

Division of Corporations

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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

DEERWOOD ACQUISITION, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 10, 1999

DEERWOOD ACQUISITION, INC.
C/O 200 NORTH LAURA STREET, 12TH FLOOR
JACKSONVILLE, FL 32202

SUBJECT: DEERWOOD ACQUISITION, INC.
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**ARTICLES OF AMENDMENT (FIRST) OF THE
ARTICLES OF INCORPORATION
OF
DEERWOOD ACQUISITION, INC.**

Pursuant to the provisions of Chapters 617 and 607, Florida Statutes, **DEERWOOD ACQUISITION, INC.**, a Florida not-for-profit corporation (the "Corporation"), hereby adopts the following amendments to its Articles of Incorporation.

FIRST, the name of the Corporation is Deerwood Acquisition, Inc, the original Articles of Incorporation of which were filed with the Florida Department of State on or about June 23, 1999, under document number H99000015268-8.

SECOND, the current Articles of Incorporation are hereby amended by deleting **ARTICLE I** in its entirety and replacing it with the following:

The name of the Corporation is **DEERWOOD COUNTRY CLUB, INC.**(the "Corporation").
The Corporation shall exist perpetually.

THIRD, the current Articles of Incorporation are hereby amended by deleting the first sentence of **ARTICLE II** in its entirety and replacing it with the following:

The principal place of business and mailing address of the Corporation is 10239 Golf Club Drive, Jacksonville, Florida 32256.

FOURTH, the current Articles of Incorporation are hereby amended by deleting **ARTICLE III** in its entirety and replacing it with the following:

ARTICLE III
PURPOSES AND POWERS

A. PURPOSES. The purpose for which the Corporation is organized is to engage as a non-profit organization to acquire, own and operate the golf, tennis, swim, fitness, social and other recreational facilities owned thereby from time to time, and for such other purposes as are permitted not-for-profit corporations under the laws of the State of Florida which the Board of Governors may deem to be in the best interests of the Corporation and its members.

B. POWERS. The powers of the Corporation shall include and be governed by the following provisions:

a. Common Law and Statutory Powers. The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit from time to time and which are not in direct conflict with the terms of these Articles or the By-Laws, as the same may be amended from time to time.

b. Necessary Powers. The Corporation shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

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i. The power to acquire, own and operate golf, tennis, swim, fitness, social and recreational facilities.

ii. The power to levy and collect dues and assessments and other amounts as provided for in the By-Laws.

iii. The power to expend monies collected for the purpose of paying the expenses of the Corporation.

iv. The power to acquire and dispose of real and personal property.

v. The power to purchase supplies, materials and purchase and/or lease equipment reasonably required for the maintenance, repair, replacement, operation and management of the property owned by the Corporation.

vi. The power to insure and keep insured the property owned or leased to the Corporation.

vii. The power to employ personnel.

viii. The power to make rules and to amend the same from time to time.

ix. The power to improve property owned by or leased to the Corporation.

x. The power to enforce by any legal means the provisions of the Articles of Incorporation, the By-Laws and the rules.

xi. The power to pay all taxes and other amounts which are liens against property owned or leased to the Corporation.

xii. The power to borrow money and pledge assets, and the power to select depositories and to determine the manner of receiving, depositing, and disbursing funds and the form of check and the person or persons by whom the same shall be signed, when not signed as otherwise provided by the By-Laws.

xiii. The power to enter into a long-term contract with any person, firm, corporation or management agent of any nature or kind, to provide for the maintenance, operation, repair and upkeep of property owned or leased to the Corporation.

xiv. The power to appoint committees as the Board of Governors may deem appropriate.

xv. The power to establish and maintain reserves for capital repairs, replacements and additions.

xvi. The power to bring suit and to litigate on behalf of the Corporation.

xvii. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

c. Funds and Title to Properties. All funds and title to all properties acquired by the Corporation and the proceeds thereof shall be held in the name of the Corporation and in accordance

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with the provisions of the By-Laws. The Corporation is a not-for-profit corporation, and no part of the income, if any, of the Corporation shall be distributed to the members, governors, or officers of the Corporation.

d. Exercise of Authority. The Board of Governors shall have full authority to exercise powers of the Corporation subject to restrictions in the By-Laws or otherwise provided by law.

FIFTH, the current Articles of Incorporation are hereby amended by deleting ARTICLE VI in its entirety and replacing it with the following:

ARTICLE VI
MEMBERSHIP

Qualification for, and acquisition of membership in the Corporation shall be regulated by the By-Laws. Members shall have those powers and privileges as may be provided in the By-Laws. The Corporation may issue certificates evidencing certain memberships in the Corporation, as provided in the By-Laws.

SIXTH, the current Articles of Incorporation are hereby amended by deleting ARTICLE VIII in its entirety and replacing it with the following:

ARTICLE VIII
INDEMNIFICATION OF OFFICERS,
GOVERNORS AND COMMITTEE MEMBERS

The Corporation shall indemnify its governors, officers and committee members and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not-For-Profit Corporation Act, as the same be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including, but not limited to, the advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such 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 governors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a governor, officer or committee member, 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. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer, governor or committee member may be entitled.

SEVENTH, the current Articles of Incorporation are hereby amended by deleting ARTICLE IX in its entirety and replacing it with the following:

ARTICLE IX
DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, all of the property and assets of the Corporation shall be distributed as provided by the By-Laws.

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EIGHTH, the current Articles of Incorporation are hereby amended by deleting **ARTICLE X** in its entirety and replacing it with the following:

ARTICLE X
AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision of these Articles of Incorporation in the manner provided by law, and no such amendment shall require the vote of the voting members of the Corporation unless such amendment affects the voting, redemption or transfer rights of members, or changes the election procedures for the Board of Governors. In all other cases, the Board of Governors shall have the power to amend, alter, change or repeal such provisions.

NINTH, the current Articles of Incorporation are hereby amended by adding thereto the following as **ARTICLE XI**:

ARTICLE XI
CONSTRUCTION

In the event of any conflict between the terms of the Articles of Incorporation, the By-Laws or the rules and regulations, the following order of priority shall apply: the Articles of Incorporation, the By-Laws and the rules and regulations.

The effective date of these Articles of Amendment is August 7, 1999. The date of adoption of these Articles of Amendment is August 7, 1999, on which date the within amendments were unanimously approved by the sole Member of the Corporation and all of the Governors of the Corporation without a meeting by written consent.

DEERWOOD COUNTRY CLUB, INC.

By: 
President, Samuel Northrop, Jr.

By: 
Secretary, Mary Ellen Smith

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