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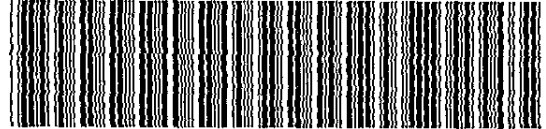
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TALLAHASSEE, FLORIDA

Amend

T BROWN DEC 29 2005

LAW OFFICES

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Reply To:
Peter C. Mollengarden, Esq.
Direct: (561) 820-2872
pmolleng@becker-poliakoff.com

November 3, 2005

**CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS**
Department of State
P.O. Box 6327
Tallahassee, FL 32301

**RE: The Yacht & Racquet Club of Boca Raton, Inc.; Amendments to
Articles of Incorporation**

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of Articles of Amendment to the Articles of Incorporation of **The Yacht & Racquet Club of Boca Raton, Inc.**, as well as a check in the amount of **\$43.75** to cover the cost of filing same and return of a stamped copy to my attention.

Thank you for your attention to this matter.

Very truly yours,

PETER C. MOLLENGARDEN
For the Firm

PCM/dj
Enclosures

cc: The Yacht & Racquet Club of Boca Raton, Inc..



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People's Republic
of China

Tel Aviv,
Israel

Reply To:

Peter C. Mollengarden, Esq.
Direct: (561) 820-2872
pmolleng@becker-poliakoff.com

December 21, 2005

Teresa Brown, Document Specialist
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

**RE: The Yacht & Racquet Club of Boca Raton, Inc.
Your Document #726438
Amendments to Articles of Incorporation**

Dear Sir/Madam:

This Firm represents the above-referenced Association. Pursuant to your November 10, 2005 correspondence, enclosed herein please find an **original and one copy** of the Articles of Amendment to the Articles of Incorporation of **The Yacht & Racquet Club of Boca Raton, Inc.** and attached amendments, which have been revised accordingly. Please file the same and return a stamped copy of the same to my attention.

Thank you for your attention to this matter.

Very truly yours,

PETER C. MOLLENGARDEN
For the Firm

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PCM/dj
Enclosures
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 10, 2005

PETER C. MOLLENGARDEN
BECKER & POLIAKOFF, P.A.
625 N. FLAGLER DRIVE, 7TH FLOOR
W. PALM BEACH, FL 33401

SUBJECT: THE YACHT & RACQUET CLUB OF BOCA RATON, INC.
Ref. Number: 726438

We have received your document for THE YACHT & RACQUET CLUB OF BOCA RATON, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is 726438.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

Letter Number: 805A00067143

Articles OF AMENDMENT TO THE
CHARTER OF
THE YACHT & RACQUET CLUB OF BOCA RATON, INC.
ARTICLES OF INCORPORATION

FILED
05 DEC 28 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officers of The Yacht & Racquet Club of Boca Raton, Inc. do hereby certify that the following amendments to the Articles of Incorporation of said corporation are a true and correct copy as amended, pursuant to Article Twelfth thereof, by the Board of Directors at a duly called and noticed meeting of the Board of Directors held 11/17/05. The amendments were adopted by the Board of Directors.

There are no members entitled to vote on the amendments.

SEE ATTACHED

WITNESS my signature hereto this 18 day of October, 2005,
at Boca Raton, Palm Beach County, Florida.

THE YACHT & RACQUET CLUB OF
BOCA RATON, INC.

Walter A. Astor BY: [Signature] (SEAL)
Witness President

Paul A. Schiff ATTEST: Carol B. Schiff (SEAL)
Witness Secretary

STATE OF FLORIDA :

COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 18 day of October, 2005, by Irving Pomeroy and Carol B. Schiff, as President and Secretary, respectively, of The Yacht & Racquet Club of Boca Raton, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced _____ as identification and did take an oath. If no type of identification is indicated, the above-named persons are personally known to me.

Karen A. Bowby (Signature)
KAREN A. Bowby (Print Name)
Notary Public, State of Florida at Large



**AMENDMENTS TO THE
CHARTER
OF
THE YACHT & RACQUET CLUB OF BOCA RATON, INC.**

A Corporation Not for Profit

Articles of Incorporation

(Additions shown by "underlining",
deletions shown by "~~strikeout~~")

First: The name of the Corporation is THE YACHT & RACQUET CLUB OF BOCA RATON, INC.

Second: Said Corporation is incorporated as a Corporation not for profit under the provisions of Chapter 617, Florida Statutes.

Third: The principal office and post office address of the Corporation shall be 2727 2711 North Ocean Boulevard, Boca Raton, Florida. ~~The registered agent(s) of the Corporation was originally The names and addresses of the Resident Agents are William Whiting and Kandice Gaunitz, 2727 North Ocean Boulevard, Boca Raton, Florida; provided, however, such registered agent may be changed from time to time by the Board of Directors of the Corporation, , any one of whom is authorized to accept service of process within this State upon the Corporation.~~

Fourth: The purposes for which this Corporation is organized are:

(a) To operate a Private Club, known as The Yacht & Racquet Club of Boca Raton (the "Club") for the use, benefit and enjoyment of the Members of the Club pursuant to the governing documents for the Club.

~~(b) To promote community, municipal or county development or any phase of community, municipal or county development.~~

(b) To perform all functions as set forth in the governing documents for the Corporation and the condominiums located within "The Yacht & Racquet Club of Boca Raton Development Area", as defined in the Declaration of Club Property, and as set forth in the Tripartite Agreement, which is also referred to in the condominium documents.

Fifth: The Corporation shall have all the powers that are set forth and described in Chapter 617 of the Florida Statutes, together with all of the powers necessary for it to

carry out the purposes for which this Corporation was formed, as set forth in Article Fourth hereof and the Bylaws of the Corporation. In addition to the general powers herein set forth, the Corporation shall have the following specific powers by way of delineation but not by way of limitation:

(a) To own and operate for the benefit of its Members the Clubhouse, tennis courts, marina and facilities, and other recreational facilities of the Club.

(b) To provide certain maintenance of the lands and properties of the Club and the Corporation and of certain of the properties of the condominiums located within The Yacht & Racquet Club of Boca Raton Condominium Development Area.

(c) To set standards respecting the various condominium buildings and the activities of the Condominium Unit Owners with respect to activities which are common to all of the condominiums in The Yacht & Racquet Club condominium Development Area.

(d) By the unanimous vote of the Board of Directors, to borrow money and pledge or mortgage the property, assessments and income of the Corporation as collateral for any loan. ~~To enter into a Long Term Lease for the lease of the Club facilities and to assess, as part of their annual dues, the Members of the Club for the payment of the rent provided to be paid under the lease and the expense of maintaining the Club property and, if necessary, to bring action to collect the dues and other sums owing by the Members.~~

(e) All other powers necessary to carry out the purposes and functions of this Corporation.

Sixth: The term for which this Corporation is to exist is perpetual or until the Club and its property is are terminated.

Seventh: The Members of this Corporation shall consist of all of the Members of the Club who are owners of condominium parcels in the condominiums located in The Yacht & Racquet Club of Boca Raton Development Area and such other Members of the Club as the Board of Directors shall designate as being Members of this Corporation. The Board of Directors shall have the power to designate and create various classes of membership in the Club and in this Corporation and they may do so by making provisions therefor in the Bylaws.

~~The admission of members to the Club, and in the designation and creation of various classes of memberships in the Club, the Board of Directors shall admit only those persons who will, in the opinion of the Board, assist in the advancement of the purposes for which the Corporation was organized as set forth in Article Fourth of the Articles of the Corporation.~~

Eighth: The powers of this Corporation shall reside in the Directors of the Corporation. ~~The Board of Directors shall consist of not less than five (5) persons, each of whom shall be a representative of one condominium building in the Development area, provided, however, that the first Board of Directors shall consist of the following persons:~~

Graeme A. Emanuel	2727 North Ocean Blvd. Boca Raton, Florida
John F. Willits	2727 North Ocean Blvd. Boca Raton, Florida
William E. Whiting	2727 North Ocean Blvd. Boca Raton, Florida
Kandice Gaunitz	2727 North Ocean Blvd. Boca Raton, Florida
Colleen O'Dowd	2727 North Ocean Blvd. Boca Raton, Florida

~~These persons shall be known as the initial Directors and they shall serve until December 31, 1976. Any vacancies occurring in the initial Directors may be filled by a vote of those initial Directors only and such successor Director shall serve until December 31, 1976.~~

Each condominium association or multiple residential family building in The Yacht & Racquet Club of Boca Raton Development Area shall elect one person who shall be a member of the Board of Directors, ~~and one (1) alternate member.~~ Such a Director from each condominium association or residential building shall be elected annually for a term of one year. The election of such Director shall be in accordance with the provisions of the appropriate condominium association or other appropriate document; provided that the person so elected and his alternate are unit owners is a unit owner in the condominium association which he/she represents, in good standing and reside in their own units in The Yacht & Racquet Club of Boca Raton Development area for no less than four (4) months during the year preceding their terms of office, as well as the year of their terms of office, two (2) of which months shall be continuous, otherwise such persons shall be disqualified. If the condominium document(s) do not contain a procedure for the election of the Director, then the procedure followed by the condominium association for the election of the directors for its condominium association shall apply. Each condominium association Board of Directors shall provide an alternate or alternates who shall represent the condominium association at Board meetings in the absence of the Director from that condominium association.

Except as otherwise provided in the Bylaws, Directors shall meet monthly at such place and at such time as they shall determine from time to time.

Ninth: The affairs of the Corporation are to be managed by the following Officers:

President
Vice President
Secretary
Treasurer

and such other Officers as the Board of Directors may create.

~~Tenth: The Officers who are to serve until the first election by the Directors are the following:~~

President	William E. Whiting
Vice President	Graeme A. Emanuel
Secretary	Kandice Gaunitz
Treasurer	John F. Willits

~~Tenth~~ Eleventh: Annual Meetings of the membership shall be held on the third Thursday in February of each year unless such day is a legal holiday, or non-business day, and then on the next business day following. The meetings shall be held in the clubhouse of the Club and shall begin at 8:00 p.m. or at such other time and place as the Directors shall determine. ~~The first Annual Meeting of the Members of the Corporation shall be held on February, 1975.~~ At such Annual Meeting the Officers and Directors of the Corporation shall report to the Members on the activities of the Corporation, and on the finances of the Corporation and the Club.

Special Meetings of the Members may be called by a request in writing by a majority of the Directors or by the President of the Corporation.

Notices of the Annual Meeting and of the Special Meetings shall be mailed or hand delivered or electronically transmitted to all Members of the Corporation at their addresses as shown on the Corporation's books where notices of dues are mailed. Such notices shall be sent by United States Mail, postage prepaid or hand delivered or electronically transmitted to such address. Such notices shall be given not less than ~~seven (7)~~ fourteen (14) days prior to the meeting.

"Electronic transmission" means any form of communication, not directly involving the physical transmission or transfer of paper, which creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and which may be directly reproduced in a comprehensible and legible paper form by such recipient through an automated process. Examples of electronic transmission include, but are not limited to, telegrams, facsimile transmissions of images, and text that is sent via electronic mail between computers. If authorized by the Bylaws, notice of meetings of the Board of Directors and of the members of the Corporation and committee meetings may be given by electronic transmission to Members who consent to receive notice by electronic

transmission. The Corporation shall maintain the electronic mailing addresses and the numbers designated by Members for receiving notice sent by electronic transmission to those Members consenting to receive notice by electronic transmission. The electronic mailing addresses and numbers provided by Members to receive notice by electronic transmission shall be removed from Corporation records when consent to receive notice by electronic transmission is revoked. However, the Corporation is not liable for an erroneous disclosure of the electronic mail address or the number for receiving electronic transmission of notices.

The conduct of the affairs of the meeting and the powers of the Members to vote on various matters, if any, shall be as set forth in the Bylaws.

Eleventh Twelfth: The initial Bylaws of this Corporation are those that have been declared by the incorporators. The Bylaws may be amended by a the affirmative vote, at a regularly or specially called meeting of the Directors, of six (6) three-fifths (3/5) of the Directors, attending such meeting. This Charter and/or Articles of Incorporation may be amended at a regularly or specially called meeting of the Directors by a an affirmative vote of not less than six (6) four-fifths (4/5) of the Directors, attending such meeting.

Twelfth Thirteenth: This corporation shall never have or issue shares of stock, ~~nor will it ever have or provide for non-voting membership.~~

Thirteenth Fourteenth: From time to time and at least once annually the corporate Officers shall furnish periodic reports to the Members, which shall include profit and loss statements and balance sheets prepared in accordance with sound business and accounting practice and applicable law.

Fourteenth Fifteenth: To the greatest extent allowed by law from time to time, Each each Director and Officer and Committee member of this Corporation shall be indemnified by the Corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his having been a Director or Officer or Committee member of this Corporation, such expense to include the cost of reasonable settlements (other than amounts paid to the Corporation itself) made with a view of curtailment of costs of litigation. The Corporation shall not, however, indemnify such Director or Officer or Committee member with respect to matters as to which he shall be finally adjudged in any such action, suit or proceedings to be liable for negligence or misconduct in the performance of his duty as such Director or Officer or Committee member, or in respect to any matter in which any settlement or compromise is effected if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer or Committee member in conducting such litigation to final conclusion, and in no event shall anything herein contained be construed as authorizing this Corporation to indemnify any such Director or Officer or Committee member against any liability of the Corporation to which he would otherwise be subject by reason of willful malfeasance,

bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall be in addition to any other rights to which any such Director or Officer or Committee member may be entitled as a matter of law or otherwise.

Fifteenth ~~Sixteenth~~ The names and addresses of the subscribers hereto are as follows:

	Names	Addresses
1.	William E. Whiting	2727 North Ocean Blvd. Boca Raton, Florida
2.	Kandice Gaunitz	2727 North Ocean Blvd. Boca Raton, Florida
3.	Colleen O'Dowd	2727 North Ocean Blvd. Boca Raton, Florida

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