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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 MAY 14 AM 10:13

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
FOR  
RIVER STRAND GOLF & COUNTRY CLUB, INC.**

**[DOCUMENT NO. N05000010235]**

Pursuant to the provisions of Section 617.1006, Florida Statutes, the Articles of Incorporation for this *Florida Not For Profit Corporation* shall be amended as follows (otherwise, all other provisions shall remain the same):

(NOTE: Underlined language is added).

**ARTICLE 14  
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

~~All officers and Directors shall be indemnified by the Club against all expenses and liabilities, including attorney's fees, reasonably incurred in connection with any proceeding (including appellate proceedings) or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any officer or Director be indemnified for his own willful misconduct or, with respect to any criminal proceeding, his own knowing violation of provisions of law. To the fullest extent permitted by Florida law, the Club shall indemnify and hold harmless every Director and every Officer of the Club 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 made a party because of his being, or having been, a Director or Officer of the Club. The foregoing right to indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:~~

(A) Willful misconduct or a conscious disregard for the best interests of the Club, in a proceeding by or in the right of the Club to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or Officer derived an improper personal benefit.

(D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Club or a member.

In the event of a settlement, the right to indemnification shall not apply unless a majority

of the disinterested Directors approves such settlement as being in the best interest of the Club. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a Director or Officer may be entitled.

The Club may purchase and maintain insurance on behalf of all officers and Directors for any liability asserted against them or incurred by them in their capacity as officers and Directors or arising out of their status as such.

The Club's obligations under Article 14 to indemnify Directors and Officers shall also extend to all committee members of any Club committee who have been duly appointed by the Club Board of Directors.

Date of Adoption of the Amendment(s) was: APRIL 25 2013

**THIS AMENDMENT** to the Articles of Incorporation of River Strand Golf & Country Club, Inc. (hereinafter "Articles of Incorporation") is made by River Strand Golf & Country Club, Inc., a Florida not-for-profit corporation and Lennar Homes, LLC, a Florida limited liability company;

**WHEREAS**, the Articles of Incorporation were originally filed with the Florida Department of State on October 4, 2005, and assigned document number N05000010235;

**WHEREAS**, pursuant to Article 10 of the Articles of Incorporation, the Articles of Incorporation may be amended by the affirmative vote of a majority vote of the Board of Directors;

**WHEREAS**, this Amendment was approved and passed by at least a majority vote of the Board of Directors;

**WHEREAS**, pursuant to Article 10 of the Articles of Incorporation, no amendment to the Articles of Incorporation prior to the Final Development Date shall be effective without the written consent of the Class B member;

**WHEREAS**, pursuant to Article 4 of the Articles of Incorporation, the Class B member shall be the Developer, any successor to or legal representative of Developer, or any Person to whom all rights of Developer under the Declaration or Articles of Incorporation are assigned pursuant to a written instrument recorded in the Public Records;

**WHEREAS**, pursuant to the Assignment of Declarant's Rights recorded in Official Records Book 2234, Page 4887 et seq., Public Records of Manatee County, Florida, Harbourvest, LLC, a Florida limited liability company, assigned all of its rights as developer under the Declaration to Lennar HV, LLC, a Florida limited liability company ("Lennar HV");

**WHEREAS**, pursuant to the Notice of Merger recorded in Official Records Book 2236, Page 1, Public Records of Manatee County, Florida, Lennar HV merged with and into Lennar Homes, LLC, a Florida limited liability company;

**WHEREAS**, the Final Development Date has not occurred;

**WHEREAS**, The Class B member, Lennar Homes, LLC, a Florida limited liability company, consents to this Amendment to the Articles of Incorporation; and

**NOW THEREFORE**, River Strand Golf & Country Club, Inc. and Lennar Homes, LLC, a Florida limited liability company, hereby approve and adopt this Amendment to Article 14 of the Articles of Incorporation as set forth above.

RIVER STRAND GOLF & COUNTRY CLUB, INC.  
a Florida not-for-profit corporation

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

LENNAR HOMES, LLC,  
a Florida limited liability company

By: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_