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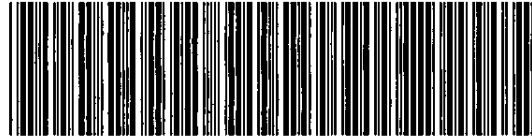
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TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
STONEBRIDGE GOLF AND COUNTRY CLUB OF BOCA RATON, INC.

Pursuant to the provision of Chapter 617 and 720 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The Amendments adopted are attached as Exhibit "A".

SECOND: On February 15, 2016, the above Amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

DATED: 3/15, 2016.

STONEBRIDGE GOLF AND COUNTRY CLUB OF
BOCA RATON, INC.

By: Gail Izsak
Gail Izsak, President

By: Jack L. Malvin
Jack L. Malvin, Secretary

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

STONEBRIDGE GOLF AND COUNTRY CLUB OF BOCA RATON, INC.

(A Corporation Not-For-Profit)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
STONEBRIDGE GOLF AND COUNTRY CLUB OF BOCA RATON, INC.**

(A Corporation Not-For-Profit)

In compliance with Chapter 617, Florida Statutes, the following Amended and Restated Articles of Incorporation of Stonebridge Golf and Country Club of Boca Raton, Inc. (hereinafter referred to as the "Club" or the "Corporation"), a Florida corporation not-for-profit, are submitted. The following Amended and Restated Articles of Incorporation amend, restate and supersede the Articles of Incorporation and all amendments thereto, from the adoption of the Articles of Incorporation that were filed with the office of the Secretary of State on the 22nd day of January, 1985 to the present, including the Articles of Amendment of Articles of Incorporation that were filed with the office of the Secretary of State on the 1st day of February, 1993 and the Articles of Amendment of Articles of Incorporation that were filed with the office of the Secretary of State on the 13th day of May, 1998. The effective date of the following Amended and Restated Articles of Incorporation is the 15th day of February 2016:

We, the undersigned, have associated ourselves together, and do hereby associate ourselves together, for the purpose of becoming incorporated under Chapter 617, Revised Florida Statutes, as a corporation not-for-profit, pursuant to the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be "STONEBRIDGE GOLF AND COUNTRY CLUB OF BOCA RATON, INC." Its principal office shall be at 10343 Stonebridge Boulevard, Boca Raton, Florida 33498, or at such other place as may be designated, from time to time, by the Board of Governors.

ARTICLE II

DURATION

The period of duration of the Club is perpetual.

ARTICLE III

PURPOSE AND POWERS

The sole purpose of the Club is to own and operate a private country club exclusively for the pleasure and recreation of its members. To carry out this purpose, the Club 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

PROHIBITION AGAINST DISTRIBUTION OF INCOME

The Club is one which does not permit pecuniary gain or profit. No part of any net earnings of the Club 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 Club. Nothing herein shall prohibit the Club from reimbursing its governors and officers for all expenses reasonably incurred in performing services rendered to the Club.

ARTICLE V

CAPITAL STOCK

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

ARTICLE VI

MEMBERSHIPS

All matters concerning Memberships, including the number of Memberships, classification of Memberships, rights and privileges of Memberships, and ownership and transferability of each class of Membership, shall be as provided in the By-Laws.

ARTICLE VII

DUES, ASSESSMENTS AND CHARGES

Golf, Social and other classes of Members shall pay dues, assessments and charges in accordance with the terms of the By-Laws.

ARTICLE VIII

DISSOLUTION

In the event of dissolution or final liquidation of the Club, all of the property and assets of the Club, after payment of its debts, shall be distributed, as permitted by a court having jurisdiction, among its Golf, Social and other classes of Members only, in proportion to the value of their Membership Certificates as last fixed by the Board of Governors in accordance with the terms of the By-Laws.

ARTICLE IX

LIABILITY FOR DEBTS

Neither the members nor the officers or governors of the Club shall be liable for the debts of the Club.

ARTICLE X

AMENDMENT OF BY-LAWS

The By-Laws may be altered, amended, or repealed, or new By-Laws may be adopted, in accordance with the terms of the By-Laws, PROVIDED that the proposed amendment or alteration shall be set forth in the notice of meeting at which the matter is to be acted upon, and PROVIDED FURTHER that no such amendment or alteration by the Board, acting without the approval of the Membership, shall increase the number of Club Memberships.

ARTICLE XI

VOTING RIGHTS

The voting power of the Members shall be vested in the Golf, Social and other classes of Members only, in accordance with the terms of the By-Laws.

ARTICLE XII

MEMBERSHIP CONTRIBUTION

The Membership contributions for Golf, Social and other classes of Memberships in the Club 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
BOARD OF GOVERNORS

Members of the Board of Governors shall be elected in accordance with the provisions of the By-Laws.

ARTICLE XIV
INCORPORATORS

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

<u>NAMES</u>	<u>ADDRESS</u>
Richard Jerman	17501 North State Road Seven Boca Raton, Florida 33434
Harvey Geller	17501 North State Road Seven Boca Raton, Florida 33434
Craig Perna	17501 North State Road Seven Boca Raton, Florida 33434

ARTICLE XV
REGISTERED OFFICE AND AGENT

The initial registered office for the Corporation and initial registered agent for the Corporation at that address were the following: Richard Jerman, 17501 North State Road Seven, Boca Raton, Florida 33434.

The current registered agent for the Corporation and the current address for said registered agent are the following: Associated Corporate Services, 6111 Broken Sound Parkway NW, Suite 200, Boca Raton, FL 33487.

ARTICLE XVI
TRANSFER OF MEMBERSHIP

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

ARTICLE XVII

OFFICERS

A. The affairs of the Club shall be managed by a President, a Vice President, a Secretary and a Treasurer, and, if elected by the Board of Governors, any such other officer and assistant officers as may be designated by the Board of Governors.

B. The Board of Governors at each annual meeting shall elect from among the members of the Club, to serve for the term of one (1) year and until their successors shall be elected, a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board from time to time determine appropriate.

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

<u>NAME</u>	<u>OFFICE</u>
Richard Jerman	President
Harvey Geller	Vice President/Secretary
Craig Perna	Treasurer

D. Until the date of turnover of the Club Facilities to the Club, the officers shall owe no fiduciary duty of care or otherwise to the Members and shall act solely on behalf of the Corporation.

ARTICLE XVIII

INDEMNIFICATION

The Club 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, governor or officer of the Club, or by reason of any action alleged to have been taken or omitted by him or her as such governor or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her 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 or her gross negligence or willful misconduct.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged this Amended and Restated Articles of Incorporation on behalf of Stonebridge Golf and Country Club of Boca Raton, Inc. on this 15th day of February, 2016.

Stonebridge Golf and Country Club of
Boca Raton, Inc.

By: Gail Izsak
Gail Izsak, President (Seal)

STATE OF FLORIDA)

SS:

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, this day personally appeared Gail Izsak, to me well known and known to me to be the individual described in and who executed the foregoing Amended and Restated Articles of Incorporation of Stonebridge Golf and Country Club of Boca Raton, Inc., and she acknowledged before me that she signed and executed the same in her capacity as President of Stonebridge Golf and Country Club of Boca Raton, Inc. for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Boca Raton, Palm Beach County, Florida this 18 day of MARCH, 2016.

Catherine Scalzo

Notary Public; State of Florida

My Commission Expires:

03/01/17

