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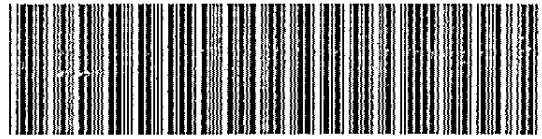
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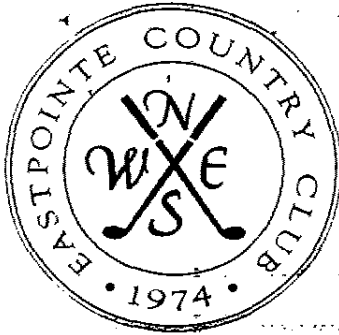
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TALLAHASSEE, FLORIDA

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January 27, 2005

State of Florida
Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

We are enclosing a notarized copy of the Restated Articles of Incorporation of Eastpointe Country Club, Inc., a not-for-profit corporation. They were approved by the membership on January 20, 2005. Please put them on record.

Enclosed is our check for \$43.75, --\$35 for filing and \$8.75 for sending us a certified copy.

Thank you for your cooperation.

Very truly yours,


Theresa Hanson, Controller

RESTATED

ARTICLES OF INCORPORATION

OF

EASTPOINTE COUNTRY CLUB, INC.

(A Corporation NOT-FOR-PROFIT)

FILED

05 JAN 31 PM 12:16

CLERK OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby certify that the following Restated Articles of Incorporation of Eastpointe Country Club, Inc. were adopted by a majority vote of the Board of Governors, and by a vote of more than sixty percent (60%) of the voting membership on January 20, 2005.

ARTICLE I

The name of the Corporation shall be "EASTPOINTE COUNTRY CLUB, INC." Its principal office shall be at 13535 Eastpointe Boulevard, Palm Beach Gardens, Florida, 33418, or at such other place as may be designated, from time to time, by the Board of Governors.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The sole purpose of the Corporation is to own and operate a private golf and tennis country club (hereinafter "Club") exclusively for the pleasure and recreation of its members. To carry out this purpose, the Corporation shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to

borrow money, whether secured or unsecured and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to corporations not-for-profit, as those laws now exist or as they may hereafter provide.

ARTICLE IV

The Corporation is one which does not permit pecuniary gain or profit. No part of any net earnings of the Corporation shall inure to the benefit of any member, governor or officer, and as such they will have no interest in or title to any of the property or assets of the Corporation.

ARTICLE V

The Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE VI

The Corporation shall have a maximum of three hundred thirty eight (338) members who own a Certificate of Membership or have the right to vote. A member must be a natural person over the age of twenty-one (21) years who has been admitted pursuant to the By-laws procedures. The Board of Governors by a vote of at least nine (9) members may establish different categories of voting and non-voting memberships.

ARTICLE VII

For his efforts in founding the Club, Clair G. Andersen has been granted a nontransferable honorary membership, which shall exempt him from payment of annual dues and capital assessments. Upon his death or resignation, or other termination as an

honorary member, the honorary membership shall be canceled and revoked.

ARTICLE VIII

In the event of sale, dissolution or final liquidation of the Corporation, all of the property and assets of the Corporation, after payment of its debts, shall be distributed, in accordance with the provisions of the By-laws.

ARTICLE IX

Neither the members nor the officers or governor of the Corporation shall be liable for the debts of the Corporation.

ARTICLE X

1. The By-Laws or these Articles of Incorporation may be altered, amended, or repealed, or new By-Laws or new Articles of Incorporation may be adopted by the affirmative vote of sixty percent (60%) of the members entitled to vote, voting in person or by written proxy at any annual or special meeting, provided that not less than thirty (30) days previous written notice shall be sent to each member and in which notice there shall be set forth the entire section of the By-Law or Article then in effect and immediately following it, the proposed amendment.

2. Amendments may be proposed by the Board of Governors, or by no less than fifty (50) members entitled to vote by submitting the proposed amendment in writing to the Secretary at least forty-five (45) days prior to the meeting at which it is to be considered.

ARTICLE XI

The voting power of the members shall be vested in the full golfing members, and in members in other categories of membership to which the Board of Governors has given the right to a full or partial vote, (one ballot per membership).

ARTICLE XII

Initiation fees for memberships in the Corporation shall be made in such amounts as are fixed from time to time by the Board of Governors in accordance with the terms of the By-Laws.

ARTICLE XIII

The annual dues, assessments and charges to the members of the Corporation shall be in such amounts as are fixed from time to time by the Board of Governors in accordance with the terms of the By-Laws.

ARTICLE XIV

1. This Corporation shall have five (5) members of the Board of Governors initially. The names and addresses of the initial Governors are as follows:

Name	Address
J. F. Stack	34 Slawson Court, Wilton, Connecticut
C. G. Andersen	5380 No. Ocean Drive Riviera Beach, FL
R. R. Cacicedo	111 Fountainbleau Blvd. Miami, FL
N. Malinovshy	111 Fountainbleau Blvd.

Miami, FL

R. Gonzalez

111 Fountainbleau Blvd.
Miami, FL

When the Corporation is owned by its members, the Board of Governors shall consist of eleven (11) members. The term of office of each governor shall be three (3) years, and so staggered that no more than four (4) terms shall expire in any one-year. At each annual meeting of the members, the members shall elect a governor to fill any expired or vacant term.

ARTICLE XV

The affirmative vote or written consent of two thirds (2/3) of all the members of the Club entitled to vote will be required to authorize or approve any of the following:

- (a) Merger or consolidation of the Corporation with another entity;
- (b) Sale, lease, exchange, transfer or other disposition of all or substantially all of the Corporation's assets;
- (c) Voluntary dissolution of the Corporation; and
- (d) Adoption of a plan of distribution of remaining assets upon dissolution of the Corporation.

ARTICLE XVI

The Board of Governors may authorize the officers of the Corporation to enter into a management agreement with any

person, firm or corporation, to manage the affairs of the Corporation.

ARTICLE XVII

A Certificate of Membership may be transferred only through repurchase by the Corporation in accordance with the procedure set forth in the By-Laws.

ARTICLE XVIII

The names and residences of the subscribers and incorporators are as follows:

Name	Address
Jeffrey M. Fine	2222 Ponce de Leon Blvd. Coral Gables, FL 33134
Robert L. Jamerson	2222 Ponce de Leon Blvd. Coral Gables, FL 33134
Bruce D. Fischman.	2222 Ponce de Leon Blvd. Coral Gables, FL 33134

ARTICLE XIX

1. The affairs of the Corporation shall be managed by a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer, and any such other officers and assistant officers as may be designated by the Board of Governors.

2. Within ten (10) days after the annual meeting, the Board of Governors shall elect those governors to serve as the

officers of the Club, for the term of one (1) year and until their successors shall be elected.

3. The names of the officers who are to serve until the first election are:

Name	Office
R. Cacicedo	President
R. Gonzalez	Vice President
G. Andersen	Vice President
N. Malinovsky	Vice President
J. Gundian	Vice President - Finance
R. Diago	Secretary and Treasurer
R. Healing	Assistant Secretary

ARTICLE XX

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as governor or officer from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being, a governor or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him as such governor or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his gross negligence or willful misconduct.

ARTICLE XXI.

Should any provision of these Articles be in conflict with any provision of the By-laws, the provision of the By-laws shall prevail.

ARTICLE XXII

The registered office for the corporation and the registered agent for the Corporation at that address is Allen Kaplan, 13535 Eastpointe Boulevard, Palm Beach Gardens, FL, 33418

IN WITNESS WHEREOF, we have hereunder set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 25th day of January, 2005.

PRESIDENT Joseph J. Calbed (SEAL)
SECRETARY Madeline R. Kent (SEAL)

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26th day of JANUARY, 2005, by JOSEPH J. CALBED and MADÉLAWE R. KENT

(NOTARY SEAL)

Notary Public Alvin L. Newman

