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2016 MAR 23 AM 10:40  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

Amended CC  
Restated

MAR 30 2016

LA BRITTON

Law Offices  
**MacMillan & Stanley, PLLC**  
**29 Northeast Fourth Avenue**  
**Delray Beach, Florida 33483**  
**(561) 276-6363**  
**Facsimile (561) 276-8881**  
**www.macmillanstanley.com**

**Carol MacMillan Stanley\***  
**Thomas M. Stanley\***

\*Board Certified by Florida Bar  
In Wills, Trusts & Estates.

\*Real Estate Law

**Neil E. MacMillan** (1918 - 1996)

March 15, 2016

**Via FedEx**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Sea Fields Club, Inc. – Restated and Amended Articles of Incorporation**  
**Document Number 414853**

To Amendment Section, Division of Corporations:

Enclosed are the Restated and Amended Articles of Incorporation of Sea Fields Club, Inc. and a check in the amount of \$43.75 for the filing fee and a certified copy.

The Restated and Amended Articles of Incorporation were adopted by the members and the number of votes cast for the "amendment(s)" were sufficient. This information is stated in the Restated and Amended Articles of Incorporation.

Please contact me should there be any questions regarding the Sea Fields Club, Inc. Restated and Amended Articles of Incorporation.

Best regards,

MacMillan & Stanley, PLLC



Thomas M. Stanley

TMS/enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 22, 2016

MACMILLAN & STANLEY, PLLC  
% THOMAS M. STANLEY  
29 NORTHEAST FOURTH AVE  
DELRAY BEACH, FL 33483

SUBJECT: SEA FIELDS CLUB, INC.  
Ref. Number: 414853

We have received your document for SEA FIELDS CLUB, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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.

Irene Albritton  
Regulatory Specialist II

Letter Number: 216A00005833

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16 MAR 29 PM 1:28

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*see last page of articles  
for acceptance of R.A.*

**RESTATED AND AMENDED  
ARTICLES OF INCORPORATION  
OF  
SEA FIELDS CLUB, INC.**

FILED  
2016 MAR 23 AM 10:40  
SECRETARY  
TALLAHASSEE, FL

The following restatement and amendment of the Articles of Incorporation of the SEA FIELDS CLUB, INC., were approved at Special Meeting of the shareholders of the Corporation on 7th day of March, 2016, as follows:

**ARTICLE I  
Corporate Status**

- 1.1 The initial Articles of Corporation were filed with the Secretary of State, State of Florida in December of 1972, and are hereby amended in their entirety and following Articles are substituted in their stead.
- 1.2 In all other respects the Articles of Incorporation previously filed with the Secretary of State, amended, are hereby ratified and confirmed.
- 1.3 The effective date of this Amendment shall be the date of filing this Amendment.
- 1.4 The Amendment was adopted Special Meeting of the shareholders on the **7th day of March, 2016.**

**ARTICLE II  
Term of Existence and Fiscal Year**

This corporation shall continue to be in existence on the date of filing of this Amendment with the Secretary of State of the state of Florida, and shall have perpetual existence thereafter. This corporation shall have a fiscal year beginning on May 1<sup>st</sup> of each year.

**ARTICLE III  
Name**

The name of this corporation is the SEA FIELDS CLUB, INC.

**ARTICLE IV  
Purpose**

4.1 This Corporation is organized under Chapters 607 of the Florida Statutes and its activities shall be conducted in such manner that is consistent with that general purpose. This Corporation shall possess and may exercise all the powers and privileges granted by Chapters 607 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attachment of the activities or purposes of this Corporation, limited only by the specific purposes and restrictions set forth in these Articles of Incorporation.

4.2 The specific purpose of this Corporation is as follows:

(a) To acquire, own, lease, operate, and administer cooperative apartment residences established upon certain real property in Delray Beach, Palm Beach County, Florida, and to undertake the performance of the acts and duties incident to ownership of said cooperative apartment residences and the administration of the operation and management thereof in accordance with the terms, provisions, conditions, and authorizations contained in these Articles of Incorporation, those which are enumerated in the formal Bylaws of this Corporation, and those which may be contained in the Proprietary Leases which this Corporation shall issue appurtenant to apartment units and under which Proprietary Leases the owners thereof shall have the right to use and occupy the appurtenant apartment units.

(b) To enforce the provisions of these Articles of Incorporation, the Bylaws of this Corporation which may be hereafter adopted, the provisions of the Proprietary Leases issued by the Corporation, and the rules and regulations governing the use of the property of the Corporation as the same may be hereunder established.

(c) The foregoing subsections shall be construed both as purposes and powers; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict, in any manner, the powers of this Corporation to transact any lawful business that is not consistent with the foregoing specific enumeration of powers.

## **ARTICLE V**

### **Capital Stock**

This corporation has authorized the issue of thirty (30) shares of common voting stock, consisting of one class, and having a par value of \$100.00 each. No stock shall be issued for less than its par value; nor shall any share of stock be issued until it has been paid for in cash in full.

## **ARTICLE VI**

### **Voting Rights**

On all matters on which the stockholders shall be entitled to vote, there shall be one vote for each Proprietary Lease issued by this Corporation, which vote may be exercised or cast by the individual of record designated by the owner of each Proprietary Lease in such manner as may be provided in the Bylaws, adopted by this Corporation from time to time. Should any member own more than one Proprietary Lease, such member shall be entitled to exercise or cast as many votes as he/she owns Proprietary Leases, in the manner prescribed by said Bylaws.

## **ARTICLE VII**

### **Stockholder Rights and Responsibilities**

In addition to the rights and responsibilities prescribed by Florida law, the stockholders shall have the following rights and responsibilities:

7.1 Right of Occupancy. Each stockholder of this Corporation shall be entitled, solely by reason of ownership of stock of this Corporation, to occupy an apartment in a building owned by this Corporation solely as a single family residence. Such right to occupy an apartment shall be evidenced by a Proprietary lease in such form and for such term as shall be prescribed by the Board of Directors of this Corporation, from time to time, which lease shall entitle the stockholder to the occupancy of a designated apartment during the term thereof and so long as such stockholder observes the conditions thereof and makes a payment of his proportionate share of the operating expenses of this Corporation, including taxes, rent, interest, maintenance and operation of the building, together with any principal payments on mortgage indebtedness, if any. Such proportionate share to be paid by a stockholder shall be that proportion which the stock of this Corporation owned by the stockholder is of the total outstanding stock of this Corporation, including that held by this Corporation.

7.2 Stock Transfer. The common stock of this Corporation shall be transferable only with the consent of the Board of Administration of this Corporation and a resolution of such Board ratifying and approving an assignment or transfer which shall be a condition precedent to the transfer of any shares of common stock on the books of this Corporation.

a. The procedure for seeking and approving an assignment or transfer of shares of common stock shall be governed by the Bylaws.

b. No purported assignment or transfer, whether voluntary or by operation of law, to a person not so approved by the Board shall pass any rights to the purported assignee or transferee, nor entitle such assignee or transferee to the occupancy of an apartment. The shares of common stock owned by a stockholder shall not be transferred separately from a Proprietary Lease, and a Proprietary Lease shall not be transferred without the assignment of the common stock.

c. The interest of any stockholder shall be automatically terminated upon that stockholder being divested of title to his/her ownership interest in any Proprietary Lease.

7.3 Release of Liability. Upon transfer of the stock held by a stockholder or a stockholder's fiduciary to an approved transferee, that stockholder shall thereafter be relieved of any obligation whatsoever to this Corporation, either as a stockholder or as a lessee, excepting only the obligation to pay that stockholder's proportionate share, as defined in the Bylaws, of the expenses for the period ending on the date of such transfer.

7.4 Corporate Funds and Assets. The interest of a stockholder in the funds and assets of this Corporation cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to his/her Proprietary Lease. The funds and assets of this Corporation shall belong solely to this Corporation subject to the limitation that the same be expended, held, or used for the benefit of the membership and for the purposes authorized herein and in the Bylaws which may be hereafter adopted.

7.5 Stockholders Property. Except as may be provided in the Bylaws, the private property of the stockholders shall not be subject to the payment of corporate debts, except that each member's ownership of a Proprietary Lease shall be subordinate to the lien and operation of any mortgage now or hereafter placed upon the property owned by this Corporation in accordance with the provisions of the Bylaws and Proprietary Leases, and provided that this provision shall not in any manner limit the obligation of each member unto this Corporation as set forth and contained in these Articles of Incorporation, the Bylaws which may hereafter be adopted, and the Proprietary Lease.

#### **ARTICLE VIII**

##### **Registered Office and Agent**

The name and street address of the registered agent of this corporation is:

Thomas M. Stanley, Esq.  
29 NE 4<sup>th</sup> Avenue  
Delray Beach, FL 33483

#### **ARTICLE IX**

##### **Principal Place of Business**

The principal place of business of the corporation shall be located at 300 S. Ocean Boulevard, Delray Beach, Florida 33483, with any other place of business as may be determined and fixed by the board of directors from time to time.

#### **ARTICLE X**

##### **Directors**

This corporation shall have a minimum of three (3) directors and no more than five (5) directors. The Directors of the Corporation shall be nominated and elected for terms and in the manner as shall be provided in the Bylaws from time to time.

Except as may be limited by Florida law, the Board of Directors shall act for this Corporation and shall have the power to decide all matters relating to the conduct of business for this Corporation as more specifically set forth in the Bylaws.

The Board of Directors, or the President with the approval of the Board of Directors, may employ a Managing Agent or such other managerial or supervisory personnel or entities to administer or assist in the administration of the operation and management of the property of this Corporation and the affairs of this Corporation. Any such person or entity may so be employed without regard to whether such person or entity is a shareholder of this Corporation or a Director or Officer of this Corporation, as the case may be.

**ARTICLE XI**  
**Officers**

The Board of Directors shall appoint officers of this Corporation upon the terms and conditions provided in the Bylaws. The names and post office addresses of the officers of the corporation, who, subject to the provisions of the Bylaws and the laws of the state of Florida, currently hold office or until their successors are elected and qualified, are as follows:

Office	Name and Post Office Address
President	MASON HOLMWOOD 55 ELMHURST DRIVE ORCHARD PARK, NY 14127
Secretary	JAMES DOYLE 1506-1 ABERFOYLE CRESCENT ETOBICOKE, ONTARIO, CD M8X 2-X8 CD
Treasurer	DONALD LINDOW 20 FAIR ACRES DRIVE GROSSE POINTE FARMS, MI 48236

**ARTICLE XII**  
**Directors**

The name and street address of the directors of this corporation, who, subject to the provisions of the bylaws and laws of the state of Florida, currently hold office or until successors are elected and qualified, are:

MASON HOLMWOOD	55 ELMHURST DRIVE, ORCHARD PARK, NY 14127
TED KAKAS	6 GREAT BED ROAD, EAST SANDWICH, MA 02537
JAMES DOYLE	1506-1 ABERFOYLE CRESCENT, ETOBICOKE, ONTARIO, CD M8X X8
DONALD LINDOW	20 FAIR ACRES DRIVE, GROSSE POINTE FARMS, MI 48236
GEORGE BOWMAN	1375 NOTCH ROAD, CHESHIRE, CT 06410

**ARTICLE XIII**  
**Amendment of Articles of Incorporation**

These articles of incorporation may be adopted, amended or repealed at any time by a vote of two-thirds (2/3) of the members of the Board of Directors of the Corporation, and two-thirds of the shareholders, pursuant to the notice requirement in the manner set for by the Bylaws. Amendments shall be effective when a copy thereof, properly executed and acknowledged, has been file with the Florida Department of State.

**ARTICLE XIV**  
**Dissolution**

In the event that this Corporation shall ever be dissolved, all assets at the time of the dissolution shall be distributed, after debts are paid, equally to the then owners of Proprietary Leases. The dissolution of the corporation shall be pursuant to Chapter 607 of the Florida Statutes. Notwithstanding the foregoing, the proposal to dissolve the corporation must be approved by two-thirds (2/3) of the Board of Directors and a vote of at least two-thirds of the shareholders.

**ARTICLE XV**  
**Indemnification**

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

**ARTICLE XVI**  
**Certificate**

Pursuant to the requirements of Florida Statute 607.1007, the undersigned do hereby certify the following: (1) the foregoing Restatement contains amendments to the Articles of Incorporation requiring shareholder approval and the Board of Directors adopted the Restatement; (2) the number of votes cast by the stockholders for the Restatement by the only voting group being entitled to vote was sufficient for approval.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 2<sup>nd</sup> day of March, 2016.

Signed, sealed and delivered  
in the presence of:

**SEA FIELDS CLUB, INC., a Florida corporation**

By: Mason Holmwood  
Mason Holmwood, President

[Signature]  
Witness Print Name Thomas M. Stanley

[Signature]  
Witness Print Name Juan C. Sasso

By: James Doyle  
James Doyle, Secretary

[Signature]  
Witness Print Name Thomas M. Stanley

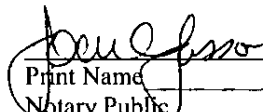
[Signature]  
Witness Print Name Juan C. Sasso



STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared MASON HOLMWOOD, as President of this Corporation, and JAMES DOYLE, as Secretary of this Corporation, who are personally known to me or who has produced as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 8<sup>th</sup> day of March, 2016.

  
\_\_\_\_\_  
Print Name  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



**ACCEPTANCE BY REGISTERED AGENT OF**

**SEA FIELDS, CLUB , INC.**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

**Registered Agent:**

**MacMillan & Stanley, PLLC**

**By:**



**Thomas M. Stanley, Esq.**

**Its:**

**Manager**

**29 NE 4th Avenue**

**Delray Beach, FL 33483**

Required Signature of Registered Agent

**Date**

**3/8/2016**