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FLORIDA NON-PROFIT CORPORATION

Gulf Harbour Golf & Country Club, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 8, 1999

CHERRY & SPENCER PA

SUBJECT: GULF HARBOUR GOLF & COUNTRY CLUB, INC.
REF: W99000008436

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Becky McKnight
Document Specialist

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**ARTICLES OF INCORPORATION
OF
GULF HARBOUR GOLF & COUNTRY CLUB, INC.
(A Not-For-Profit Corporation)**

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a not-for-profit corporation under Chapter 617 Florida Statutes.

**ARTICLE I
NAME**

The name of the corporation shall be Gulf Harbour Golf & Country Club, Inc. (hereinafter referred to as the "Club") and its duration shall be perpetual.

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

Its principal office shall be at 24301 Walden Center Drive, Bonita Springs, Florida 34134 or at such other place as may be designated, from time to time, by the Board of Governors.

**ARTICLE III
PURPOSE**

The purpose for which the Club is organized is to engage as a not-for-profit organization to acquire, own and operate the golf, tennis, swim, fitness, social and other recreational facilities, to exercise further all the powers and privileges and to perform all of the duties and obligations of the Club as defined and set forth in the Membership Plan (as defined in the Club Acquisition Agreement dated as of the 22nd day of April, 1999, by and between Florida Design Communities, Inc. and the Club).

**ARTICLE IV
POWERS**

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

THIS DOCUMENT WAS PREPARED BY

Marc I. Spencer, Esq.
CHERRY & SPENCER, P.A.
1665 Palm Beach Lakes Blvd., Suite 600
West Palm Beach, Florida 33401
(561) 471-7767 (561) 471-7974 (Facsimile)
Florida Bar No.: 0508950

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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. The Club shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

- A. The power to acquire, own and operate golf, tennis, swim, fitness, social and recreational facilities.
- 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 and sell real and personal property.
- E. The power to purchase supplies, materials and purchase and/or lease equipment required for the maintenance, repair, replacement, operation and management of the Club.
- 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 rules concerning, among other things, including use of the property of the Club and the conduct of members of the Club and their family and guests, and to amend the same from time to time.
- I. The power to improve property of 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 the property of the Club.
- L. The power to borrow money and grant liens against the property owned by the Club.

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M. 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.

N. The power to enter into a long-term contract with any person, firm, corporation, or management agent of any nature or kind to provide for the maintenance, operation, repair and upkeep of the property of 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 management fee which might include base and incentive compensation.

O. The power to establish, appoint officers.

P. The power to appoint committees as the Board of Governors may deem appropriate.

Q. The power to establish, maintain and spend reserve funds for capital repairs and replacements.

R. The power to bring suit, litigate and arbitrate on behalf of the Club.

S. 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 in accordance with the provisions of the Membership Plan. 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. The Board of Governors shall have the full authority to exercise the powers of the Club, subject to restrictions in the By-Laws or otherwise provided by law.

ARTICLE V MEMBERSHIP

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

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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 initial governors are as follows:

<u>Name</u>	<u>Address</u>
David L. Fry	24301 Walden Center Drive Bonita Springs, FL 34134
Richard G. Newman	24301 Walden Center Drive Bonita Springs, FL 34134
Kim F. Bosaw	24301 Walden Center Drive Bonita Springs, FL 34134

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.

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ARTICLE VIII
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 IX
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 X
AMENDMENT

Prior to the Turnover Date (as defined in the By-laws) these Articles may be amended by majority vote of the Board of Governors. After the Turnover Date, amendments to these Articles must be approved by a majority vote of the Board of Governors and a majority vote of the votes cast by the voting members of the Club at a duly called annual or special membership meeting at which a quorum is present.

ARTICLE XI
REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be Vivien Hastings, Esq., and the street address of the registered office of the Club shall be 24301 Walden Center Drive, Bonita Springs, Fl 34134.

ARTICLE XII
INCORPORATOR

The name and address of the Incorporator is Marc I. Spencer, 1665 Palm Beach Lakes Blvd., Suite 600, West Palm Beach, FL 33401.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of April, 1999.

Marc I. Spencer
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 to be the person described in and who executed the foregoing and who acknowledged before me that he executed the same for the uses and purposes therein expressed. He is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid, this 7th day of April, 1999.

 JULIE N. KRAUSS
My Comm Exp. 6/03/2001
Bonded By Service Ins
No. CC652538
☒ Personally Known ☐ Other ID
(Official Seal)

Julie N. Krauss
Notary Public State of Florida

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.

SIGNATURE

Julie N. Krauss

DATE

4-7-99

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