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

2024 MAR 29 AM 11:40

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

PREAMBLE

WHEREAS, the original Articles of Incorporation ("Prior Articles") of Gulf Harbour Golf & Country Club, Inc., a Not-For-Profit Florida Corporation (the "Club") were filed with the Florida Secretary of State on April 8, 1999; and

WHEREAS, the Club desires to amend and restate the Prior Articles in their entirety as set forth in these Amended and Restated Articles of Incorporation of Gulf Harbour Golf & Country Club, Inc. ("Articles"); and

WHEREAS, a majority of the Club's Board of Governors approved these Articles at a duly noticed meeting of the Board held on February 28, 2024, and, thereafter, a majority of the votes cast by the voting members approved these Articles at a duly noticed and constituted meeting of the members held on March 18, 2024 at which a quorum was present, in accordance with the requirements of Article X of the Prior Articles.

NOW THEREFORE, the Prior Articles are hereby replaced in their entirety by these Articles as of March 18, 2024. Capitalized terms used but not defined in these Articles shall have the meaning set forth in the Club's Amended and Restated By-Laws dated March 18, 2024, as same may be amended or restated from time to time ("By-Laws").

ARTICLE I
NAME AND DURATION

The name of the corporation shall be as set forth in the Preamble, and its duration shall be perpetual.

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Club shall be at 14500 Vista River Drive, Fort Myers, Florida 33908 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 corporation to acquire, own and operate the golf, tennis, swim, fitness, social and other recreational facilities and 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 these Articles and the By-Laws. The Club is organized exclusively for the pleasure, recreation and benefit of its members and other non-profitable purposes. No part of the net

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earnings shall inure to the benefit of any member, Governor, officer or other private individual and, as such, no member, Governor, officer or other private individual will have any interest in or title to any of the property or assets of the Club.

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. 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 and 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 by 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 ("Rules").

I. The power to improve property of the Club.

J. The power to enforce by any legal means the provisions of these Articles, the By-Laws and the Rules, as all may be amended from time to time.

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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.

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 and 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. Exercise. The Board of Governors shall have the full and exclusive authority to exercise the powers of the Club, subject to any restrictions set forth in the By-Laws or as otherwise provided by law.

ARTICLE V **MEMBERSHIP AND VOTING RIGHTS**

The categories of membership, qualifications for membership, the manner of admission and acquisition of membership, and the voting rights of members, shall be as set forth in and regulated by the By-Laws.

ARTICLE VI **TRANSFER OF MEMBERSHIP**

Membership in the Club may be transferred only through the Club in accordance with the procedure set forth in the By-Laws. A member who resigns or who has been expelled from the

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Club shall surrender his or her membership certificate to the Club in accordance with the procedure set forth in the By-Laws.

ARTICLE VII
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.

ARTICLE VIII
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 time to time, 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 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.

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ARTICLE XI
AMENDMENT

Any amendments to these Articles must be approved by a majority vote of the Board of Governors and a majority 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.

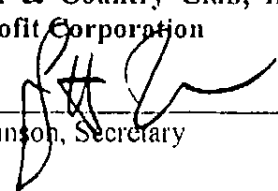
ARTICLE XII
REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent shall continue to be Lonnie Eberhard and the street address of the registered agent's office shall be 14500 Vista River Drive, Fort Myers, FL 33908.

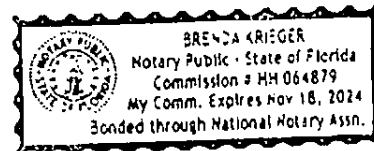
ARTICLE XIII
INCORPORATOR

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

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Gulf Harbour Golf & Country Club, Inc., a
Florida Not-For-Profit CorporationBy: 
George Johnson, SecretarySTATE OF FLORIDA)
COUNTY OF Lee) SS:

The foregoing instrument was acknowledged before me by means of ☒ physical presence
or ☐ online notarization, this 27 day of March, 2024, by George Johnson, as
Secretary of Gulf Harbour Golf & Country Club, Inc., who is personally known to me or who
produced DL as identification.

Name: Brenda Krieger
Notary Public, State of Florida at Large
My Commission Expires:

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