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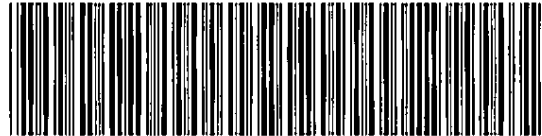
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CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 899742 5174517

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 70.00

ORDER DATE : August 22, 2022

ORDER TIME : 8:07 AM

ORDER NO. : 899742-005

CUSTOMER NO: 5174517

DOMESTIC FILING

NAME: CDC LAND INVESTMENT HOLDING,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Alexxis Weiland - EXT.

EXAMINER'S INITIALS: _____

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**ARTICLES OF INCORPORATION
OF
CDC LAND INVESTMENT HOLDING, INC.**

ARTICLE I

The name of this corporation is CDC Land Investment Holding, Inc. (the "Corporation").

ARTICLE II

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act"), including, but not limited to, the following:

1. To invest and reinvest in real and personal properties of all kinds, tangible or intangible and wherever their situs (if any), and in any and all rights, interests and estates in such properties; to acquire (by purchase, lease, exchange, gift or otherwise), to hold, manage, use and operate, to develop and improve, to pledge, mortgage and encumber, and to dispose of (by sale, lease, exchange, gift or otherwise), or liquidate, such properties; to erect, construct, improve, enlarge, alter, repair, maintain and demolish buildings, structures and works of all kinds, and to construct and dedicate roads, streets, parks and conveniences of all kinds; to engage in a general real estate business; to acquire, operate, lease and dispose of resort facilities, hotels, restaurants and stores of all kinds; to mine, produce, extract, refine, treat, use, market and sell ores, metals, minerals, oils, gases and substances of all kinds derived from the earth or water; to produce, purchase, process, market, sell and dispose of agricultural and horticultural products, cattle, livestock, meats and foods of all kinds and goods, wares, merchandise and commodities of all kinds; and to act for itself or as agent, broker or factor for others;

2. To subscribe, purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, exchange, distribute and otherwise handle the whole or any part of the shares of the stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes, good will, rights, assets and property of every nature and kind of its own or any other person, a corporation or association, now or hereafter existing, and whether created by the Laws of the State of Florida, or any other state, territory or country, so far as is and to the extent that the same may be permissible by the laws relating to business corporations of the state of Florida; to manage, operate and control such properties, or any of them, and to exercise all of the rights, powers and privileges of ownership, including the right to vote all such stock while the owner, or representing the owner or holder, thereof;

3. To deal in the sale, purchase, exchange and manufacture of goods, supplies, commodities and merchandise of every nature and kind, either at wholesale or retail, or otherwise;

4. To produce and to provide for the production, acquiring, harvesting, packing, canning, preserving and marketing of citrus fruits, and all other agricultural and horticultural products, and meats, poultry and any and all food stuffs;

5. To act as a holding company;
6. To aid in any manner a corporation, or association of which any bonds or other similar securities or evidences of indebtedness or stock are held by the corporation, and to do any acts or things designed to protect, preserve, improve or enhance the value of any bonds or other securities or evidences of indebtedness or stock;
7. To lend money, and to borrow money and incur debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable in a specified time or times or payable upon the happening of a specified event or events, secured or unsecured, for money borrowed or in payment for property purchased or acquired or for any other lawful object;
8. To construct, own, operate or otherwise become interested in houses, dwellings, office buildings, business houses, dressing rooms, clubs, libraries, pavilions, recreation piers and other appliances or property of any kind; and to establish, maintain or operate hotels, restaurants, cafes or other similar businesses which can be conveniently carried on in connection therewith;
9. To do all and everything necessary and proper for the accomplishment of the objects set forth in these Articles of Incorporation of this Corporation or in any amendment thereof or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation of this Corporation or in any amendment thereof.

ARTICLE III

The address of the principal office and the mailing address of the office of the Corporation is 999 Vanderbilt Beach Rd., #507, Naples FL 34108, but the Corporation shall have the right and authority to do business at such other place or places within or without the State of Florida, as the Board of Directors may authorize.

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock the Corporation shall be as follows:

<u>Number of Shares</u>		
<u>Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100,000	\$1.00	Common

No holder of the capital stock of the Corporation shall be entitled, as of right, to purchase or subscribe for any part of any unissued stock or any additional stock to be issued by reason of any increase of the authorized capital stock of the Corporation, or any bonds, certificates of indebtedness, debentures or other securities convertible into stock of the Corporation, but any such

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unissued stock of such additional authorized issue of stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, Tallahassee, FL 32301, and the name of its initial registered agent at such office is Corporation Services Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least three but no more than twenty-one directors, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's director until successors are duly elected and qualified.

The name and address of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Christian Spilker	999 Vanderbilt Beach Rd., #507, Naples FL 34108
Robert Walton	999 Vanderbilt Beach Rd., #507, Naples FL 34108
Robert Zundel, Jr.	999 Vanderbilt Beach Rd., #507, Naples FL 34108

ARTICLE VII

That the following person be, and hereby is, elected to the offices set forth opposite his name below, shall serve until the next annual meeting of the Board of Directors:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Christian Spilker	President	999 Vanderbilt Beach Rd., #507, Naples FL 34108
Patrick Utter	Vice President	999 Vanderbilt Beach Rd., #507, Naples FL 34108
William Percival	Vice President	999 Vanderbilt Beach Rd., #507, Naples FL 34108

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Thomas Drumm Vice President, 999 Vanderbilt Beach Rd.,
Secretary & Treasurer #507, Naples FL 34108

ARTICLE VIII

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe that such director or officer's conduct was lawful or had no reasonable cause to believe that such director or officer's conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of its directors, officers, former directors and former officers to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE IX

The name of the Incorporator is Noemi Romero, and the address of the Incorporator is c/o 77 West Wacker Drive, Suite 3100, Chicago, IL 60601.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 22nd day of August, 2022.

DocuSigned by:

Noemi Romero

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Noemi Romero, Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of CDC Land Investment Holding, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

Corporation Services Company

By: Alexxis Weiland, assistant vice president
Name: Alexxis Weiland
Title: Assistant Vice President

Dated: 08/23/2022

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