have all of the powers and duties reasonably necessary to operate

University Club of Sarasota (the "Club") pursuant to the Declaration as it may hereafter be amended, including, but not limited to, the following:

(A) To levy and collect assessments against all Members of the Corporation to defray the costs, expenses and losses of the Corporation, and to use the proceeds of assessments in the exercise of its power and duties.

(B) To own, lease, maintain, repair, replace or operate the Club Common Areas, including without limitation, the roads, driveways and parking areas, entrances and perimeter walls, golf course and other recreational facilities, street lighting and surface water management systems as permitted by the South Florida Water Management District.

(C) To purchase insurance upon the Club Common Areas for the protection of the Corporation and its members.

(D) To reconstruct improvements after casualty and to make further improvements of the Properties.

(E) To make, amend and enforce reasonable rules and regulations governing the use of the Club Common Areas and the operation of the Corporation.

(F) To sue and be sued, and to enforce the provisions of the Declaration, these Articles and the By-Laws of the Corporation.

(G) To contract for the management and maintenance of the Club Common Areas and to delegate any powers and duties of the Corporation in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Corporation.

(H) To employ accountants, attorneys, architects or other professional personnel to perform the services required for proper operation of the Properties.

(I) To acquire, own and convey real property and to enter into agreements or acquire leaseholds, easements, memberships and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas and other recreational facilities. It has this power whether or not the lands or facilities are contiguous to the lands of the University Club of Sarasota, if they are intended to provide enjoyment, recreation or other use or benefit to the members.

(J) To borrow or raise money for any purposes of the Corporation; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment of any thereof, and of the interest therein, by mortgage pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Corporation.

All funds and title to all property acquired by the Corporation shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the By-Laws.

### ARTICLE III

The corporation shall have perpetual existence.

### ARTICLE IV

The qualifications required for membership, and the manner in which members shall be admitted to membership, shall be as stated in the By-Laws of the Corporation.

### ARTICLE V

The street address of the initial principal office of this corporation and the initial registered agent is 10491 Six Mile Cypress Parkway, Suite 101, Fort Myers, Florida 33912. The name of the initial registered agent of this corporation is Alan R. Burns.

Having been named to accept service of process for University Club of Sarasota, Inc., I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ACCEPTED BY: \_\_\_\_\_

  
Alan R. Burns

#### ARTICLE VI

The number of Directors shall initially consist of three (3), but may be increased pursuant to the By-Laws, and no in event shall there be fewer than three (3) in number. Directors shall be elected, or appointed to fill a vacancy, in accordance with the By-Laws of the Corporation.

#### ARTICLE VII

The name and mailing address of the Directors, President, Vice President and Secretary/Treasurer, who, subject to the By-Laws of the corporation shall hold office for the first year of existence of this corporation or until his or her successor is elected and has qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Allegra, President	10491 Six Mile Cypress Parkway, Suite 101 Fort Myers, Florida 33912
Charles Danna, Vice President	10491 Six Mile Cypress Parkway, Suite 101 Fort Myers, Florida 33912
Alan R. Burns, Secretary/Treasurer	10491 Six Mile Cypress Parkway, Suite 101 Fort Myers, Florida 33912

#### ARTICLE VIII

The Corporation is empowered to do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, which acts are not inconsistent with the powers provided for in Chapter 617, Florida Statutes.

#### ARTICLE IX

The names and addresses of the subscribers of these Articles of Incorporation are:



NAME

ADDRESS

Robert Allegra

10491 Six Mile Cypress Parkway, Suite 101  
Fort Myers, Florida 33912

Charles Danna

10491 Six Mile Cypress Parkway, Suite 101  
Fort Myers, Florida 33912

Alan R. Burns

10491 Six Mile Cypress Parkway, Suite 101  
Fort Myers, Florida 33912

ARTICLE X

By-Laws of the Corporation may be adopted, made, altered or rescinded by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles.

ARTICLE XI

Amendment to the Articles of Incorporation may be proposed by any Director at any regular or special business meeting of the Board of Directors at which a majority is present and, if obtaining a two-thirds (2/3) vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws, shall be submitted to a vote of the membership. If approved by a two-thirds (2/3) affirmative vote of the membership at a meeting of the members properly called and noticed as provided in the By-Laws, such Amendment shall be forwarded to the Secretary of State of the State of Florida and filed and shall become effective upon issuance, by said officer, of a certificate reflecting same.

## ARTICLE XII

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

## ARTICLE XIII

To the fullest extent permitted by Florida law, the Corporation shall indemnify and hold harmless every Director and every officer of the Corporation against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Corporation. The foregoing right of indemnification shall not be available if a judgment or other final adjudication established that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interest of the Corporation, in a proceeding by or in the right of the Corporation to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

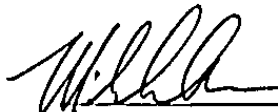
(C) A transaction from which the Director or officer derived an improper personal benefit.

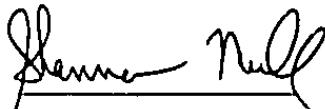
(D) Wrongfully conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Corporation.

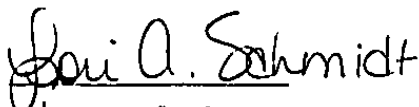
In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approved such settlement as being in the best interest of the Corporation. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

IN WITNESS WHEREOF, we have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida, this 27 day of December, 1995.

Witnesses:

  
Michele B. Moncare

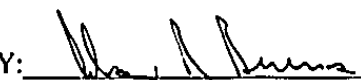
  
Shannon Mull

  
Lori A. Schmidt

UNIVERSITY CLUB OF  
SARASOTA, INC.

BY:  (SEAL)  
Robert Allegra, President

BY:  (SEAL)  
Charles Danna, Vice-President

BY:  (SEAL)  
Alan R. Burns, Secretary/Treasurer

STATE OF FLORIDA  
COUNTY OF LEE

FILED  
96 JAN -8 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE FOREGOING INSTRUMENT was acknowledged before me this 27 day of December, 1995 by Robert Allegra, Charles Danna, and Alan R. Burns to me known to be the individuals described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed same for the purposes therein expressed.



Notary Public

Name: Michele B. Moncure

Certificate No. or

Serial No. CC489737

(SEAL)

My Commission Expires:



MICHELE RENEE MONCURE  
My Commission CC489737  
Expires Aug. 20, 1998