

40400009/16

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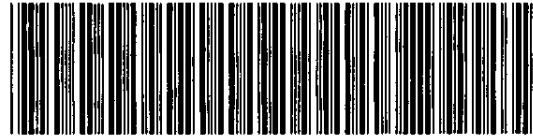
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
13 MAR 18 AM 9:21

Amend
3-21/13

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **The Club at Rapallo, Inc.**

DOCUMENT NUMBER: **N04000009116**

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robert McClure

(Name of Contact Person)

Robert W. McClure, P.A.

(Firm/ Company)

3511 Bonita Bay Blvd.

(Address)

Bonita Springs, FL 34134

(City/ State and Zip Code)

rwmpa@msn.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robert McClure

(Name of Contact Person)

at (**239**) **948-9740**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

The Club at Rapallo, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N04000009116

(Document Number of Corporation (if known))

13 MAR 18 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See attached: Amendment to Articles of Incorporation

The date of each amendment(s) adoption: December 3, 2012

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated FEB 21, 2013

Signature [Handwritten Signature]
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

FRANK H. MOSER
(Typed or printed name of person signing)

PRESIDENT - MASTER BOARD
(Title of person signing)

Prepared by and After Recordation
Return to:
Robert W. McClure, P.A.
3511 Bonita Bay Blvd.
Bonita Springs, FL 34134
239/948-9740

CERTIFICATE OF AMENDMENT
[Amendment to Articles of Incorporation for
The Club at Rapallo Association, Inc.]

THE UNDERSIGNED, being the President or Vice President of The Club at Rapallo Association, Inc., a Florida corporations not-for-profit, ("Association") hereby certify as follows: On December 3, 2012, a meeting of the Association Board of Directors was held, where a quorum was present after due notice, at which a resolution was passed by the affirmative vote of at least a majority of the Board of Directors approving the Amendment to Articles of Incorporation for the Club at Rapallo Association, Inc., as attached hereto ("Amendment"). On January 10, 2013, a meeting of the members of the Association was held, where a quorum was present after due notice, at which a resolution was approved by the affirmative vote of at least a majority of the voting interests present, in person or by proxy, approving the Amendment, as attached hereto.

WITNESSES:

John Gaertner
Signature
JOHN GAERTNER
Print Name

Marc Wood
Signature
MARC WOOD
Print Name

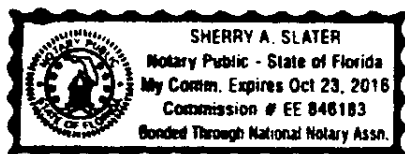
THE CLUB AT RAPALLO ASSOCIATION,
INC., a Florida not-for-profit corporation

By: *Sherry A. Slater*
Title: PRESIDENT - MASTER BOARD
Date: JAN 23, 2013

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledge before me this 23rd day of January, 2013 by *Frank Moser*, President of the THE CLUB AT RAPALLO ASSOCIATION, INC., on behalf of the corporation. He/She is (☒) personally known to me or (☐) has produced _____ as identification.

Sherry A. Slater
Signature of Notary Public



After recordation, return to:
Robert W. McClure, P.A.
3511 Bonita Bay Blvd., Suite 3
Bonita Springs, FL 34134

**AMENDMENT TO ARTICLES OF INCORPORATION
FOR
THE CLUB AT RAPALLO**

WHEREAS, in compliance with the requirements of Chapter 617, Florida Statutes, The Club at Rapallo, Inc. ("Association"), a Florida not-for-profit corporation, filed its Articles of Incorporation with the Florida Secretary of State on September 23, 2004;

WHEREAS, the Association wishes to amend its Articles of Incorporation in accordance with the terms and conditions set forth below and pursuant to Article VI therein.

NOW, THEREFORE, the Articles of Incorporation are hereby amended as follows [all deleted text is overstricken and all added text is in bold and italics]:

1. Article XI, entitled Indemnification, is amended to read as follows:

The Association shall indemnify every Director and every officer of the Association against all expenses and liabilities including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not apply to:

A. Gross negligence or willful misconduct in office by any Director or officer.

B. Any criminal action, unless the Director or officer acted in good faith and in a manner he reasonably believed was in, not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

To the extent that a Director or officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsection (1) or subsection (2), or in defense of any claim, issue, or matter therein, he/she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

In addition to the foregoing, the Association may, by resolution of its Board of Directors, elect to indemnify any employee, agent or other person who has or may incur personal liability while acting in the service of the Association. Such election shall be made in the Board's sole and reasonable discretion and shall be subject to the same exceptions for gross negligence and criminal activity as set forth above.

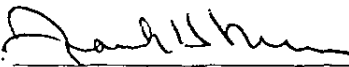
2. Article XII, entitled Miscellaneous, is added to read as follows:

Miscellaneous:

A. Number and Gender. *The use of the singular includes the plural and the use of the male includes female and neuter and vice versa in this document.*

3. All other terms and conditions of the Articles of Incorporation not amended hereby shall remain in full force and effect.

THE CLUB AT RAPALLO, INC.
a Florida not-for-profit corporation

By: 
Title: PRESIDENT, RAPALLO MASTER BOARD
Date: JAN 31, 2013