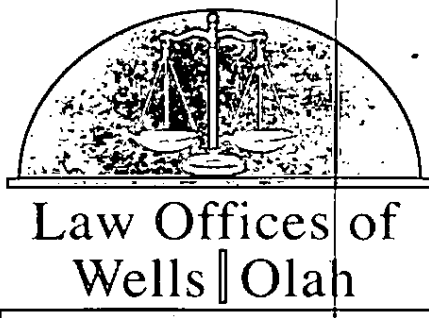




Condominium, Homeowner  
and Cooperative Associations

Kevin T. Wells, Esq.  
Paul E. Olah, Jr., Esq.



Attorneys at Law

A Professional Association

Civil Litigation  
Construction Litigation

Michael W. Cochran, Esq.  
Jackson C. Kracht, Esq.  
Joseph A. Gugino, Esq.  
Brett M. Sarason, Esq.

January 24, 2018

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Certificate of Amendment  
River Strand Golf & Country Club, Inc.

Dear Sir or Madam:

Please find enclosed Amendments to the Articles of Incorporation for the above-referenced corporation.

Enclosed is my firm check in the amount of \$43.75 for the filing fee and certified copy fee. Please return a certified copy to the undersigned at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,

LAW OFFICES OF WELLS | OLAH, P.A.

A handwritten signature in cursive script that reads "Paul E. Olah, Jr.".

Paul E. Olah, Jr., Esq.  
[polah@kevinwellspa.com](mailto:polah@kevinwellspa.com)

PEO/enl  
Enclosures

Prepared By and Return to  
Paul E. Olah, Jr., Esq.  
Law Offices of Wells | Olah, P.A.  
1800 Second Street, Suite 808  
Sarasota, FL 34236  
Telephone (941) 366-9191  
Facsimile (941) 366-9292

FILED  
2018 JAN 29 AM 9:52  
RECORDED  
FALLS BLDG.

**CERTIFICATE OF AMENDMENT**  
**ARTICLES OF INCORPORATION**  
**OF**  
**RIVER STRAND GOLF & COUNTRY CLUB, INC.**

We hereby certify that the attached Amendment to the Articles of Incorporation of River Strand Golf & Country Club, Inc. (which Articles of Incorporation were originally filed with the Florida Department of State, Division of Corporations on October 4, 2005) were duly adopted at a duly noticed and held Special Membership Meeting of River Strand Golf & Country Club, Inc. held on December 18, 2017. The Amendment was approved by at least 66 2/3% of the voting Members present, in person or by proxy and voting, in accordance with Article 10 of the Articles of Incorporation. The Association further certifies that the Amendment was proposed and adopted as required by the Association's governing documents and applicable Florida law.

DATED this 18 day of January, 2018.

**RIVER STRAND GOLF & COUNTRY CLUB, INC.**

**Witness 1**  
Lorraine Carlson  
Signed  
Lorraine Carlson  
Printed

By: Terry Lyons  
Terry Lyons, President

**Witness 2**  
Shawn Fitz  
Signed  
Shawn Fitz  
Printed

ATTEST:  
By: Robert Walsh  
Robert Walsh, Secretary

[Corporate Seal]

STATE OF FLORIDA  
COUNTY OF SARASOTA Mandate (u)

The foregoing instrument was acknowledged before me this \_\_\_ day of January, 2018, by Terry Lyons as President of River Strand Golf & Country Club, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC  
Sign: [Signature]  
Print: \_\_\_\_\_  
State of Florida at Large (Seal)  
My Commission expires:



LIZ VANSCHOOR  
Commission # GG 113012  
Expires June 24, 2021  
Bonded Thru Budget Notary Services

**ARTICLES OF INCORPORATION**  
**OF**  
**RIVER STRAND GOLF & COUNTRY CLUB, INC.**

*[Substantial rewording of Articles of Incorporation.  
See existing Articles of Incorporation for present text.]*

**ARTICLE 6**  
**BOARD OF DIRECTORS**

6.1 **Number.** ~~The affairs of the Club shall be managed by a Board of Directors, composed as provided in the Bylaws, but in no event consisting of less than three (3) Directors. A Director must fulfill all requirements of eligibility provided in the Bylaws and the Homeowners' Association Act. The affairs of the Club shall be managed by a Board of Directors consisting initially of three Directors. The number of Directors comprising succeeding Boards of Directors shall be as provided from time to time in the Bylaws of the Club, but in no event shall there be less than three Directors. After turnover and when the Class B Member is no longer entitled to appoint any Directors, the number of Directors on the Board shall be increased to seven (7) Directors.~~

6.2 **Appointment and Election.** ~~The Directors shall be elected at the annual Membership meeting in the manner determined by the Bylaws and the Homeowners' Association Act. A Director may be removed, and vacancies on the Board of Directors shall be filled, in the manner provided in the Bylaws and the Homeowners' Association Act. All Directors shall be appointed by the Class B member until the annual meeting of members in the year 2006. Commencing with such annual meeting and continuing thereafter until the Turnover Meeting, the Class B member shall have the right to appoint a majority of the Directors, and the remaining Directors shall be elected by the Class A Members in accordance with the Bylaws. Commencing with the Turnover Meeting and continuing thereafter until the Termination Meeting, a majority of the Directors shall be elected by the Class A members in accordance with the provisions of the Bylaws, and the Class B member shall have the right to appoint the remaining Directors. Commencing with the Termination Meeting, all Directors shall be elected by the Class A members in accordance with the provisions of the Bylaws.~~

~~A. **Turnover Meeting.** As used herein, the "Turnover Meeting" shall mean the first annual or special meeting of members following the earlier of the following two dates: (1) the date which is three months after 90 percent of the parcels that will ultimately be included in the Subdivision have been conveyed to Class A members; or (2) the date on which the Class B member, by written notice to the Club, relinquishes its right to appoint a majority of the Directors.~~

~~B. **Termination Meeting.** As used herein, the "Termination Meeting" shall mean the first annual or special meeting of members following the earlier of the following two dates: (1) the date on which the Class B member no longer holds for sale in the ordinary course of business at least five percent of the parcels that will ultimately be included in the Subdivision; or (2) the date on which the Class B member, by written notice to the Club, relinquishes its right to appoint any Directors.~~

~~6.3 **Election Procedures.** Elections of Directors shall be by plurality vote of the Members in accordance with the procedures in Articles 4 and 5 of the Bylaws.~~

~~6.4 **Qualification and Term.** Prior to turnover, Directors need not be members of the Club. After turnover, all Directors shall be Members or the spouse of a Member. When a Lot or Unit is owned by a corporation, a partnership, limited liability company or similar entity, the primary individual occupant designated by the entity and the spouse of the primary individual occupancy designated by the entity shall be eligible for Board membership. Trustees and beneficiaries of trusts (provided the beneficiaries reside in the Lot or Unit), and the spouses of such persons, shall be eligible for Board membership. Persons who have been convicted of any felony in this State or in a United States District or Territorial Court, or who have been convicted of any offense in another jurisdiction that would be considered a felony if committed in this State, are not eligible to serve on the Board, unless such felon's rights have been restored for a period of at least 5 years as of the date on which such person seeks election to the Board. A person who is more than 90 days delinquent in the payment of any fee, fine, or special or regular assessment is not eligible for Board membership. Directors appointed by the Class B member shall not serve fixed terms, but shall serve at the pleasure of the Class B member. Except as may be otherwise required by the terms of Article 6.2, Directors elected pursuant to Article 6.3 shall be elected at the annual meeting of members, and their term shall expire at the next succeeding annual meeting of members. Commencing with the Turnover Meeting, except for persons appointed as Directors by the Class B member, no person shall serve as a Director for successive terms or more than two terms during any five-year period.~~