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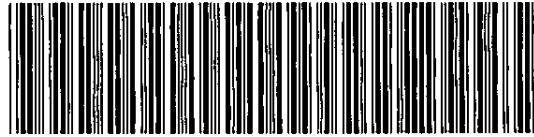
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14 MAY - 1 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

C. LEWIS

MAY 2 2014

EXAMINER

COVER LETTER

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

②
TO BE
FILED
SECOND

SUBJECT:

Boca Greens Country Club, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

Mark D. McWilliams, Esq.
Name (Printed or typed)

4600 N. Ocean Blvd. Suite 206
Address

Boynton Beach, FL 33435
City, State & Zip

561-276-1005

Daytime Telephone number

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

APPROVED
AND
FILED

14 MAY -1 AM 11:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BOCA GREENS COUNTRY CLUB INC.

The undersigned, desiring to form a for profit corporation under the Corporation Law of Florida, Chapter 607 of the Florida Statutes, hereby certifies:

ARTICLE I – NAME

The name of the Corporation shall be BOCA GREENS COUNTRY CLUB, INC.

ARTICLE II – PRINCIPAL OFFICE

The place in Florida where the principal office of the Corporation is to be located is 19642 Trophy Drive, Boca Raton, Florida, 33498 Palm Beach County.

ARTICLE III – PURPOSE

The Corporation is organized and shall be operated to transact all lawful business or businesses for which a corporation may be incorporated pursuant to the Florida Business Corporation Act.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers as conferred by the laws of the State of Florida upon profit corporations.

ARTICLE IV – NUMBER OF SHARES

The number of shares of stock is One Hundred (100), at \$1.00 par value.

Every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V – TRANSFERABILITY OF SHAREHOLDER INTERESTS

No Shareholder shall have the right to assign their interests in the Company without the prior written consent of all Shareholders, unless otherwise provided for in the Company's By-Laws. If the assignment is not approved by all of the Shareholders, the assignee shall have no right to become a Shareholder, to participate in management of the Company, or to exercise any other rights or powers of a Shareholder. The assignee shall merely be entitled to receive the

share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

ARTICLE VI – MANNER OF ELECTION

The initial shareholder of the Corporation shall be BGCC Leasehold, LLC. The Bylaws may make additional provisions with regard to the Shareholders of the Corporation, including the manner in which the Shareholders are elected or appointed.

The initial Directors of the Corporation are listed in ARTICLE VII. The Bylaws may make additional provisions with regard to the Directors of the Corporation, including the manner in which the Directors are elected or appointed.

ARTICLE VII – INITIAL DIRECTORS

The following persons shall serve the Corporation as Directors until the first annual meeting called to elect Directors:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS WEAVER	19642 Trophy Drive Boca Raton, Florida, 33498
MICHAEL ARMEL	19642 Trophy Drive Boca Raton, Florida, 33498
RALPH LITTLE	19642 Trophy Drive Boca Raton, Florida, 33498

ARTICLE VIII – INCORPORATION

The name and Florida address of the Incorporator is:

RALPH LITTLE
19642 Trophy Drive
Boca Raton, Florida, 33498

APPROVED
AND
FILED

14 MAY -1 AM 11:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX – INITIAL REGISTERED AGENT

The name and Florida address of the initial registered agent is:

MICHAEL ARMEL
19642 Trophy Drive
Boca Raton, Florida, 33498

ARTICLE X – BYLAWS

The power to adopt, alter, amend or repeal BYLAWS shall vest in the Board of Directors and Shareholders.

ARTICLE XI – INDEMNIFICATION

This Corporation shall indemnify any Officer or Director or former Officer or former Director to the fullest extent permitted by Florida law.

BOCA GREENS COUNTRY CLUB, INC.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



MICHAEL ARMEL / Registered Agent

4/23/14
Date

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.



RALPH LITTLE / Incorporator

4/23/14
Date

**AFFIDAVIT OF ASSUMPTION OF CORPORATE NAME
FLA. STAT. 617.1405(4)**


STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, this day personally appeared Michael Armel, who being duly sworn, on oath deposes and says:

1. My name is Michael Armel and I reside at 19642 Trophy Drive, Boca Raton, FL
2. Affiant is the President of the non-profit corporation known as BOCA GREENS COUNTRY CLUB, INC.
3. BOCA GREENS COUNTRY CLUB, INC. voted to dissolve the non-profit corporation, and re-incorporate as a for-profit corporation under Florida law.
4. Affiant is making this Affidavit to allow immediate assumption of the non-profit name (BOCA GREENS COUNTRY CLUB, INC.) to be used by the newly formed for profit corporation BOCA GREENS COUNTRY CLUB, INC.
5. Affiant is making this Affidavit in accordance with Florida Statutes §617.1405(4).

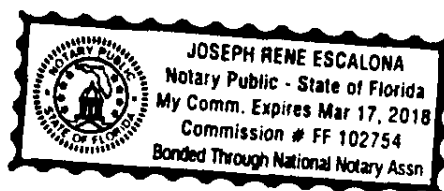
Under penalties of perjury, I declare that I have read the forgoing Affidavit and that the facts stated in it are true.

Dated this 31st day of January 2014.




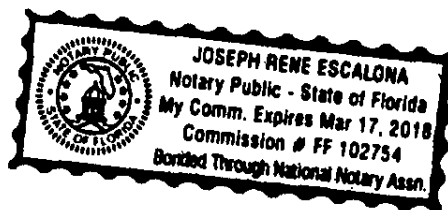
Affiant, Michael Armel

notary Joseph Rene Escalona
notary sig: [Signature]
State of Florida
County of Orange
Date: 4/25/14
Exp. 3/17/2018
Commission # FF102754



Before me, the undersigned authority, being sworn to and subscribed to before me on this 31st day of January, 2014, by Michael Armel, who is personally known to me says that he has read the forgoing return and has personal knowledge of the facts alleged and matters set forth and that each and all of these facts are true and accurate.


Notary Public, State of Florida *Joseph Rene Escalona*
My commission expires:
03-17-2018



STATE OF FLORIDA)
COUNTY OF Orange)
COUNTY OF ~~PALM BEACH~~)

The foregoing instrument was acknowledged before me this 31st day of January 2014 by Michael Scott Aime, who is personally known to me or who has produced FLDID # A654557680268 as identification and who did (did not) take an oath.

Joseph Rene Escalona
Notary Public, State of Florida *Joseph Rene Escalona*
My commission expires:
03/17/2018

