

700185

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

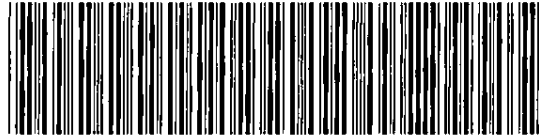
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

- Are Articles of Incorporation  
or Amended Articles  
- Must put an effective  
date.

Receive April 4, 2025  
Office Use Only



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02/10/25--01004--011 \*\*52.50

FILED  
2025 APR -4 PM 2:44  
TALLAHASSEE, FL

AB

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Bird Key Yacht Club, Inc.

DOCUMENT NUMBER: 700185

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

Please return all correspondence concerning this matter to the following:

Tammy Hackney

(Name of Contact Person)

Bird Key Yacht Club, Inc.

(Firm/ Company)

301 Bird Key Drive

(Address)

Sarasota, FL 34236

(City/ State and Zip Code)

thackney@birdkeyyc.com

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

For further information concerning this matter, please call:

Tammy Hackney

(941)

953-4455 x: 102

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

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

- |  |  |   |   |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|--|--|---|---|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**RESTATED ARTICLES OF INCORPORATION  
OF  
BIRD KEY YACHT CLUB, INC.**

FILED

**ARTICLE I**

2025 APR -4 PM 2:44

The name of this corporation is BIRD KEY YACHT CLUB, INC., 301 Bird Key Drive, Sarasota, FL. 34236.

SECRETARY OF STATE  
TALLAHASSEE, FL

**ARTICLE II**

The purposes for which the corporation is organized are:

- a. To establish, maintain and operate a yacht club and clubhouse for the benefit of its members; to provide, operate and maintain docking and related facilities; to foster yachting, boating and other activities; to provide other social and recreational facilities; and generally, to afford its members all the usual privileges, conveniences and accommodations of a yacht club.
- b. In general, to carry on any other lawful activity or enterprise in connection with the foregoing, and to have and execute all of the powers granted generally, or which may hereafter be granted, to not-for-profit corporations under the laws of the State of Florida.

**ARTICLE III**

**A. Membership**

The membership of this Corporation shall consist of such classes of members as the By-Laws shall provide after approval thereof by the affirmative vote of a majority of members voting at a membership meeting called with due notice of such pending action.

**B. Membership Meetings**

An annual meeting of the members shall be held in June. Fifteen percent of all members, present in person or represented by written proxy, shall be necessary to constitute a quorum at any membership meeting. The majority vote of a quorum of members present or voting by written proxy at a membership meeting shall be sufficient to take action on behalf of the Corporation. Balloting at membership meetings shall be as provided in the By-Laws.

**C. Qualifications for Membership**

A candidate for membership shall be of good moral character. A candidate shall comply with and fulfill such other requirements and qualifications as shall be prescribed by the By- Laws.

**D. Admission to Membership**

Admission to membership in the Club shall be initiated by an application to the Membership Director, the Membership Committee or a written proposal made by a member. The application shall contain such information as the By-Laws or the Board of Governors may require. A candidate may be refused recommendation by the Membership Committee. The candidate may be recommended by the Membership Committee to the Board of Governors who, upon such recommendation, may grant membership to the candidate. The candidate may also be refused approval by the Board of Governors. Neither the Membership Committee nor the Board shall disclose reasons for withholding recommendation or approval of a candidate. The terms and conditions of membership shall be as provided herein or in the By-Laws. Compliance with the Articles of Incorporation and the By-Laws of the Corporation shall be an essential part of the conditions of continuing membership in the Club.

#### **E. Non-transferability of Membership**

No member shall have any right of ownership with respect to any property or assets of the Club, except as described in the case of liquidation in Article VIII. Membership in the Corporation may not be sold, assigned or transferred, either voluntarily or by operation of law.

#### **F. Termination of Membership**

Upon the resignation or expulsion of members from the Club, all membership privileges granted to the members and immediate family of such members, shall terminate.

### **ARTICLE IV**

The Board of Directors of the Corporation shall be known as the Board of Governors, and shall have all of the power and authority of a Board of Directors of a not-for-profit corporation. The Board of Governors shall consist of not less than seven nor more than thirteen members of the Corporation.

At each annual membership meeting, the members of the Corporation shall elect members to the Board of Governors to fill vacancies as necessary who shall serve for a term of four years, or until the election and qualification of their successors. No member of the Board of Governors who has served a full term shall be elected for a next successive term. A vacancy occurring on the Board may, at the option of the Board, be filled by a majority vote of the remaining Governors for a term that expires at the next annual meeting at which governors are elected.

The regular meetings of the Board of Governors shall be held as provided in the By-Laws.

The Board shall conduct the business and affairs of the Corporation, establish and maintain generally accepted accounting policy and procedures, have control of all the Corporation's properties and facilities, and shall determine the initiation fee, annual dues and other charges related to Club services and activities.

### **ARTICLE V**

The officers of the Corporation and the Club shall be a Commodore, a Vice Commodore, a Rear Commodore, a Fleet Captain, a Secretary, and a Treasurer, all of whom, except the Fleet Captain, shall be elected by the Board from among the members of the Board of Governors. The Board shall elect a Fleet Captain and may elect an Assistant Secretary and an Assistant Treasurer who shall be members of the Corporation. A Governor may hold only one office. The time and manner of election of officers shall be as provided in the By-Laws.

An officer of the Corporation may be removed with or without cause at a meeting called for that purpose by the affirmative vote of at least three-fourths of all members of the Board of Governors.

### **ARTICLE VI**

This Corporation shall have perpetual existence, unless liquidation occurs as described in Article VIII.

### **ARTICLE VII**

The property or assets of the Corporation shall not be sold, mortgaged or encumbered except upon approval by two-thirds of the Board of Governors and thereupon by two-thirds of the members present at a duly called membership meeting.

### **ARTICLE VIII**

No dividends shall be paid and no part of the income of the Corporation shall be distributed to its members, directors or officers, provided that upon dissolution or final liquidation, the Corporation may make such distribution to its members as may be permitted by Florida Statutes. In the event of dissolution or liquidation, the final proceeds, after full payment of obligations and the return of all restricted assets, will be distributed to voting members of record at the time of liquidation. In accordance with Florida Statutes, a detail liquidation plan will be filed with the Department of State.

### **ARTICLE IX**

The By-Laws of the Corporation shall be prescribed by the Board of Governors, and may be amended, altered, or rescinded by the Board.

### **ARTICLE X**

These Articles of Incorporation may be amended by a majority vote of a quorum of members present or voting by written proxy at an annual or special meeting duly held after due notice as provided in the By-Laws.

### **ARTICLE XI**

Nothing in these Articles or in the Club's By-Laws, notwithstanding any provisions to the contrary, shall be deemed to preclude the Club from having a voluntary member loan program open to all Club Members. Nor shall any provisions of these Articles or the Club's By-Laws be deemed to preclude payment on the principal, interest, and other charges on such loans by the Club from funds available to it from any sources, including income and otherwise.

\* \* \* \*

**NOTE.** This November 20, 2024 Amended Articles of Incorporation supersedes the prior amended version dated February 2, 2022.

## **ARTICLE VII**

The property or assets of the Corporation shall not be sold, mortgaged or encumbered except upon approval by two-thirds of the Board of Governors and thereupon by two-thirds of the members present at a duly called membership meeting.

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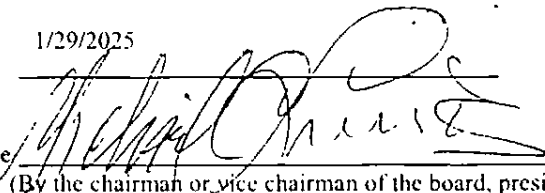
**NOTE.** This November 20, 2024 Amended Articles of Incorporation supersedes the prior amended version dated February 2, 2022.

☒ 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 1/29/2025

Signature



(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)

Michael Landis

(Typed or printed name of person signing)

Commodore, President

(Title of person signing)





FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 13, 2025

TAMMY HACKNEY  
301 BIRD KEY DRIVE  
SARASOTA, FL 34236

SUBJECT: BIRD KEY YACHT CLUB, INC.  
Ref. Number: 700185

We have received your document for BIRD KEY YACHT CLUB, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

YOU ARE UNABLE TO USE BOTH FORMS. WE CAN PROCESS ONLY ONE AMENDMENT FORM. TAMMY HACKNEY IS THIS ARTICLES OF INCORPORATION OR AMENDED AND RESTATED ARTICLES? WE CANNOT ACCEPT "DATE FILED" AS AN EFFECTIVE DATE.

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.

Anissa Butler  
Regulatory Specialist II

Letter Number: 025A00005485