



THE UNITED STATES  
CORPORATION  
COMPANY

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CUSTOMER NO: 80472A

CUSTOMER: Robert D. Sumner, Esq  
SUMNER & MANN, P.A.  
SUMNER & MANN, P.A.

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

14150 6th Street  
Dade City, FL 33525

DOMESTIC FILING

NAME: LAKE JOVITA GOLF & COUNTRY  
CLUB, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PH 11/19/99

THIS INSTRUMENT WAS PREPARED BY  
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ROBERT D. SUMNER, P.A.  
ATTORNEY AT LAW  
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(352) 567-5658  
RDS/ejc

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
LAKE JOVITA GOLF & COUNTRY CLUB, INC.

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ARTICLE I - Name

The name of this corporation is LAKE JOVITA GOLF & COUNTRY CLUB, INC. The mailing address and the principal office address of the corporation is 12330 Lake Jovita Boulevard, Dade City, Florida 33525.

ARTICLE II - Duration

This corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III - Purpose

This corporation is organized for the following purposes:

(a) To own, build, operate, conduct and carry on a golf club for the use and benefit of its members and the public generally; to build, own, operate, or lease a clubhouse restaurant, locker rooms, and related type facilities in connection therewith.

(b) To engage in the business of operating a golf and country club, with all of the incidental services that appertain to the

same; and to carry on any other lawful business whatsoever in connection with any of the foregoing, or which is calculated directly or indirectly to promote the interests of this corporation or to in any way enhance the value of this corporation.

(c) To engage in any other business or economic pursuit not prohibited by the laws of the State of Florida.

(d) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with others, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

#### ARTICLE IV - Capital Stock

This corporation is authorized to issue **ONE THOUSAND (1,000)** shares of **One and No/100 Dollar (\$1.00)** par value common stock. The whole or any part of the capital stock of this corporation

shall be payable in cash, or property, labor or services at a just valuation to be fixed by the Board of Directors. Property or labor may also be purchased with the capital stock at such valuation as may be fixed by the Directors.

#### **ARTICLE V - Preemptive Rights**

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

#### **ARTICLE VI - Initial Registered Office and Agent**

The name and street address of the initial registered agent of this corporation are ROY A. GADDEY, JR., 12330 Lake Jovita Boulevard, Dade City, Florida 33525.

#### **ARTICLE VII - Initial Board of Directors and Officers**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors and officers of this corporation are:

<u>Name and Address</u>	<u>Office</u>
BILLY E. BROWN P. O. Box 278 Dade City, Florida 33526-0278	President and Director
ROY A. GADDEY, JR. 12330 Lake Jovita Boulevard Dade City, Florida 33525	Secretary/Treasurer and Director

#### ARTICLE VIII - Incorporators

The names and addresses of the persons signing these Articles are:

**BILLY E. BROWN**  
P. O. Box 278  
Dade City, Florida 33526-0278

President and  
Director

**ROY A. GADDEY, JR.**  
12330 Lake Jovita Boulevard  
Dade City, Florida 33525

Secretary/Treasurer  
and Director

#### ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE X - Subscribers

Shares of capital stock of this corporation shall be issued initially as follows:

<u>Name and Address</u>	<u>Number of Shares</u>
<b>BILLY E. BROWN</b> P. O. Box 278 Dade City, Florida 33526-0278	500
<b>ROY A. GADDEY, JR.</b> 12330 Lake Jovita Boulevard Dade City, Florida 33525	500

#### ARTICLE XI - Restrictions on Transfer of Stock

Shares in the corporation may be transferred to the corporation, to other stockholders in the corporation, or to third persons, but any sale or other transfer to a third person must be approved in advance by the Board of Directors.

Every shareholder who desires to sell his stock shall be required to offer, in writing, to sell to the Board of Directors

the number of shares of stock held by him at and for the book value of the stock as determined, without deduction from the book value for depreciation on the depreciable assets of the Corporation, and any such shareholder, his personal representatives, legatees, or assigns shall immediately, on the payment or tender to him in cash of such price per share, transfer and assign the shares of stock held to the Board of Directors. In the event the Board of Directors shall fail to purchase the stock as hereinabove provided, then such shareholder, his personal representatives, legatees, or assigns may hold the shares of stock or sell or transfer them to any person or persons, the shares to be held absolutely, free from the conditions and restrictions contained or referred to in this provision.

No sale whatever of any shares of the capital stock shall pass any title thereto or be transferred on the books of this Corporation, unless and until all the preceding conditions and requirements have been complied with, and no holder of any certificate of shares shall be entitled to any dividends thereon, or to participate in any of the profits of this Corporation, until the shares are regularly transferred to him on the books of this Corporation.

#### ARTICLE XII - Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by

distributing such votes on the same principle among any number of such candidates.

#### **ARTICLE XIII - Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XIV - Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

#### **ARTICLE XV - Additional Provision**

No contract or other transaction of the corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are parties to or interested in such contract, act or transaction, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 18th day of November, 1999.

Diana L. Martin  
DIANA L. MARTIN

Elizabeth J. Clark  
Elizabeth J. Clark

Diana L. Martin  
DIANA L. MARTIN

Elizabeth J. Clark  
Elizabeth J. Clark

Billy E. Brown (SEAL)  
BILLY E. BROWN

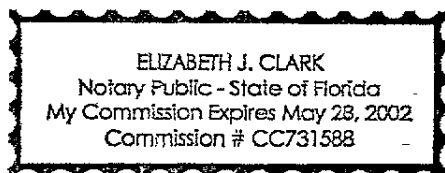
Roy A. Gaddey, Jr. (SEAL)  
ROY A. GADDEY, JR.

STATE OF FLORIDA  
COUNTY OF PASCO

On this 18<sup>th</sup> day of November, 1999, BILLY E. BROWN, who:

☒ is personally known to me; or  
☐ has produced \_\_\_\_\_  
as identification;

personally appeared before me and acknowledged before me that he  
executed the foregoing Articles of Incorporation.



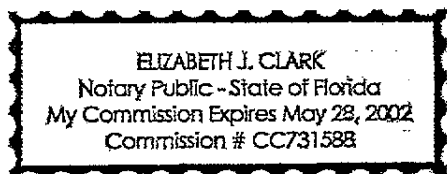
Elizabeth J. Clark  
(Signature of Notary Public)  
Elizabeth J. Clark  
(Printed or Typed Name of Notary)  
Notary Public - State of Florida  
Commission No. CC 731588  
My Commission Expires: May 28, 2002

STATE OF FLORIDA  
COUNTY OF PASCO

On this 18<sup>th</sup> day of November, 1999, ROY A. GADDEY, JR., who:

☒ is personally known to me; or  
☐ has produced \_\_\_\_\_  
as identification;

personally appeared before me and acknowledged before me that he  
executed the foregoing Articles of Incorporation.



Elizabeth J. Clark  
(Signature of Notary Public)  
Elizabeth J. Clark  
(Printed or Typed Name of Notary)  
Notary Public - State of Florida  
Commission No. CC 731588  
My Commission Expires: May 28, 2002



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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

First--That LAKE JOVITA GOLF & COUNTRY CLUB, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at City of Dade City, County of Pasco, State of Florida, has named ROY A. GADDEY, JR., located at 12330 Lake Jovita Boulevard, Dade City, Florida 33525, City of Dade City, County of Pasco, State of Florida, 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 the 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.

  
\_\_\_\_\_  
ROY A. GADDEY, JR.

11-18-99  
\_\_\_\_\_  
(Date)