

Division of Corporations

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Florida Department of State
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FLORIDA NON-PROFIT CORPORATION

The Gilchrist Hunt Club, Inc.

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ARTICLES OF INCORPORATION
OF
THE GILCHRIST HUNT CLUB, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be:

The Gilchrist Hunt Club, Inc.

ARTICLE II

INITIAL PRINCIPAL OFFICE

The initial principal place of business and mailing address of this corporation shall be:

360 Central Avenue
St. Petersburg, Florida 33701

ARTICLE III

PURPOSE

The specific purposes for which the corporation is organized are:

The Corporation is formed exclusively for pleasure, recreation and other nonprofit purposes, as such terms are defined in section 501(c)(7) of the Internal Revenue Code of 1986 (the "Code"), including, specifically, to operate and maintain a private hunt club to be used for recreational and social purposes by its members.

This instrument was prepared
by and return to:
Nancy C. Haire
P. O. Box 15707
St. Petersburg, FL 33733
(813) 823-4000 ext. 4417

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ARTICLE IV

MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:

The manner of electing directors shall be as set forth in the Bylaws of the Corporation.

ARTICLE V

INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the corporation and the name of the initial registered agent at that address is:

G. Kristin Delano
360 Central Avenue
St. Petersburg, Florida 33701

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

Nancy C. Haire
360 Central Avenue
St. Petersburg, Florida 33701

ARTICLE VII

INITIAL MEMBERS

The initial members of the corporation are as follows:

Robert M. Menke
David K. Meehan
J. Wayne Mixson

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ARTICLE VIIIEXEMPT ORGANIZATION

The Corporation shall at all times operate so as to comply with the requirements under Section 501(c)(7) of the Code. Notwithstanding any other provision of these Articles, the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(7) of the Code. The Corporation shall not discriminate in its selection of members or in its operations on the basis of race, ancestry, religion, color, sex, age, national origin, ethnicity or disability.

ARTICLE IXPERSONAL LIABILITY OF DIRECTORS

A. Elimination of Liability. To the fullest extent that the laws of the State of Florida, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director.

B. Applicability. The provisions of this Article shall be deemed to be a contract with each director of the Corporation who serves as such at any time while this Article is in effect and each such director shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any bylaw or provision of these Articles which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

ARTICLE XINDEMNIFICATIONA. Right to Indemnification.

(1) As used herein, the word "Action" shall mean any action, suit or proceeding, administrative, investigative or other, (i) to which such person is a party (other than an action by the Corporation) or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a director or officer of the Corporation.

(2) Unless in a particular case indemnification would jeopardize the Corporation's tax exempt status under Section 501 (a) of the Code or result in the Corporation's failure to be described in Section 501(c)(7) of the Code, and except as prohibited by law, each

director and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party or (ii) in connection with any other Action.

(3) A person who is not a director or officer of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Board at any time designates such person as entitled to the benefits of this Article.

(4) As used in this Article, "indemnitee" shall include each director and each officer of the Corporation and each other person designated by the Board as entitled to the benefits of this Article; "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and "expenses" shall include fees and expenses of counsel incurred by the indemnitee only (i) if the Corporation has not at its expense assumed the defense of the Action on behalf of the indemnitee with reputable and experienced counsel selected by the Corporation, or (ii) if it shall have been determined pursuant to Article X, Section C hereof that the indemnitee was entitled to indemnification for expenses in respect of an action brought under that Section.

B. Right to Advancement of Expenses. Unless in a particular case advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501 (a) of the Code or result in the Corporation's failure to be described in Section 501(c)(7) of the Code, every indemnitee shall be entitled as of right to have his expenses in defending any Action paid in advance by the Corporation, as incurred, provided that the Corporation receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

C. Right of Indemnitee to Initiate Action; Defenses.

(1) If a written claim under section A or section B of this Article X is not paid in full by the Corporation within thirty days after such claim has been received by the Corporation, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.

(2) The only defenses to an action to recover a claim for indemnification otherwise properly asserted under section A of this Article X shall be (i) that the indemnitee's conduct was such that under applicable law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize the Corporation's tax exempt status under Section 501 (a) of the Code or result in the Corporation's failure to be described in Section 501 (c)(7) of the Code, but the burden of proving any such defense shall be on the Corporation.

(3) The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under section B of this Article X shall be (i) that advancement of expenses would jeopardize the Corporation's tax exempt status under Section

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501 (a) of the Code or result in the Corporation's failure to be described in Section 501 (c)(7) of the Code, or (ii) that the indemnitee failed to provide the undertaking required by section B of this Article X, but the burden of proving any such defense shall be on the Corporation.

D. Non-Exclusivity; Nature and Extent of Rights. The rights to indemnification and advancement of expenses provided for in this Article X shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the Corporation at any time while this Article X is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Article), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he was entitled or was designated as entitled to indemnification under this Article X and shall inure to the benefit of the heirs and legal representatives of each indemnitee.


ARTICLE XI DISSOLUTION

In the event that the Corporation shall be dissolved or liquidated, the Board of Directors, after paying or making provision for payment of all of the known liabilities of the Corporation, shall distribute the assets of the Corporation proportionately among its then-existing members in good standing.


Signature/Incorporator

3-3-99
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature/Registered Agent

3-3-99
Date

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