

12/15/2020

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
NAPLES YACHT CLUB, INCORPORATED**

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**AMENDED AND RESTATED CHARTER FOR  
NAPLES YACHT CLUB, INCORPORATED  
(a corporation not for profit Document No. 700787)**

**WHEREAS**, the Charter for Naples Yacht Club, Incorporated, a Florida not for profit corporation (the "Corporation") were filed with the Florida Secretary of State on April 11, 1960 (the "Charter").

**WHEREAS**, the Corporation does hereby wish to amend and restate the Charter in its entirety as set forth herein and as approved December 2, 2020 by the Members of the Club and the number of votes cast for the amendments were sufficient for approval.

**NOW, THEREFORE**, the Charter is hereby amended and restated as follows and the Members of the Corporation adopted this Amended and Restated Charter on December 2, 2020:

**ARTICLE I. NAME**

The name of the corporation shall be NAPLES YACHT CLUB, INCORPORATED, and is to be located in Naples, Collier County, Florida (referred to herein as the "Club" or the "Corporation").

**ARTICLE II. OBJECT**

The Club is a private yacht and social club with a "By Invitation Only" membership policy. The Club shall encourage the sport of yachting and provide excellent boating facilities and activities for its members. Further, the Club shall encourage warm social fellowship among the membership. To this end, the Club shall maintain a first-class club house and offer superior dining, outstanding and friendly service and an active and interesting social calendar.

The Club should operate on a fiscally responsible basis. The Club shall respect its employees and endeavor to be a "good place to work."

**ARTICLE III. MEMBERSHIP**

The Membership of the Corporation shall consist of Members and such other types and classes of Members as may be provided for and defined in the By-Laws of the Corporation, a copy of which is provided to each Member upon acceptance in the Club. Each Membership shall be evidenced by a Membership Certificate representing an equitable ownership interest in the Club as may be further provided in the By-Laws.

**ARTICLE IV. TERM**

The Corporation shall have perpetual existence.

**ARTICLE V. SUBSCRIBERS**

The names and residences of the original subscribers are as follows:

J. G. Sample of Naples, Florida

S. Briggs of Naples, Florida

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John A. Luse of Naples, Florida

John A. Love of Naples, Florida

Frank L. Armstrong of Naples, Florida

#### ARTICLE VI. OFFICERS

The affairs of this Corporation shall be managed by a Board of Directors of nine (9) Directors comprised of Members and/or their Spouses and elected by and from the Membership. The term of office of such Directors shall be for such length of time as may be provided in the By-Laws. All elections to Membership on the Board of Directors shall be by a plurality vote of the Members of said Corporation present at any legally constituted Regular or Special Meeting of the Corporation called for that purpose.

The Flag Officers of said Corporation shall be elected by and from the Board of Directors and shall consist of a Commodore, who shall be the chief executive officer of the Corporation, Vice Commodore, Rear Commodore, Treasurer and Secretary.

The subscribers hereto shall be and constitute the acting Board of Directors of the Corporation and shall hold office until their successors are duly elected and qualified at the first election held under the provisions of this Charter or any Amendments thereto.

#### ARTICLE VII. INITIAL MEETING

The first meeting of this Corporation for the purpose of organization, adoption of By-Laws and election of officers shall be held at a convenient time and place within Collier County, Florida, as soon as may be reasonably expedient after the approval and adoption of this Charter Amendment by the Circuit Court of Collier County, Florida.

#### ARTICLE VIII. BY-LAWS

By-Laws of this Corporation may be adopted, altered, amended or rescinded by a two-thirds vote of a quorum of the Members present at any Annual Meeting or at any Special Meeting called for that purpose after giving five (5) days notice in writing to the Members of the Corporation stating the time, place and purpose of such meeting.

#### ARTICLE IX. DISSOLUTION OF THE CORPORATION

Upon dissolution of the Corporation and prior to the completion thereof, all liabilities and obligations of the Corporation shall be paid, satisfied and discharged and all of the remaining assets, property and income owned or held by the Corporation, but not so owned or held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be expended for or applied to the purpose of the Corporation, or one or more of such purposes, exclusively, by transferring and conveying such assets, property and income to one or more organizations exempt from federal income taxation (no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation), in accordance with the laws governing not-for-profit corporations of the State of Florida, and no part of such remaining assets, property or income shall be distributed to Members or to any other persons whatsoever.

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ARTICLE X. CHARTER AMENDMENTS

The Charter of this Corporation may be altered, amended or rescinded by two-thirds vote of a quorum of the Members present at any meeting or at any Special Meeting called for that purpose after giving five (5) days notice in writing to Members of the Corporation stating the time, place and purpose of such meeting.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Charter this 15th day of December, 2020.

NAPLES YACHT CLUB, INCORPORATED,  
a Florida not for profit corporation

By:   
Joseph W. McClanathan, Commodore

REGISTERED AGENT

The undersigned hereby accepts appointment as Registered Agent of Naples Yacht Club, Incorporated this 15th day of December, 2020.

  
Michael Mooney, Registered Agent

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