

Apr. 2. 2019 12:32PM

Division of Corporations

700739

No. 2248 P. 1

Page 1 of 2

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H19000105038 3)))



H190001050383ABC.

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : GRAYROBINSON, P.A. - ORLANDO
Account Number : T20010000078
Phone : (407) 843-8880
Fax Number : (407) 244-5690

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: Kwilliams@carlouel.net

COR AMND/RESTATE/CORRECT OR O/D RESIGN
CARLOUEL YACHT CLUB INC

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 07 |
| Estimated Charge | \$35.00 |

RECEIVED

2019 APR -2 PM 12:55

2019 APR -2 PM 12:55

Electronic Filing Menu

Corporate Filing Menu

Help

H19000105038 3

FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
CARLOUEL YACHT CLUB INC.

(A Florida Not-For-Profit Corporation)

Pursuant to Florida Statutes, Chapter 617, Carlouel Yacht Club Inc., a Florida not-for profit corporation, certifies that: (i) the name of the corporation is CARLOUEL YACHT CLUB INC.; (ii) the Carlouel Yacht Club Inc. was initially incorporated pursuant to the "Constitution of Carlouel Yacht Club Inc.", which was filed with the Secretary of the State of Florida on November 12, 1946, and was reincorporated as of April 6, 1960; and (iii) the members of Carlouel Yacht Club Inc. duly adopted the following First Amended and Restated Articles of Incorporation of Carlouel Yacht Club Inc. by written ballot as of March 12, 2019. The number of votes cast for the amendment was sufficient for approval. These First Amended and Restated Articles of Incorporation of Carlouel Yacht Club Inc. shall be effective upon filing with the Florida Division of Corporations in accordance with Florida law.

ARTICLE I
NAME

The name of the corporation is CARLOUEL YACHT CLUB INC. ("Club"). Its principal office is 1091 Eldorado Avenue, Clearwater, FL 33767

ARTICLE II
DURATION

The period of duration of the Club is perpetual.

ARTICLE III
PURPOSES

The general nature and object of the Club shall be to promote and develop social, educational and recreational activities among the Members, and to receive and expend funds for such purposes. The Club is a destination private club, steeped in heritage, located on beautiful Clearwater Beach. The Club's mission is to preserve timeless family values and relationships for generations to come and create lifelong memories and experiences.

H19000105038 3

H19000105038 3

ARTICLE IV
DEFINITIONS

The terms used in these Articles of Incorporation shall have the same definitions and meanings as those set forth in the Bylaws, unless herein provided to the contrary, or unless the context otherwise requires, and all such definitions are hereby incorporated herein by this reference.

ARTICLE V
MEMBERSHIP

The composition, categories, privileges and maximum numbers of Memberships shall be as set forth in the Bylaws.

ARTICLE VI
ADMINISTRATION

6.1 The Club shall be under the management of the Board of Governors, which shall consist of ten (10) Members and the immediate past Commodore. All members of the Board of Governors shall be Voting Members. The Board of Governors shall not approve any project in which the total complete cost is more than 10% of gross revenue without submitting such project in writing for approval by a majority vote of the Voting Members at any meeting in which a quorum of one-third (1/3) of the Voting Members vote in person or by proxy.

6.2 The Board shall make Rules and other Governing Documents, consistent with these Articles of Incorporation and the Bylaws, for the management and government of the Club, its Members, and guests. The Board may fix, enforce, and remit penalties for violations of such Governing Documents as set forth in the Bylaws.

6.3 Notwithstanding anything to the contrary contained in this Section, the Board of Governors shall not sell or mortgage the real estate owned by the Club without the affirmative vote of a majority of the members of the Board of Governors and the affirmative vote of a majority of the Voting Members.

6.4 The Board of Governors is authorized to take all such other actions as are permitted by applicable law, provided such actions are not contrary to these Articles of Incorporation or the Bylaws.

ARTICLE VII
ELECTION AND TERM OF SERVICE OF GOVERNORS

Members of the Board of Governors shall be nominated and serve their terms as set forth in the Bylaws.

H19000105038 3

ARTICLE VIII
ELECTION AND TERM OF SERVICE OF OFFICERS

Officers of the Club shall be elected and serve their terms as set forth in the Bylaws.

ARTICLE IX
REMOVAL OF GOVERNORS AND OFFICERS

Any member of the Board of Governors or any officer of the Club may be removed by a vote of two-thirds (2/3) of the whole Board or by a vote of three-quarters of the Voting Members, but only at a meeting, in either instance, which has been duly called for that purpose.

ARTICLE X
ELECTION OF MEMBERS

Candidates for Membership shall be elected as set forth in the Bylaws.

ARTICLE XI
RESIGNATION OF MEMBERS.

Any Member in Good Standing may resign from the Club after payment of all dues by delivering his/her resignation in writing to the Membership-Marketing Director. This act shall operate as a release and assignment of the Member's interest, if any, in the Club property.

ARTICLE XII
SUSPENSION OR TERMINATION OF MEMBERS

The Board of Governors may discipline, suspend, or terminate Members as set forth in the Bylaws.

ARTICLE XIII
ANNUAL DUES, ASSESSMENTS AND INITIATION FEES

13.1 The Board of Governors shall fix the annual dues, assessments and minimum purchase requirements of Members, if any, prior to the beginning of each Club fiscal year.

13.2 The Board of Governors shall determine and fix the initiation fee and/or other amounts payable to the Club to acquire a Membership.

ARTICLE XIV
RIGHTS OF MEMBERS

14.1 Except as expressly stated otherwise in the Governing Documents, no Member shall have any vested right, interest or privilege in or to the assets, functions, affairs or franchises

H19000105038 3

of the Club, nor any right, interest or privilege which may be transferable or inheritable, or which shall continue after the Member's Membership ceases, or while the Member is not in Good Standing, provided that before a Membership is involuntarily revoked by the Club, such Member shall be given an opportunity to be heard by the Board of Governors.

14.2 The net profit, if any, from the operations of the Club shall be used exclusively for Club purposes, activities and improvements, and under no circumstances shall be distributed to any Member as such.

ARTICLE XV
INDEMNIFICATION OF PRINCIPAL OFFICERS AND GOVERNORS

15.1 The Club shall indemnify, to the fullest extent permitted under applicable law as follows:

(a) Any present or former governor, officer, committee member, General Manager or Membership-Marketing Director shall be indemnified to the fullest extent authorized under applicable Florida law, from and against any and all claims and liabilities to which such person will become subject by reason of having been, or hereafter being, a governor, officer, committee member, General Manager or Membership-Marketing Director of the Club, or by reason of any action alleged to have been taken or omitted by such person as governor, officer, committee member, General Manager or Membership-Marketing Director of the Club, and the Club may advance to any such person funds to pay expenses for all legal and other expenses reasonably incurred by such person in connection with any such claim or liability; provided, however, that no such person will be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of such person's gross negligence, willful misconduct, self-interest or as otherwise prohibited by applicable Florida law. The Club is authorized to purchase insurance coverage as broad as is reasonably available even if the coverage is broader than the language of this provision.

(b) The termination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, in itself, create a presumption that any person permitted to be indemnified by the Club is not entitled to indemnification in accordance with this Article XV.

ARTICLE XVI
DISSOLUTION OF THE CLUB

Upon dissolution of the Club, and for the purpose of liquidation of the assets owned by the Club, all such assets shall be sold and the proceeds, after payment of all bills, debts and valid claims, shall be distributed to the Voting Members pro-rata, and provided further, that such dissolution shall be consummated in accordance with the applicable laws of the State of Florida.

H19000105038 3

ARTICLE XVII
PAYMENTS

All checks, drafts and orders for payment of funds of the Club shall be signed by such officer or officers, or by the General Manager, as the Board of Governors may determine from time to time by resolution.

ARTICLE XVIII
AMENDMENTS

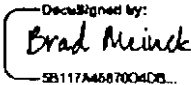
18.1 These Articles of Incorporation may be altered or amended by an affirmative vote of three-fourths (3/4) of the votes cast of the Voting Members by a written ballot, provided that a copy of the proposed amendment and a form of ballot shall be mailed to each Voting Member at least twenty (20) days prior to the date fixed by the Board for the return thereof and at least a quorum of one-third (1/3) of the Voting Members vote.

18.2 The Bylaws may be amended by the Board of Governors at any meeting of the Board, by a majority vote of the Governors presently in office, provided notice of such proposed amendment shall have been given in writing to each Governor at least five (5) days prior to the meeting of the Board, at which such amendments are to be considered.

ARTICLE XIX
REGISTERED AGENT

The street address of the registered office for the Club is 1091 Eldorado Avenue, Clearwater, FL 33767, and the name of the registered agent is Kelley J. Williams.

IN WITNESS WHEREOF, I have hereunder set my hand and seal, acknowledged and filed the foregoing First Amended and Restated Articles of Incorporation under the laws of the State of Florida, this 12 day of March, 2019.

ATTEST: 
59117A4687004DB...

Bradley Meinck, Treasurer

H19000105038 3

H19000105038 3

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

The Club, having organized under the laws of the State of Florida with its principal office, as indicated in the foregoing First Amended and Restated Articles of Incorporation, in the State of Florida, has named Kelley J. Williams, located at 1091 Eldorado Avenue, Clearwater, FL 33767, as its statutory registered agent.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Kelley J. Williams, Registered Agent

Dated this 29 day of March, 2019