

N 95000003583

(Requestor's Name)

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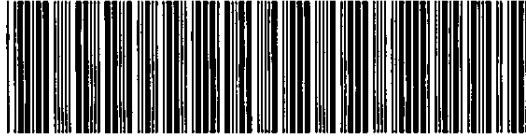
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended / Restated

OCT 26 2015
I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Highland Fairways Golf Club, Inc. _____

DOCUMENT NUMBER: N95000003583 _____

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

Please return all correspondence concerning this matter to the following:

Shirley J, Kalck

(Name of Contact Person)

Highland Fairways Golf Club, Inc.

(Firm/ Company)

3235 Highland Fairways Blvd.

(Address)

Lakeland FL 33810

(City/ State and Zip Code)

glynn3749@tampabay.rr.com

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

For further information concerning this matter, please call:

Shirley J. Kalck

863

853-9566

at

(Name of Contact Person)

(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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15 OCT 19 PM 3:19

RECEIVED
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

October 8, 2015

SHIRLEY J. KALCK
3235 HIGHLAND FAIRWAYS BLVD.
LAKELAND, FL 33810

SUBJECT: HIGHLAND FAIRWAYS GOLF CLUB, INC.
Ref. Number: N95000003583

We have received your document for HIGHLAND FAIRWAYS GOLF CLUB, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carol Mustain
Regulatory Specialist II

Letter Number: 815A00021332

Shirley Kalck
(H) 863-853-9566
(CP) 863-255-8901

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HIGHLAND FAIRWAYS GOLF CLUB, INC.

FILED
2015 OCT 23 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HIGHLAND FAIRWAYS GOLF CLUB, INC., a Florida corporation not for profit, pursuant to Section 617.1007, *Florida Statutes*, certifies that its Articles of Incorporation have been amended and restated in their entirety to read as follows:

ARTICLE I.
NAME

The name of the corporation is **HIGHLAND FAIRWAYS GOLF CLUB, INC.** The Florida Department of State Document Number is N95000003583.

ARTICLE II.
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the corporation and the mailing address of the corporation is 3235 Highland Fairways Boulevard, Lakeland, Florida 33810.

ARTICLE III.
PURPOSES

The corporation is organized for the purpose of acquiring, holding, and operating a golf course, its improvements, facilities, and equipment and a golf club in connection therewith, and to perform such other acts and services that, in the opinion of the board of directors of the corporation, will promote the enjoyment and benefit of its members. In addition, in a manner consistent with the foregoing, the purposes of the corporation shall include:

- a. The promotion of the common benefit, pleasure, recreation, and other non-profitable activities and interests of the members of this corporation;
- b. The promotion of personal contact, co-mingling, and face-to-face fellowship between and among the members of this corporation;

c. The encouragement of members to share interests and to have a common goal directed toward pleasure, recreation, and other non-profitable purposes such that fellowship is a material part in the life of this corporation;

d. To make, establish, and enforce reasonable rules and regulations governing the use of its facilities;

e. To make, levy, and collect assessments for the purpose of obtaining funds from its members to pay for the operation and maintenance of the corporation and the golf course facilities, and to use the proceeds of the assessments in furtherance of its duties and powers;

f. To maintain, repair, replace, and operate the facilities as required;

g. To enforce by rule, regulation, or legal means the obligations of the members of the corporation; and

h. To take such further actions as are reasonable and necessary to promote the purposes of the corporation.

ARTICLE IV. **MEMBERS**

The method of selecting and admitting members, the criteria for membership, the classification of members, the designation of such class or classes of members, the qualifications, limitations, and rights of the members of each class, the quorum and voting requirements for meetings and activities of members, and the notice requirements sufficient to provide notice of meetings and activities of members shall be as set forth in the Bylaws of the corporation. Notwithstanding the foregoing, there shall be no policy or provision whatsoever in the Articles of Incorporation, the Bylaws, or any other governing instrument providing for any form of discrimination against any person based on race, color, or religion. Membership shall only entitle a member to use the facilities of the corporation.

ARTICLE V. **BOARD OF DIRECTORS**

The business and property of the corporation shall be managed by the board of directors of the corporation which shall have full and absolute control over the affairs of the corporation and shall be authorized to exercise all of the corporate powers of the corporation. The board of directors shall carry out the purposes of the corporation in compliance with the Articles of Incorporation and the Bylaws of the corporation. The method of electing the directors of the corporation shall be as stated in the Bylaws of the corporation. The number of directors of the

corporation may be increased or decreased from time to time and at any time, but the corporation shall never have less than three (3) directors nor more than seven (7) directors. No director shall be compensated for the performance of his or her duties as a director, but a director may be reimbursed for expenses reasonably and necessarily incurred in the performance of his or her duties as a director in accordance with the Bylaws of the corporation. The board of directors of the corporation shall, by two-thirds (2/3rds) vote, have the right to remove, with or without cause, any director and to replace any director so removed.

ARTICLE VI. **OFFICERS**

The officers of the corporation shall consist of a president, a vice president, a secretary, and a treasurer, and such other officers as the board of directors, from time to time and at any time, shall deem necessary. Any two (2) or more offices may be held by the same person. All officers shall be members of the board of directors of the corporation. All officers shall be elected by the board of directors of the corporation annually at the annual meeting of the board of directors of the corporation. No officer shall be compensated for the performance of his or her duties as an officer, but an officer may be reimbursed for expenses reasonably and necessarily incurred in the performance of his or her duties as an officer in accordance with the Bylaws of the corporation. The board of directors of the corporation shall, by two-thirds (2/3rds) vote, have the right to remove, with or without cause, any officer and to replace any officer so removed.

ARTICLE VII. **LIMITATIONS AND PROHIBITED ACTIVITIES**

The corporation shall be bound by the following:

- a. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual or entity; and, as such, those persons shall have no interest in or title to any of the property or assets of the corporation.
- b. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under Section 501(c)(7) of the Internal Revenue Code of 1986 or corresponding Section of any prior or future Internal Revenue Code; and
- c. In the event of the dissolution of the corporation, the residual assets of the corporation may be turned over to one or more Florida corporations not for profit or to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3)

or Section 501(c)(7) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code.

ARTICLE VIII. **INDEMNIFICATION**

The corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that he or she is or was a director, officer, or agent of the corporation, against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interests of the corporation. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his, or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in the best interests of the corporation, or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Any expenses incurred by a director, officer, or agent in defending a civil or criminal proceeding may be paid by the corporation in advance of the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the director, officer or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the corporation. The indemnification provided by this Section is not exclusive. The corporation may make any further indemnification of its directors, officers, employees, or agents under the bylaws, by agreement, or by the affirmative vote of at least two-thirds (2/3rds) of the members and at least two-thirds (2/3rds) vote of the disinterested directors.

ARTICLE IX. **BYLAWS**

The bylaws of the corporation shall be adopted, altered, amended, repealed, or revised only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

ARTICLE X. **AMENDMENTS TO ARTICLES OF INCORPORATION**

These Amended and Restated Articles of Incorporation may be amended or restated only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

CERTIFICATION

HIGHLAND FAIRWAYS GOLF CLUB, INC., a Florida corporation not for profit, pursuant to *Florida Statute* Section 617.1007, does hereby certify that the foregoing Amended and Restated Articles of Incorporation of **HIGHLAND FAIRWAYS GOLF CLUB, INC.**, contains an amendment requiring member approval, and does further certify that, in accordance with *Florida Statute* Section 617.1006, the amendment was adopted by the members on October 2, 2015, and that the number of votes cast for the amendment was sufficient for approval.

DATED this 2ND day of October, 2015.

HIGHLAND FAIRWAYS GOLF CLUB, INC.

BY: Shirley J. Kalek
Shirley J. Kalek, President