

19900006904

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
99 NOV 19 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-11/19/99 -01061--013
*****87.50 *****87.50

SUBJECT: MIRASOL Golf and Country Club, Inc.

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for:

\$87.50
Filing Fee,
Designation of Registered Agent,
Certified Copy
& Certificate of Status

FROM:

NAME: MIRASOL Golf and Country Club, Inc.
2405 Piper Blvd.
Naples, FL 34110

Daytime Phone 941-596-9067 ext. 22
Jack Sterling, Incorporator

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MIRASOL GOLF AND COUNTRY CLUB, INC.**

Pursuant to Section 617.01201, Florida Statutes, these Articles of Incorporation are created by Jack J. Sterling, 2405 Piper Blvd., Naples, FL 34110, as sole incorporator, for the purposes set forth below.

ARTICLE 1

NAME: The name of the corporation is MIRASOL Golf and Country Club, Inc. (The Club)

ARTICLE II

PRINCIPAL OFFICE: The principal office of the corporation shall initially be located at 2405 Piper Blvd., Naples, FL, and subsequently at such other location as shall be determined by the Board of Directors.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Club is organized is to provide a corporate entity to act as a private golf club, Florida Statutes (1997) for the operation of a Private Golf Course and Club, located in Collier County, Florida.

The Club is organized and shall exist upon a non-stock basis as a Florida not for profit, and no portion of any earnings of the Club shall be distributed or inure to the private benefit of any Member, Director, or officer of the Club.

ARTICLE IV

DIRECTORS AND OFFICERS The affairs of the Club will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

Directors of the Club shall be elected by the members in the manner described in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

The business of the Club shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Club and shall serve at the pleasure of the Board.

ARTICLE V

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

Proposal. Amendments to these Articles may be proposed by a majority of the Directors or by written petition of at least ten percent (10%) of the voting interests, and shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

Vote Required. Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the voting interests at any annual or special meeting, provided that notice of any proposed amendment has been given to the members of the Club, and that the notice contains the text of the proposed amendment.

Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of the County. The amendment must be recorded with the same formalities as required in the Bylaws for an amendment to the Bylaws.

ARTICLE VI

INITIAL DIRECTORS: The initial Directors of the Club shall be:

Don Milarcik, Jr.
2405 Piper Boulevard
Naples, Florida 34110

Robert G. Claussen
2405 Piper Boulevard
Naples, Florida 34110

Jack Sterling
2405 Piper Boulevard
Naples, Florida 34110

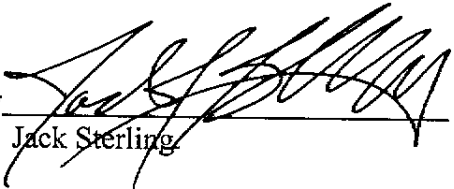
ARTICLE VII

INITIAL REGISTERED AGENT: The initial registered Agent of the Club shall be:

Marie Smith
2405 Piper Boulevard
Naples, Florida 34110

WHEREFORE the incorporator has caused these presents to be executed this 17 day of Nov. 1999

By


Jack Sterling

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was executed before me this 17th day of November, 1999, by Jack J. Sterling. He is personally known to me or did produce _____ as identification.



Marie A. Smith
MY COMMISSION # CC860376 EXPIRES
September 25, 2003
BONDED THRU TROY FAIR INSURANCE, INC

Marie A. Smith

Notary Public (SEAL)

Print name: MARIE A. SMITH

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the MIRASOL Golf and Country Club, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

Marie Smith
Marie Smith

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