

Division of Corporations

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**Florida Department of State**  
**Division of Corporations**  
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 Account Number : 120080000105  
 Phone : (954) 453-8014  
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**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address:

mfe1uren@gjb-law.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN**  
**GROVE ISLE CLUB, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

AUG 28 2018

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GROVE ISLE CLUB, INC.

2018 AUG 28 PM 11:19  
FILED  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida corporation adopts the following Amended and Restated Articles of Incorporation, replacing its Articles of Incorporation originally filed on March 10, 1978 as thereafter subsequently amended; the corporation was assigned Document Number 561744.

FIRST: The name of the corporation is Grove Isle Club, Inc. (the "Corporation").

SECOND: The principal office of the Corporation shall be located at 4 Grove Isle Drive, Coconut Grove, FL 33133-5309. The mailing address of the Corporation is 4 Grove Isle Drive, Coconut Grove, FL 33133-5309.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 100, of which 60 are shares of Class A common stock of a par value of \$50.00 per share and 40 of which are shares of Class B common stock of a par value of \$50.00 per share. Class A shares of common stock and Class B shares of common stock are identical except that all of the Class B shares of common stock are non-voting. The holders of Class A shares of common stock of the Corporation shall have full voting power for all purposes; one vote for each Class A share of common stock.

FOURTH: The number of directors constituting the Board of Directors of the Corporation is one which may be increased or, if applicable, decreased by the Board of Directors of the Corporation.

The name and address of the person who is to serve as the member of the Board of Directors of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Eduardo Avila	4 Grove Isle Drive, Coconut Grove, FL 33133-5309

FIFTH: The address of the registered agent of the Corporation in the State of Florida is 100 SE 2<sup>nd</sup> Street, Suite 4400, Miami, FL 33131 and the name of the registered agent of the Corporation at such address is Genovese Joblove & Battista, P.A.

SIXTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of

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the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his 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 in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

SEVENTH: The corporate existence of the Corporation commenced on March 10, 1978, the date upon which the original Articles of Incorporation of the Corporation were filed with the Florida Department of State."

The aforesaid Amended and Restated Articles of Incorporation were adopted on August 28, 2018 pursuant to a written statement and consent to corporate action executed by the shareholders and directors of the Corporation and therefore the number of votes in favor of the amendment was sufficient for approval.

Signed on 8/28/18, 2018

  
Eduardo Ayala, President

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Amended and Restated Articles of Incorporation.

Genovese Joblove & Battista, P.A.

By: 

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