

704972

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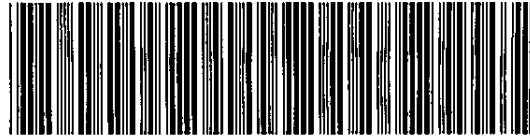
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DIVISION OF CORPORATIONS
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I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: OCEANSIDE GOLF AND COUNTRY CLUB, INC.

DOCUMENT NUMBER: 704972

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

Please return all correspondence concerning this matter to the following:

PHILIP J. SNYDERBURN

(Name of Contact Person)

SNYDERBURN, RISHOI & SWANN, LLP

(Firm/ Company)

2250 LUCIEN WAY, SUITE 140

(Address)

MAITLAND, FLORIDA 32751

(City/ State and Zip Code)

psnyderburn@srsllaw.net

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

For further information concerning this matter, please call:

PHILIP J. SNYDERBURN

(Name of Contact Person)

(407)

at

647-2005

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| ☒ \$35 Filing Fee | ☐ \$43.75 Filing Fee &
Certificate of Status | ☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | ☐ \$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

Articles of Amendment
to
Articles of Incorporation
of

OCEANSIDE GOLF AND COUNTRY CLUB, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

704972

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

(Florida street address)

New Registered Office Address:

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change	<u>PT</u>	<u>John Doe</u>
☒ Remove	<u>V</u>	<u>Mike Jones</u>
☒ Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) ☐ Change	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
☐ Add			
☐ Remove			
2) ☐ Change	<u></u>	<u></u>	<u></u>
☐ Add			
☐ Remove			
3) ☐ Change	<u></u>	<u></u>	<u></u>
☐ Add			
☐ Remove			
4) ☐ Change	<u></u>	<u></u>	<u></u>
☐ Add			
☐ Remove			
5) ☐ Change	<u></u>	<u></u>	<u></u>
☐ Add			
☐ Remove			
6) ☐ Change	<u></u>	<u></u>	<u></u>
☐ Add			
☐ Remove			

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

SEE ATTACHMENT

Articles III and VII are hereby amended as follows:

ARTICLE III

- a. Membership in this corporation shall be limited to the record owners of one or more Certificates of Participation which term shall include collectively the Unit Certificates of Participation, the Series A Certificates of Participation, the Series A-5 Certificates of Participation and such other certificates of participation as may be issued by the corporation from time to time for such consideration, terms and conditions as may be established by its Board of Directors. The corporation shall not issue more than seven hundred and fifty (750) Certificates of Participation.
- b. No person, firm, corporation or association may own or hold more than fifteen (15) Unit Certificates of Participation. No Unit Certificate of Participation shall be transferable without the prior written approval of the Board of Directors. Ownership of one or more Unit Certificates of Participation shall not entitle the record owner to active membership and the related voting and facility use rights and privileges, all as defined and provided in the by-laws of the corporation, as amended from time to time.
- c. The record owners of Certificates of Participation who are active members of the corporation shall have the right to vote on all matters pertaining to the corporation's real and personal property and the business affairs of the corporation without the prior approval, joinder or ratification of inactive members who are record owners of Unit Certificates of Participation, except as expressly provided in subparagraph b, next above. The voting rights of the record owners of Certificates of Participation who are active members include, without limitation, the right to adopt, approve and amend from time to time, a by-law that (i) authorizes and empowers the Board of Directors, subject to reasonable borrowing ceiling limitations, to mortgage and pledge the corporation's real and personal property in connection with financing the repairs and maintenance of the corporation's property and facilities or the purchase of real or personal property or in connection with borrowing funds necessary for the operation of the corporation's property and facilities; and (ii) authorizes and empowers the Board of Directors or the President of the corporation to sell or dispose of items of personal property and equipment that are not reasonably necessary, required or useable for the continuing operations of the corporation and its facilities.
- d. Any motion or resolution involving the sale or transfer of substantially all of the corporation's real and personal property, or the distribution upon dissolution of the corporation's real and personal property or on the mortgaging and pledging of the corporation's real and personal property shall be decided by a majority of the active members who are present in

person or by proxy and voting. Any motion or resolution involving the rights described in subparagraph c. next above shall be decided by a majority of the active voting members who are present in person or by proxy and voting.

e. The Certificates of Participation issued by the corporation shall be entitled to be redeemed as follows:

1. Upon the death of the member, the deceased member's representative shall be entitled to redeem the Certificate of Participation by providing notice of redemption to the corporation and delivering the original Certificate of Participation to the corporation. Upon receipt of the notice of redemption by the corporation and receipt of the original Certificate of Participation by the corporation, the corporation shall pay, in cash, the price paid by the deceased member for the Certificate of Participation, no later than 90 days after receipt of the notice of redemption.
2. Upon termination of the membership other than by death, the member shall be entitled to redeem the Certificate of Participation by providing notice of redemption to the corporation and delivering the original Certificate of Participation to the corporation. Upon receipt of the notice of redemption by the corporation and receipt of the original Certificate of Participation by the corporation, the corporation shall pay, in cash, the price paid by the member for the certificate of participation, no later than 90 days after receipt of the notice of redemption.
3. Upon payment by the corporation under sections e(1) or (2) all rights of the member in the corporation shall be terminated which includes any ownership rights in the assets of the corporation and the right to vote on any matter concerning the corporation.

f. Certificates of Participation shall be cancelled as follows:

1. Upon the death of the member and the member's representative does not provide notice of redemption to the corporation and delivery of the original Certificate of Participation within 365 calendar days from the date of the death of the member, the corporation shall cancel the certificate of participation. Upon cancellation of the Certificate of Participation, all rights of the member in the corporation shall terminate

which includes any ownership rights in the assets of the corporation and the right to vote on any matter concerning the corporation.

2. Upon termination of the membership and the member does not provide notice of redemption to the corporation and delivery of the original Certificate of Participation within 365 calendar days from the date of the termination of the membership, the corporation shall cancel the Certificate of Participation. Upon cancellation of the Certificate of Participation, all rights of the member in the corporation shall terminate which includes any ownership rights in the assets of the corporation and the right to vote on any matter concerning the corporation.
- g. Upon the passage of the amendments regarding redemption and cancellation of Certificates of Participation, the corporation shall notify all representatives of previously deceased members and members whose membership have been previously terminated of the right to redemption. Such notice shall be in accordance with corporation's bylaws. In the event the party being notified does not file a notice of redemption within 365 days from the date of the notice regarding the right of redemption, the corporation shall cancel the Certificate of Participation. Upon cancellation of the Certificate of Participation, all rights of the member in the corporation shall terminate which includes any ownership rights in the assets of the corporation and the right to vote on any matter concerning the corporation.

ARTICLE VII

These Amended and Restated Articles of Incorporation may be amended by a majority of the voting members present at any Annual or Special Meeting duly or legally called; provided, however, such modification, alteration or amendment shall be initiated by a majority of the Board of Directors or by not less than 30% of the voting members by written petition filed with the Secretary of the Club, who shall then not less than 15 days nor more than 60 days thereafter, give notice to each member of such proposed change, amendment or alteration of the Club By-Laws and the date, time and place of the membership meeting at which the same is to be considered and acted upon. Such notice shall be in writing and mailed to each member at his or her last known address as shown by the records of the Club. No amendment can be adopted which would cause a loss of tax exempt status under Section 501 c (7) of the Internal Revenue Code of 1986."

MAY 27, 2015

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

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

Dated 5-29-2015

Signature Muffi Chanfrau
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

MUFFI CHANFRAU ✓

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)