

N 24123

INDIAN SPRING
COUNTRY CLUB, INC.

October 27, 1999

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

800003028219--9
-10/28/99--01067--020
*****35.00 *****35.00

Dear Sir or Madam:

Please find enclosed changes to Article VI in our Articles of Incorporation. A check for \$35.00 to cover the filing fee is enclosed as well. Our address is:

Indian Spring Country Club, Inc.
11501 El Clair Ranch Road
Boynton Beach, FL 33437

Our telephone number is:

561-737-5544

Please call us if you have any questions or if we can be of any assistance in this matter.

Sincerely,



Craig Smith
Membership Director

enclosures

Amend

FILED
99 OCT 28 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. PAYNE NOV 9 - 1999

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.)

ARTICLE VI

ATTACHED ARE ALL THE CHANGES TO ARTICLE VI OF
THE CLUB'S ARTICLES OF INCORPORATION.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: The date of adoption of the amendment(s) was: MAY 26, 1999

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]
Signature of Chairman, Vice-Chairman, President or other officer

JAY WEITZ

Typed or printed name

PRESIDENT

Title

OCTOBER 25, 1999

Date



**INDIAN SPRING
COUNTRY CLUB, INC.**

April 26, 1999

To: Golf, Tennis and Sports Equity Members
of Indian Spring Country Club, Inc. ("The Club")

From: Indian Spring Board of Governors

Re: Notice of Special Meeting to be Held on Wednesday, May 26, 1999,
at 2:30 p.m., in the Clubhouse, to Amend Certain of the Club's Articles
of Incorporation and Its By-laws.

Dear Member,

Enclosed are nine (9) proposed amendments to the Club's Articles of Incorporation and by-laws. All have been approved by the Board of Governors. The following information is presented to help you understand why the committees and the Board recommend that you vote for these changes. Please refer to the actual Amendments for full details.

Amendments proposed by the Membership Committee

The aging of our membership is a real problem that is not unique to Indian Spring. Recognizing the accelerating rate at which we will have to replace members, the Membership Committee proposes that we **test** certain incentives, not only to add to our membership now, but to learn what does and doesn't work if and when our need for new members becomes critical. Passage of these amendments will enable us to do that testing.

1. Paragraph E, to be added to Article VI of the Articles of Incorporation, ***to allow Tennis members to use the golf facilities, and Social members to use both tennis and golf facilities, on a limited basis, from June 1 through September 30.***

Tennis has been our most reliable source of new golf members. The ability to offer tennis and social members -- who already own homes in Indian Spring -- an introduction to golf, during the summer months (**after all golf members have teed off**), will eventually provide the Club with golf prospects for whom finding suitable housing at Indian Spring does not present a problem.

This excellent incentive accomplishes two other things: 1) it enhances the value and attractiveness of Tennis and Social equities, and 2) it **provides additional income to both golf and tennis** during the summer months.

2. Paragraph F, to be added to Article VI of the Articles of Incorporation, ***to allow trial memberships, in categories other than Golf, for people who rent in Indian Spring from residents who do not have an equity.***

In many instances, people who started out as renters have eventually bought both a home and an equity at Indian Spring. The proposed amendment allows the Club to offer ***ONE TIME ONLY trial memberships to renters of non-equity residences***, thus increasing our opportunity to bring in new members, while providing additional income to the Club.

The Membership Committee feels this is a particularly important amendment, as people who make friendships and become involved in the Club's activities are most likely to become members.

3. Paragraph G.. to be added to Article VI of the Articles of Incorporation, ***to allow trial memberships, in categories other than Golf, for renters of equity-owned residences that have an equity membership different from the kind the renter wants to try.***

This amendment gives an equity owner the same advantage as a non-equity homeowner when renting his or her home. It increases the possibilities for renters to use our facilities, which is the most effective way to convert them into members. It also provides additional income to the Club.

4. A new provision (1.) to be added to Article XIII of the by-laws: ***the dues of a single member shall be 80% of the dues of a family membership for the equity he or she holds.***

This formalizes current Club policy.

5. A new provision (2.) to be added to Article XIII of the by-laws: ***the Club may offer residents of Indian Spring, who have never been members of the Club, a reduction in dues of up to 50% for the first full fiscal year of membership.***

This amendment allows us to test this incentive to residents who have never been members of the Club. It requires that the member buy an equity and pay the Construction Program assessment. *It cannot be offered to anyone who has had a Trial Membership.*

6. A new provision (3.) to be added to Article XIII of the by-laws: ***the Club may offer prospective new members, younger than age 60, an annual dues reduction of up to 50% for three years, or until the fiscal year the younger spouse reaches sixty, whichever occurs first.***

The long-term viability of our Club hinges on our ability to attract younger members. This amendment allows us to test a reduction in dues as an incentive to younger prospects. *It cannot be offered to anyone who has had a Trial Membership.*

Amendments proposed by the Nominating Committees

7. Amendment of Article IV 3 C. (iii) of the by-laws ***to allow the Golf Nominating Committee to nominate up to two nominees for each governor whose term is expiring.***

8. Amendment of Article IV 3 C. (iii) of the by-laws *to allow the Sports/Tennis Nominating Committee to nominate up to two nominees for each governor whose term is expiring.*

On numerous occasions, the nominating committees have had to choose between two or more candidates who they feel are equally qualified, forcing the candidate who was not selected to run by petition. Recognizing that there is a benefit to candidates who have been selected by a nominating committee, the 1998-99 Nominating Committees have recommended this amendment as being fairer to candidates as well as beneficial to the members who must choose between them.

Amendment recommended by the Golf Committee

9. Amendment of Article VI A. of the Articles of Incorporation and Article XI 1. D of the by-laws *to reduce the number of golf equities from 800 to 750.*

Our golf membership has not come close to its 800 cap in many years. Now, with only a few new homes to sell and a rapidly aging membership, there is little or no likelihood of approaching that number. Our present golf membership is 729. Last year we lost 18 members and had 18 new members join. A 750 cap puts Indian Spring in a good competitive position versus other clubs in the area, gives us room to acquire new members, and assures that we will continue to average four-hour rounds.

**PROPOSED AMENDMENTS TO THE CLUB'S DOCUMENTS RECOMMENDED BY
THE MEMBERSHIP, NOMINATING AND GOLF COMMITTEES.**

1) Amendment to Article VI of the Articles of Incorporation. A new Paragraph E shall be added at the end to read, as follows:

"E. Notwithstanding anything to the contrary stated in this Article VI, members of the Club who have either Social or Tennis equities shall be entitled to use, on a limited basis as herein provided, all of the Club's facilities during the off-season period running from June 1 to September 30. Such equity members shall be able to use the golf facilities, after regular golf-member play, by electing annually one of the two following programs of play: 1) pay, in advance, in addition to cart fees, a flat fee as determined by the Board of Governors, for use during the entire June 1 to September 30 period, or 2) play up to two times per week (no Sundays), with tee times assigned two (2) days in advance, by paying guest and cart fees, as established by the Board of Governors.

"Additionally, with respect to Social equities, such members shall also be entitled to use the tennis facilities during the June 1 to September 30 period, after regular tennis-member play, or as otherwise determined by the Board of Governors, by paying such fees as shall be determined annually by the Board of Governors."

2) Amendment to Article VI of the Articles of Incorporation. A new Paragraph F (or E, if proposed new paragraph E is not approved) shall be added at the end to read, as follows:

"F. Trial memberships in categories other than Golf, for renters of non-equity owned residences in Indian Spring. The Board of Governors shall have the right to issue trial memberships, in categories other than Golf, limited to one (1) period of up to one (1) fiscal year, to renters of residences in Indian Spring that are owned by persons who do not have an equity membership in the Club. Such members shall pay no equity membership contributions nor any assessments, but shall pay the regular dues and charges, as provided below, for the kind of membership selected for the fiscal year in question.

"A renter may apply *one time only* for a trial membership of four to twelve month's duration, paying 50% of the annual dues in that class of membership, for trials of six months or less, or a pro-rata share of the dues for trials of more than six months. In addition, the renter must pay all applicable charges. During the rental period only, such renter shall be entitled to the same rights to use the Club's facilities as any equity member in such membership class, except as may otherwise be provided by the Board of Governors.

"The owner of the residence must consent to such trial membership by the renter; will be restricted to having only one renter who takes a trial membership in each fiscal year; must agree to pay an application fee, as determined by the Board; and must agree to be responsible for all charges incurred by the renter that are unpaid after the customary billing and collection procedure by the Club.

"A renter taking advantage of this program, who subsequently purchases a residence in Indian Spring, shall not be eligible for the trial membership program provided in Article VI D., hereof.

"In no event may trial memberships in any class be issued unless that class has fewer members than the maximum number permitted by the by-laws of the Club."

3) Amendment to Article VI. of the Articles of Incorporation. A new Paragraph G. (or E. or F, depending on whether proposed new paragraphs E. and F. are approved) shall be added at the end to read, as follows:

"G. Trial memberships, in categories other than Golf, for renters of equity-owned residences. The Board of Governors shall have the right to issue trial memberships, in categories other than Golf, limited to one (1) period of up to one (1) fiscal year, to renters of residences in Indian Spring that have *an equity membership different from the kind the renter wants to try*. Such members shall pay no equity membership contributions nor any assessments, but shall pay the regular dues and charges, as provided below, *for the kind of membership selected for the fiscal year in question*.

"A renter may apply *one time only* for a trial membership of four to twelve month's duration, paying 50% of the annual dues in that class of membership for trials of six months or less, or a pro-rata share of the dues for trials of more than six months. In addition, the renter must pay all applicable charges. During the rental period only, such renter shall be entitled to the same rights to use the Club's facilities as any equity member in such membership class, except as may otherwise be provided by the Board of Governors.

"The equity member must consent to such trial membership by the renter; will be restricted to having only one renter who takes a trial membership in each fiscal year; must agree to pay an application fee, as determined by the Board; and must agree to be responsible for all charges incurred by the renter that are unpaid after the customary billing and collection procedure by the Club.

"A renter taking advantage of this program, who subsequently purchases a residence in Indian Spring, shall not be eligible for the trial membership program provided in Article VI D., hereof.

"In no event may trial memberships in any class be issued unless that class has fewer members than the maximum number permitted by the by-laws of the Club."

4) A new paragraph 1. shall be added to Article XIII of the by-laws to read as follows:

"1. Notwithstanding anything to the contrary stated in this Article XIII, the dues of a an equity member who has a single membership shall be limited to 80% of the dues of a family membership in the same particular class."

5) A new paragraph 2, (or 1. if proposed new paragraph 1. is not approved), shall be added to Article XIII of the by-laws to read as follows:

"2. Notwithstanding anything to the contrary stated in this Article XIII, the Board of Governors may, from time to time, in its sole discretion, offer residents who have never been members of the Club, and who buy an equity membership in the Club for the first time, a reduction in annual dues of up to 50% for the first full fiscal year of membership. This program may not be offered in addition to the trial membership program provided under Article VI D. of the Articles of Incorporation."

6) A new paragraph 3., (or 1. if both proposed new paragraphs 1. and 2. are not approved; or 2. if either proposed paragraph 1. or 2. is not approved), shall be added to Article XIII of the by-laws to read as follows:

"3. Notwithstanding anything to the contrary stated in this Article XIII, the Board of Governors may, from time to time, in its sole discretion, offer prospective new members younger than 60 years of age, who buy an equity membership in the Club for the first time,

a dues reduction of up to 50% for three (3) years, or until the fiscal year the younger spouse reaches the age of 60, whichever occurs first. This program may not be offered in addition to the trial membership program provided under Article VI D. of the Articles of Incorporation."

7) Amendment of Article IV 3 C.(iii) of the by-laws to allow the Golf Nominating Committee to nominate up to two nominees for each governor whose term is expiring. The Article shall be amended, in pertinent part, to read, as follows:

"Annually thereafter, the Golf Nominating Committee shall nominate, for three (3)-year terms (except as provided in amended Article VI 2. C., hereof), up to two nominees for each governor, ~~that number of governors as is equal to that of these governors whose term is~~ are to expire." (New words are underlined; deleted words are ~~stricken through~~.)

8) Amendment of Article IV 3 D.(iii) of the by-laws to allow the Tennis Nominating committee to nominate up to two nominees for each governor whose term is expiring. The Article shall be amended, in pertinent part, to read, as follows:

"Annually thereafter, the Sports/Tennis Nominating Committee shall nominate, for three (3)-year terms (except as provided in amended Article VI 2. C., hereof), up to two nominees for each governor ~~the number of nominees to serve as governors for a term of three (3) years equal to that of these governors whose term is~~ are to expire." (New words are underlined; deleted words are ~~stricken through~~.)

9) Amendment of Article VI A. of the Articles of Incorporation and Article XI 1. D. of the by-laws to reduce the number of golf equities from 800 to 750. Both provisions are amended, in pertinent part, to read that such memberships are limited to "750" instead of "800."