



INDIAN SPRING
COUNTRY CLUB, INC.

N24123

May 28, 1998

Florida Department of State
Division of Corporations Bureau of
Commercial Recording Amendment Section
409 East Gaines Street
Tallahassee, FL 32399

To Whom It May Concern:

Enclosed please find an Amendment filing form to change the Articles of Incorporation for Indian Spring Country Club as noted on the copy attached.

We would appreciate your expediting our claim as quickly as possible.

Thank you for your attention to this matter.

Sincerely,
INDIAN SPRING COUNTRY CLUB, INC.

Jay Weitz,
President

98 JUN - 1 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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Amend
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ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

INDIAN SPRING COUNTRY CLUB , INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

ARTICLES, I, IV, VI, VII, IX, X, XI, XII, XIII, XVII, AND XVIII.

ATTACHED ARE ALL THE CHANGES TO THE ARTICLES OF INCORPORATION.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN - 1 AM 9:53

APPROVED
AND
FILED

SECOND: The date of adoption of the amendment(s) was: MAY 29, 1998

THIRD: Adoption of Amendment (CHECK ONE)

- ☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

INDIAN SPRING COUNTRY CLUB, INC.

Corporation Name


Signature of Chairman, Vice/Chairman, President or other officer

JAY WEITZ

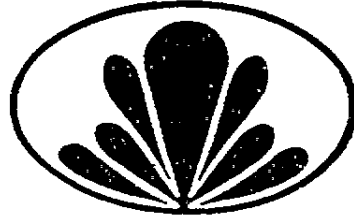
Typed or printed name

PRESIDENT

Title

MAY 29, 1998

Date



INDIAN SPRING

GOLF & TENNIS COUNTRY CLUB, INC.

EQUITY OWNERSHIP DOCUMENTS

January 4, 1988

THE PLAN FOR THE OFFERING OF
MEMBERSHIPS OF INDIAN SPRING ~~ADLE & TENNIS~~ COUNTRY CLUB, INC.
AND FOR THE PURCHASE OF THE CLUB FACILITIES BY THE CLUB

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ARTICLES OF INCORPORATION
OF
INDIAN SPRING ~~GOLF & TENNIS~~ COUNTRY CLUB, INC.
(A Corporation Not-For-Profit)

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 "INDIAN SPRING ~~GOLF & TENNIS~~ COUNTRY CLUB, INC." (hereinafter referred to as the "Club"). Its principal office shall be at 11501 Indian Spring Trail, Boynton Beach, Florida 33437, 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

Previously Amended to
change the name.
~~GOLF & TENNIS~~ (Attachment H)

~~DELETE~~

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

68 JUN -1 AM 9:53

APPROVED
AND
FILED

State of Florida with respect to corporations not-for-profit, as those laws now exist or as they may hereafter provide.

The purposes for which this corporation is organized are exclusively for pleasure, recreation and other non-profitable purposes within the meaning of section 501(c)(7) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(7) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

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 (i) the Club~~ ~~from reimbursing its governors and officers for all expenses reasonably incurred in performing services rendered to the Club,~~ ~~or (ii) entering into a contract which will assign all of the earnings of the Club to another entity in exchange for an undertaking to fund any deficits of 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

The Club shall have the following classes of equity membership, limited as indicated:

A. Equity Golf, which shall entitle members resident in The Indian Spring Planned Unit Development ("PUD") to the use of all Club facilities - limited to 800 members, except as otherwise permitted hereinafter.

B.(i) Equity Tennis which entitles members resident in the PUD to full use of the tennis facilities, pool, clubhouse, dining and other social facilities of the Club, excluding golf facilities of the Club. Tennis memberships shall be limited to one thousand (1000), no more than 600 being Sports Equity members.

~~(ii) Equity Sports Membership - Class A, comprised of Tennis Members resident in the PUD, who avail themselves of annual full golf privileges while such privileges are available, subject to maximum golf member limitations set forth herein, and who are on a priority waiting list for equity golf membership. These members are entitled, upon payment of dues as hereinafter provided, to the use of all the facilities of The Club. Said Sports Members - Class A, shall be included within the eight~~

DELETE

CONT.

hundred (200) maximum limitation on Golf Members as set forth herein.

DELETE

(ii)

(iii) Equity Sports - Class B, which shall entitle tennis members resident in the FUD to full use of the tennis facilities, pool, restaurant, and social facilities of the Club and limited golfing privileges; after 12:00 noon, November through April, and without limitation of time from May through October, upon payment of greens fees and cart fees, all of which may be otherwise limited by the Rules and Regulations or By-Laws of the Club, and subject to the priority golf privileges of the Golf Members.

C. Equity Basic Social which entitles members resident in the FUD to full use of the pool, club house, dining and other social facilities of the Club.

In the event that the golf facilities are increased by nine holes of comparable size and standards to those which now exist, the maximum number of Equity Golf Members shall be increased by 200. Equity memberships in each category shall be sold only to

DELETE

residents of the FUD as constituted from time to time. If the

number of equity memberships in any category is less than the maximum number permitted, the Club may admit Non-Equity or Associate Members in each category who do not reside in the FUD up to the maximum number permitted in such category subject to terms and conditions as set forth in the By-Laws of the Club.

DELETE

The total number of Golf Memberships may be temporarily increased to a maximum of 880, if necessary, to accommodate those persons who were Designated Annual Golf Members and Permanent Non-Equity Golf Members of the predecessor Indian Spring Country Club as set forth in the By-Laws.

D. Trial memberships in categories other than Golf. The Board of Governors shall have the right to issue trial memberships in categories other than Golf, limited to one (1) period of one (1) fiscal year to those residents of Indian Spring who never have been equity members of the Club. Such members shall pay no equity membership contribution nor any assessments but shall pay the regular dues and charges for the

ADD

continued
pg. A4

Kind of membership Selected for the Fiscal year in question.
No more than one hundred of such trial memberships shall be allowed
during any fiscal year, and in no event may trial memberships in any
equity class be issued unless that class has fewer equity members than the
maximum number permitted by the By-Laws of the Club.

ARTICLE VII

DUES, ASSESSMENTS AND CHARGES

A. Members of all categories shall pay dues, assessments and charges as fixed by the Board of Governors from time to time, in accordance with the By-Laws and these Articles of Incorporation.

B. SEE ART. VII (B) Amendment
ATTACHMENT "A"

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 Equity Golf, Equity Sports, Equity Tennis, and Equity Social Members, in proportion to the average of the Equity Membership Fees charged for each class of membership during the five years preceding any vote authorizing the dissolution or final liquidation of the Club.

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

Articles

AMENDMENT OF ~~CERTIFICATE~~ OF INCORPORATION AND BY-LAWS

Articles

A. The ~~Certificate~~ of Incorporation may be amended by a 2/3 vote of the members cast in person or by proxy, with each member having voting rights as set forth in Article XI hereof, at a meeting called on at least thirty (30) days written notice which sets forth the nature of the proposed amendment, except
by mail ballot

that the provisions of Articles XI and XIII hereof may be amended only by a concurrence of a majority vote of the Equity Golf Members and a majority vote of the Equity Tennis ~~Members~~ and Equity Sports Members.

B. The initial By-Laws shall be adopted by the initial Board of Directors. Thereafter, the By-Laws may be altered, amended, or repealed, or new By-Laws may be adopted, by 2/3 of the votes cast in person, by MAIL ballot, or by proxy at any duly called and constituted annual or special meeting of the members of the Club. Voting for such amendment, repeal or new By-Laws shall be by weighted vote as provided in Article XI hereof. Notwithstanding the foregoing, the nominating procedure and the provisions for contributions by Golf Members to the tennis budget shall be amended only by concurrence of a majority vote of the Equity Golf Members and a majority vote of the Equity Tennis ~~Members~~ and Equity Sports Members as set forth in the By-Laws. A proposed amendment must be set forth in the notice of the meeting.

ARTICLE XI

VOTING RIGHTS

The voting power of the members shall be vested in the various classes of Equity Membership as follows: Equity Golf Members shall have one (1) vote per Member, Equity Sports and Equity Tennis Members shall have one-half (1/2) vote per Member. A membership held by more than one person, shall be voted by only one of such members, as designated by the holders of such membership.

Members shall have one (1) vote per Member, Equity Sports and Equity Tennis Members shall have one-half (1/2) vote per Member. A membership held by more than one person, shall be voted by only one of such members, as designated by the holders of such membership.

DELETE
Same as
previous
Paragraph

ARTICLE XII

MEMBERSHIP CONTRIBUTION

The membership contributions for the different classes of Equity Membership in the Club shall be made in such amounts as are fixed, from time to time, by the Board of ~~Directors or~~ Governors.

ARTICLE XIII

BOARD OF ~~DIRECTORS~~ - GOVERNORS

A. ~~Until the date of turnover of the management and control of the Club to the Club's Members as provided in the By-Laws, the Club shall be managed by a Board of Nine (9) Directors. After turnover,~~ the Club shall be managed by a Board of Governors comprised of fifteen (15) members, of which eleven (11) shall be Equity Golf Members and four (4) shall be Equity Tennis or Sports Members. The names and addresses of the initial Directors of the Club are:

DELETE

DELETE

NAME	ADDRESS
Leonard E. Greenberg	5160 SW 15th Avenue Boynton Beach, Florida 33437
Alvin Kaplan	5160 SW 15th Avenue Boynton Beach, Florida 33437
Albert H. Proujansky	5160 SW 15th Avenue Boynton Beach, Florida 33437

~~DELETE~~

B. Until the date of turnover of the management and the control of the Club to the Club members, The Resort at Indian Spring, Inc. (the "Company") will appoint and elect the members of the Board of Directors except that the Advisory Committee, established as hereinafter provided, shall elect two Equity Golf Members and one Equity Tennis Member to annual terms of office as members of the Board of Directors. The Club members shall elect at least fifteen (15) members of the Club to an Advisory Committee which will serve as a liaison between the members of the Club and the Company until the turnover. Members of the Advisory Committee shall be elected in the same manner as set forth for the election of members of the Board of Governors subsequent to turnover. Turnover shall occur on the date set forth in the By-Laws.

C. At the turnover of the control and management of the Club to the members, the then members of the Board of Directors shall be deemed to have resigned, and, simultaneously therewith, the members of the Advisory Committee shall automatically and without further action become members of the Board of Governors, having all of the rights of governors under law and the By-Laws, and shall serve for a term ending at the date fixed for the next annual meeting of members following the turnover.

~~B.~~ At the first annual members meeting following of the control and management of the Club to the members turnover, the Equity Golf Members shall elect three (3) members of the Board of Governors who shall serve for a term of one (1) year, four (4) members of the Board of Governors who shall serve

for a term of two (2) years and four (4) members of the Board of Governors who shall serve for three (3) years. Thereafter, at the regularly scheduled annual members meeting, the Equity Golf Members shall elect such number of members of the Board of Governors as equal the number of Golf Governors whose terms are expiring, for three (3) year terms.

C. ~~B.~~ At the first annual members meeting following turnover, the Equity Sports and Equity Tennis Members shall elect one (1) member of the Board of Governors who shall serve for a term of one (1) year, one member of the Board of Governors who shall serve for a term of two (2) years, and two members of the Board of Governors who shall serve for a term of three (3) years. Thereafter, at the regularly scheduled annual members meeting, the Equity Sports and Equity Tennis Members shall elect such number of members of The Board of Governors as equal the number of Tennis/Sports Governors whose terms are expiring, for three (3) year terms.

D. ~~E.~~ Each member of the Board of Governors shall have an equal vote on all matters. Nominees for Golf Governor to fill vacancies on the Board of Governors shall be nominated annually by a committee consisting of a Golf Governor appointed by the Golf Governors and two members at large chosen by the golf members at the prior annual meeting of the members. Nominees for Tennis/Sports Governor to fill vacancies on the Board of Governors shall be nominated annually by a committee consisting of one Tennis/Sports Governor appointed by the Tennis/Sports

*Previously Amended See
ATTACHMENT "B"*

~~membership categories, each member having one vote for each
vacancy in the class for which he is entitled to vote. No
cumulative or bullet voting will be permitted.~~

Delete

ARTICLE XIV

MANAGEMENT AGREEMENT

The Board of Governors may authorize the officers of the Club to enter into a management agreement with any person, firm or corporation, to manage the affairs of the Club.

ARTICLE XV

TRANSFER OF MEMBERSHIP

A membership may be transferred only in accordance with the procedure set forth in the By-Laws. Any member who has been expelled from the Club shall have the obligation to surrender his Membership Certificate for purchase by the Club in accordance with procedure set forth in the By-Laws.

ARTICLE XVI

INCORPORATORS

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

NAME	ADDRESS
Leonard E. Greenberg	5160 SW 15th Avenue Boynton Beach, Florida 33437
Alvin Kaplan	5160 SW 15th Avenue Boynton Beach, Florida 33437
Albert N. Froujansky	5160 SW 15th Avenue Boynton Beach, Florida 33437

ARTICLE XVII

OFFICERS

A. The affairs of the Club shall be conducted by a President, a Vice President, a Secretary and a Treasurer, and, if elected by the Board of Governors, any other officer and assistant officers in accordance with the directions of such Board.

B. The Board of Governors ^{immediately following} ~~at each annual meeting~~ the Board of Governors of 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 may from time to time determine to be appropriate.

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

NAME	ADDRESS
Leonard E. Greenberg, President	5160 SW 15th Avenue Boynton Beach, FL 33437
Alvin Kaplan, Vice President	5160 SW 15th Avenue Boynton Beach, FL 33437
Ivan Echelson, Treasurer	5160 SW 15th Avenue Boynton Beach, FL 33437
Marjorie A. Malaney, Secretary	5160 SW 15th Avenue Boynton Beach, FL 33437

ARTICLE ~~XIII~~ ^{XVII} ~~previously changed~~
See Attachment "B"

INDEMNIFICATION

The Club shall indemnify and hold harmless each person who shall serve at any time hereafter as director, 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 as such governor or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him 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 gross negligence or willful misconduct.

ARTICLE XIX

INITIAL REGISTERED OFFICE AND AGENT

The registered office for the Corporation and registered agent for the Corporation at that address are the following:
Alvin Kaplan, 11501 Indian Spring Trail, Boynton Beach, Florida 33437.

IN WITNESS WHEREOF, we have hereunder set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 28th day of December, 1987.

Samuel E. Greenberg
Alvin Kaplan
Secretary

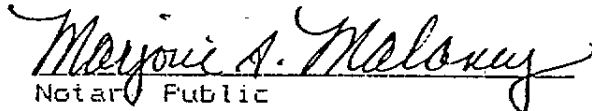
STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this 28th day of December, 1987, personally appeared Leonard E. Greenberg, Alvin Kaplan and Albert N. Froujansky, to me well known and known to me to be the persons described in and who executed the foregoing instrument, and they acknowledged before me that they executed said instrument.


WITNESS my hand and official seal in the County and State aforesaid, this the day and year last above written.

Notary Public, State of Florida at Large
My Commission Expires Sept. 13, 1991
Bonded thru Huckleberry & Associates


Notary Public

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: December 28, 1987.


Alvin Kaplan

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

INDIAN SPRING GOLF & TENNIS COUNTRY CLUB, INC.

FILED
91 MAR -5 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Article VII - Add (B)
Dues, Assessments and Charges

B. However, Capital Assessments must be approved by a 2/3 (two thirds) vote of the Board of Governors and also by a majority vote of those members who must contribute to the Capital Assessment and who vote in person or by mail at a Special Meeting called for this purpose at least 30 (thirty) days prior to the scheduled vote.

by proxy

ballot

Each member shall have a single vote for approval of Capital Assessments for which the member shall have full and equal financial responsibility.

All members shall be responsible equally for Social Capital Assessments as defined in the By-Laws.

SECOND: The date of adoption of the amendment(s) was: December 20, 1995

THIRD: Adoption of Amendment (CHECK ONE)

- ☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

INDIAN SPRING GOLF & TENNIS COUNTRY CLUB, INC.
Corporation Name

William Lubin President - current & Daniel Maisel former Secretary
Signature of Chairman, Vice Chairman, President or other officer

William Lubin

Daniel Maisel

Typed or printed name

current President

former Secretary

Title

Date

March 4, 1997

Amendment "A"

Article I: Name

Change to: INDIAN SPRING COUNTRY CLUB, INC.

SECOND: The date of adoption of the amendment(s) was: June 27, 1996

FILED *passed 2/25/88*

1988 APR 15 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
INDIAN SPRING GOLF & TENNIS COUNTRY CLUB, INC.

Pursuant to the provisions of Chapter 617, Florida Statute, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed December 29, 1987, #N24123.

FIRST: Article XIII, Section E of the Articles of Incorporation is amended to read as follows:

SIX 2. Each member of the Board of Governors shall have an equal vote on all matters. Nominees for Golf Governor to fill vacancies on the Board of Governors shall be nominated annually by a committee consisting of a Golf Governor appointed by the Golf Governors and ~~two~~ *SIX* members at large chosen by the golf members at the prior annual meeting of the members. Nominees for Tennis/Sports Governor to fill vacancies on the Board of Governors shall be nominated annually by a committee consisting of one Tennis/Sports Governor appointed by the Tennis/Sports Governors and ~~two~~ members at large chosen by the Tennis and Sports Members at the prior annual meeting of the members. Additional nominations may be made by petition filed with the President or Secretary of the Club at least thirty (30) days before a scheduled election signed by ten percent (10%) of the Members in the class for which the person is nominated. Election to the Board shall be decided by votes cast within the respective classes of membership, each member having one vote for each vacancy in the class for which he is entitled to vote. No cumulative voting will be permitted.

SECOND: The Article following XVII in the Articles of Incorporation shall be renumbered from "XIII" to "XVIII".

THIRD: The amendments were adopted by the Board of Directors on the 25th day of February, 1988.

FOURTH: No members have been admitted to membership in the corporation.

INDIAN SPRING GOLF & TENNIS
COUNTRY CLUB, INC.

DATED: February 26, 1988

By:

Leonard E. Greenberg
Leonard E. Greenberg, President

Marjorie A. Malaney
Marjorie A. Malaney, Secretary

ATTACHMENT "B"

NOTE - THE ONLY CHANGE TO THIS 1988
AMENDMENT IS TO CHANGE "TWO" TO "SIX"

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on March 5, 1997, to Articles of Incorporation for INDIAN SPRING GOLF & TENNIS COUNTRY CLUB, INC. which changed its name to INDIAN SPRING COUNTRY CLUB, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N24123.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Fifth day of March, 1997



CR2EQ22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

ATTACHMENT "H"