

99 05:23PM FROM 813 823 6518

TO 18509224001

P001

Division of Corporations

Page 1 of 1

799000020670

H99000005336 5

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Re Fax w/  
AUD. [Signature]

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000005336 5))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.** Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 922-4001

From: Account Name : BANKERS INSURANCE CO.  
Account Number : 074230003711  
Phone : (800) 627-0000  
Fax Number : (813) 823-6518

99 MAR -5 AM 9:14  
**FILED**  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**Gilchrist Club Management Company**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

BM 3/5/99

03-04-99 05:23PM FROM 813 823 6518

TO 18509224001

P002

1199000005336 5

ARTICLES OF INCORPORATION  
OF  
GILCHRIST CLUB MANAGEMENT COMPANY

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE  
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE  
LAWS OF THE STATE OF FLORIDA.

ARTICLES I

NAME

The name of this corporation is

GILCHRIST CLUB MANAGEMENT COMPANY

ARTICLES II

PURPOSE

This corporation may engage in any activity or business permitted under the laws of the  
United States and of the State of Florida.

ARTICLES III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have  
outstanding at any time is 1,000 shares of common stock at One and 00/100 (\$1.00) Dollars per  
share par value.

This instrument was prepared  
by and return to:

Nancy C. Haire

P. O. Box 15707

St. Petersburg, FL 33733

(813) 823-4000 ext. 4417

FILED  
99 MAR -5 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

H99000005336 5

1199000005336 5

ARTICLES IV.

DURATION

This corporation is to exist perpetually.

ARTICLES V.

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 360 Central Avenue, St. Petersburg, FL 33701, Pinellas, County, Florida.

The name and street address of the initial registered agent of the corporation in the State of Florida is: G. KRISTIN DELANO at 360 Central Avenue, St. Petersburg, FL 33701. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLES VI.

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have five (5) directors, the names of whom are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert M. Menke	360 Central Avenue, St. Petersburg, FL 33701
David K. Meehan	360 Central Avenue, St. Petersburg, FL 33701
Robert G. Menke	360 Central Avenue, St. Petersburg, FL 33701
Edwin C. Hussemann	360 Central Avenue, St. Petersburg, FL 33701
G. Kristin Delano	360 Central Avenue, St. Petersburg, FL 33701

H99000005336 5

ARTICLES VII.  
INCORPORATORS

The names and address of the incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
-------------	----------------

Nancy C. Haire	360 Central Avenue, St. Petersburg, FL 33701
----------------	--

ARTICLES VIII.  
OFFICERS

The names and addresses of the officers of this corporation are as follows:

<u>NAME AND OFFICE</u>	<u>ADDRESS</u>
------------------------	----------------

Robert M. Menke, President	360 Central Avenue, St. Petersburg, FL 33701
Robert G. Menke, Exec Vice Pres.	360 Central Avenue, St. Petersburg, FL 33701
Richard M. Brubaker, Vice President.	360 Central Avenue, St. Petersburg, FL 33701
Edwin C. Hussemann, Treasurer	360 Central Avenue, St. Petersburg, FL 33701
G. Kristin Delano, Secretary	360 Central Avenue, St. Petersburg, FL 33701

ARTICLES IX.  
INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

03-04-99 05:23PM FROM 813 823 6518

TO 18509224001

P005

H99000005336 5

ARTICLES X.

BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLES XI.

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

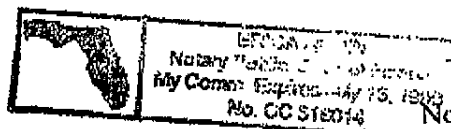
IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by Nancy C. Haire.

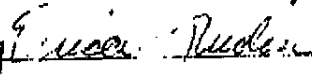
Dated this 3 day of <sup>MARCH</sup>~~February~~, 1999.

  
Nancy C. Haire

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 3 day of <sup>March</sup>~~February~~, 1999, by Nancy C. Haire, as incorporator of Gilchrist Club Management Company, a Florida corporation, on behalf of the corporation. She is personally known to me or who has produced as identification, and did take an oath.



  
Notary Public Eric Rudin  
Serial Number: No. CC 516014  
My Commission Expires: 2/15/99

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That Gilchrist Club Management Company, desiring to organize under the laws of the State of Florida with its principal place of business in Pinellas County, Florida, has named G. Kristin Delano, located at 360 Central Avenue, St. Petersburg, FL 33701 as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



G. Kristin Delano, Registered Agent

**FILED**  
9 MAR -5 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA