

N37853

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
THE WINDSOR CLUB, INC.
(A NOT-FOR-PROFIT CORPORATION)**

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Elizabeth C. Hanley, being the President of THE WINDSOR CLUB, INC., a Florida Not-For-Profit Corporation (the "Corporation"), hereby certifies that:

1. The name of the Corporation is THE WINDSOR CLUB, INC. The Corporation was incorporated on April 23, 1990 and assigned document number N37853, as amended on January 24, 2012.
2. These Amended and Restated Articles of Incorporation restate and amend the provisions of the Corporation's Articles of Incorporation.
3. The terms and provisions of these Amended and Restated Articles of Incorporation were adopted by the directors of the Corporation pursuant a Unanimous Written Consent in Lieu of a Meeting of the Board of Directors, dated as of June 1, 2013. Member approval was not required.
4. Pursuant to Section 617.1002 and Section 617.1007, of the Florida Business Corporation Act, the text of the Articles of Incorporation of the Corporation, are hereby amended and restated to read in its entirety as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be "THE WINDSOR CLUB, INC." (the "Club"). Its principal office shall be at 3125 Windsor Boulevard, Vero Beach, Florida 32963, or at such other place as may be designated, from time to time, by the Board of Directors.

**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 golf, tennis, swimming, croquet, beach, dining and social club for the pleasure and recreation of its Members, their families and their guests. The Club is organized exclusively for pleasure, recreation and other non-profitable purposes. 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

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laws of the State of Florida with respect to not-for-profit corporations, 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 shall inure to the benefit of any Member, director 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 directors 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. Membership in the Club shall be conclusively determined by the books and records of the Club.

**ARTICLE VI
QUALIFICATIONS OF MEMBERSHIP**

The categories of Membership, qualifications for Membership and the manner of admission shall be as set forth in and regulated by the By-Laws of the Club.

**ARTICLE VII
VOTING RIGHTS**

Members of the Club will have such voting rights as are provided in the By-Laws of the Club.

**ARTICLE VIII
LIABILITY FOR DEBTS**

Neither the Members nor the officers or directors of the Club shall be liable for the debts of the Club.

**ARTICLE IX
BOARD OF DIRECTORS**

The initial Board of Directors shall consist of five (5) persons.

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ARTICLE X INDEMNIFICATION

The Club shall indemnify its directors and officers, and may indemnify its governors, employees and agents, to the fullest extent permitted by the provisions of the Florida Not-For-Profit Corporation Act, as the same may be amended and supplemented, from and against any and all judgments, claims, expenses and liabilities incurred in a civil or criminal proceeding, or other matters referred to in, or covered by, said provisions, including, but not limited to, advancement of expenses prior to the final disposition of proceedings and amounts paid in settlement of proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of Members or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding office, and shall continue as a person who has ceased to be a director, officer, governor, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XI DISSOLUTION

In the event of the dissolution or final liquidation of the Club, all of the property and assets of the Club remaining after payment of its debts shall be distributed, as permitted by a court having jurisdiction, among its Equity Members in proportion to the value of their Memberships as last fixed by the Board of Directors in accordance with the terms of the By-Laws of the Club.

ARTICLE XII TRANSFER OF MEMBERSHIP

An Equity Membership may be transferred only through the Club in accordance with the procedures set forth in the By-Laws. An Equity Member who has been expelled from the Club shall surrender his or her membership certificate, if any, to the Club in accordance with the procedures set forth in the By-Laws of the Club.

ARTICLE XIII REGISTERED OFFICE AND AGENT

The registered office for the Club and the registered agent for the Club at that address are the following: Jerome D. Quinn, Esquire, 3111 Cardinal Drive, Vero Beach, Florida 32963.

Jul. 15. 2013 9:50AM

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IN WITNESS WHEREOF, we have hereunder set our hands and seals, acknowledged and filed the foregoing amended and Restated Articles of Incorporation under the laws of the State of Florida, as of this 1st day of June, 2013.

THE WINDSOR CLUB, INC.,
a Florida Not-For-Profit Corporation

By: 
Elizabeth C. Hanley, President

(Corporate Seal)