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EAU GALLIE YACHT CLUB

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FLORIDA SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

EAU GALLIE YACHT CLUB

(A Florida corporation not for profit – Document No. 702188)

WHEREAS, the Charter for Eau Gallie Yacht Club, a Florida not for profit corporation (the “**Corporation**” also known as the “**Club**”) was filed with the Florida Secretary of State on March 23, 1961 and amended pursuant to an Amendment to Articles of Incorporation filed with the Florida Secretary of State on September 2, 1980 (collectively, the “**Prior Articles of Incorporation**”).

WHEREAS, the Club wishes to amend and restate the Prior Articles of Incorporation in its entirety as set forth in this First Amended and Restated Articles of Incorporation of Eau Gallie Yacht Club (“**Articles of Incorporation**”) and the number of votes cast in favor of such Articles of Incorporation by the Voting Members was sufficient for approval. Capitalized terms used but not defined herein shall have the meaning given to such terms in the First Amended and Restated Bylaws of the Eau Gallie Yacht Club dated as of February 16, 2022 (the “**Bylaws**”).

NOW, THEREFORE, the Prior Articles of Incorporation are hereby replaced in their entirety by these Articles of Incorporation as of February 16, 2022

ARTICLE I.
NAME AND PRINCIPAL ADDRESS

The name of the corporation is EAU GALLIE YACHT CLUB, with its principal address located at 100 Datura Drive, Indian Harbour Beach, FL 32937.

ARTICLE II.
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III.
PURPOSE

The general nature and object of the Club shall be, to succeed to and take over all the property, franchises, rights and privileges of every nature and description whatsoever of the club known as EAU GALLIE YACHT CLUB of Eau Gallie, Florida, originally organized in the year 1907. Specifically, the purpose of the Club is to own and operate the Club exclusively for the pleasure and recreation of its Members, their families and their guests, and for other non-profit purposes.

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ARTICLE IV.
PROHIBITION AGAINST DISTRIBUTION OF INCOME

The Club is one which does not permit pecuniary gain or profit. No part of any net earnings shall inure to the benefit of any Member, Governor, Officer, or other private individual and, as such, they will have no interest in or title to any of the property or assets of the Club. Nothing herein shall prohibit the Club from reimbursing its Directors and Officers for all expenses reasonably incurred in performing services rendered to the Club.

ARTICLE V.
CAPITAL STOCK

The Club shall have no capital stock and shall be composed of Members rather than shareholders.

ARTICLE VI.
POWERS AND AUTHORITY

The Club shall have the power and authority to purchase, own, hold, improve, mortgage, lease, sell and dispose of any and all property, real and/or personal, necessary or expedient in carrying out the general object of this Club; to carry on any other lawful undertakings or enterprise whatsoever in connection with the foregoing or which is calculated, directly or indirectly to promote the interests of the Club or to enhance the valor of its properties; to associate or affiliate with other yachting and boating associations, corporations or clubs of a similar nature, and to exercise generally all the powers compatible with an organization of the character stated, including but not limited to the foregoing enumerated powers and those granted by the laws of the State of Florida under Chapter 617, Florida Statutes.

ARTICLE VII.
MEMBERS

The categories of Membership, qualifications for Membership and the manner of admission shall be as set forth in and regulated by the Bylaws.

ARTICLE VIII.
BOARD

The affairs of the Club shall be managed by a Board of Governors in accordance with the Bylaws. The Board of Governors shall have the power and authority to do any and all things necessary to carry forward the business of the Club including but not limited to the powers and authority under Article VI above and the laws of the State of Florida.

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ARTICLE IX.
INDEMNIFICATION

To the fullest extent authorized under Florida law, the Club shall indemnify and hold harmless each individual who is or who previously served as a Governor or Officer, board committee member or employee of the Club, against any and all claims and liabilities to which such individual shall become subject by reason of being or having been a member of the Board of Governors, Officer, board committee member or employee of the Club, or by reason of any action alleged to have been taken or omitted in such capacity, and shall reimburse each such individual for all legal and other expenses reasonably incurred by such individual in connection with any such claim or liability; and if allowed by applicable law, the Club may advance to any such individual funds to pay expenses for all legal and other expenses reasonably incurred by such individual in defending any such claim upon receipt of an undertaking to repay such amount unless it is determined that such individual was entitled to indemnification hereunder; provided, however, that no such individual shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of the gross negligence or willful misconduct of such individual or that is otherwise prohibited by applicable Florida law. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Club to indemnify under Florida law.

ARTICLE X.
DISSOLUTION

In the event of dissolution or final liquidation of the Club, all of the property and assets of the Club, after payment of its debts, shall be distributed, as permitted by Florida law or a court having jurisdiction, among the holders of the Resident Memberships in proportion to the value of the Memberships as last established by the Board.

ARTICLE XI.
BYLAWS

The Bylaws may be amended, supplemented, changed or altered in accordance with Article XIV of the Bylaws.

ARTICLE XII.
REGISTERED ADDRESS AND REGISTERED AGENT


The street address of the registered office of the corporation is 100 Datura Drive, Indian Harbour Beach, Florida 32937, and the name of the initial registered agent of the corporation at that address is Thomas Maliszko.

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IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these First Amended and Restated Articles of Incorporation of Eau Gallie Yacht Club as of February 16, 2022.

EAU GALLIE YACHT CLUB, a
Florida not for profit corporation

EAU GALLIE YACHT CLUB, a
Florida not for profit corporation



Name: Donald P. McGee

Its President

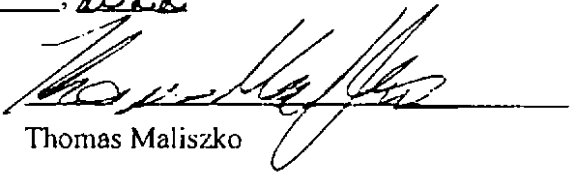


Name: Anita Carbone

Its Secretary

REGISTERED AGENT

The undersigned hereby accepts appointment as Registered Agent of Eau Gallie Yacht Club this 30 day of March, 2022



Thomas Maliszko