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FREDERICK H. KENT
1905-1995

March 29, 2001

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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*****43.75 *****43.75

RE: Articles of Amendment; The Florida Yacht Club, Inc.

To whom it may concern:

Attached is the original Amendment to the Amended Charter of the Florida Yacht Club, Inc. together with our check payable to the Department of State in the amount of \$43.75. The check includes the \$35.00 filing fee for a non-profit corporation and \$8.75 for a certified copy of the enclosed Amendment.

Please file the enclosed Amendment and return the certified copy to: Fred H. Kent, III, Kent, Crawford & Gooding, 225 Waters Street, Suite 900, Jacksonville, Florida 32202.

Please accept our thanks in advance for your prompt attention to this matter.

Sincerely,

Fred H. Kent, III
Fred H. Kent, III

FKHIII/jhf
Enclosures

Amend

FILED
01 APR -2 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. PAYNE APR 9 - 2001

FILED

**AMENDMENT TO THE AMENDED CHARTER OF
THE FLORIDA YACHT CLUB, INC.**

01 APR -2 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Membership of the **FLORIDA YACHT CLUB, INC.** amends the Amended Charter adopted on November 15, 1979, as amended on November 22, 1982 (the "Amended Charter"), as follows:

1. Article III, Sections 1 through 7, as amended shall read as follows:

ARTICLE III

SECTION 1. The Membership of the Club shall be divided into eleven (11) classes as follows:

- (a) Resident
- (b) Near Non-Resident
- (c) Non-Resident
- (d) Junior
- (e) Widow/Widower
- (f) Honorary Life Widow
- (g) Honorary
- (h) Honorary Life
- (i) Special
- (j) Clergy
- (k) Lady

The Qualifications for Membership in each class shall be as follows:

(a) Resident Members shall consist of ladies and gentlemen of the age of thirty-six (36) years or more, who reside, and who shall have resided, for a period of six months, within counties of Duval, Nassau, Clay, St. Johns and Baker, Florida ("the Five County Area"). The number of Resident Members shall be limited by the By-Laws.

(b) Near Non-Resident Members shall consist of persons who reside within the Five County Area, but who live generally North and West of I-295. East of SR 9A/St. Johns Bluff Road, on the Southeast by Duval/St. Johns County line and on the Southwest by Doctors Inlet Bridge, shall be designated as Near Non-Resident members. This category shall meet all requirements of Resident members except their initiation fee will be reduced to 35% thereof, and dues to 50% of the Resident member category. These members shall not be eligible to vote, but may request transfer to Resident status by paying the applicable initiation fee, less the amount previously paid.

(c) **Non-Resident Members shall consist of persons of the age of eighteen (18) years or more who reside beyond the Five County area. A Non-Resident Member, in good standing, who has previously been a Resident, Near Non-Resident, Junior, Lady or Widow Member, who shall take up residence within the Five County Area, shall, on the date that residence is taken up within such territory, be automatically reclassified to the applicable membership. Such Member shall thereupon pay to the Club the initiation fees, at the time required under the Bylaws. A Resident, Near Non-Resident, Junior, Lady or Widow Member who changes residence beyond the Five County Area shall, upon written request to the Club Secretary, be transferred to Non-Resident Membership, without any additional charge of initiation fee.**

(d) **Lady Members shall consist of unmarried ladies of the age of thirty-six, (36) or more, who attained membership or whose spouse was a Resident Member prior to May 28, 1992. The number of Lady Members shall be limited by the Bylaws. The membership of a Lady Member shall automatically terminate upon her marriage. If within twelve (12) months of her termination by reason of marriage, her husband is invited to become a member, then a onetime credit will be given to him for any initiation fees previously paid by her, Lady Members as defined above shall automatically be entitled to become Resident Members upon payment of the difference between their original initiation fee and the current initiation fee at the time of their election to become a Resident Member. Current Lady Members shall retain the right to maintain their membership in the club without paying any additional initiation fee, however, they shall not have the right to vote or to hold office in the club.**

(e) **Junior Members shall consist of young ladies and gentlemen between the ages of eighteen (18) years and thirty-five (35) years inclusive, who reside and who shall have resided for a period of six (6) months within the Five County Area, The number of Junior Members shall be limited by the Bylaws. A Junior Member in good standing upon attaining the age of thirty-six, (36) years, shall automatically become a Resident Member and be transferred to the Resident Class; and such Junior Member shall thereupon pay the Club the initiation fee at the time required to be paid under the Bylaws, reduced by an amount equal to ten percent (10%) of such initiation fee, multiplied by the number of years such Junior Member was a member of the Club during the period from May 23, 1996, through the date such Junior Member attains the age of thirty-six (36) years. For purposes of the calculation made in this Subsection, partial or incomplete years shall be rounded to the nearest year.**

(f) Widow/Widower Members shall consist of spouses of deceased Resident, Non Resident, Near Non-Resident, Junior or Clergy Members for a period of one-year following the death of such member.

(g) Honorary Life Widow Members shall consist of wives of deceased Honorary Life Members.

(h) Honorary Life members shall consist of those members that joined the Club prior to January 1, 1993 and:

(i) who attained Honorary Life status on or before September 14, 1995, pursuant to the Club Charter in effect on such date; or

(ii) attain the age of seventy-two (72) years or older and have been a Resident member in good standing for twenty-five (25) consecutive years.

Notwithstanding anything contained herein no member joining or reinstating membership in the Club after December 31, 1992, shall become an honorary life member (except as provided above in cases of conspicuous meritorious services).

(i) Special Members shall consist of commissioned officers of the Armed Forces of the United States on active duty, stationed or maintaining their residence within the Five County Area.

(j) Clergy Members shall consist of duly ordained clergy not otherwise employed.

(k) No proposed member shall be disqualified from election to the appropriate category set forth above by reason of age (provided that the proposed has reached the age of majority), race, color, sex, religion, creed, handicap or National origin.

SECTION 2. A Widow Member whose spouse was a Resident or Junior Member prior to May 28, 1992, at the end of her Widow Membership, may elect to become a Resident, Near Non-Resident, Lady, Junior, or, if applicable, a Non-Resident Member. And in either event shall be exempt from the payment of the initiation fee. Those Widow Members or Widower Members whose spouse attained membership after May 28, 1992, at the end of such membership may elect to become a Resident, Near Non-Resident, Junior, or if applicable, a Non-Resident Member upon payment of the difference between the original initiation fee of the spouse and the current initiation fee at the time of their election.

SECTION 3. Honorary Life and Resident Members only shall be voting members and shall have equal rights in the Club. Near Non-Resident, Non-Resident, Lady, Widow, Widower, Honorary Life Widow, Clergy and Special Members shall not be entitled to hold office or have any voice in the management of the Club. Junior Members will have the right to vote on all matters with the exception of the election of the Board Members and Officers. Junior members shall have the right to elect one Junior member to the Board of Governor's and the Junior member so elected shall have equal voting power on the Board with the other members of the Board, but the Junior Members shall not be entitled to hold any other office.

SECTION 4. The manner of admitting Resident, Near Non-Resident, Non-Resident, Junior and Clergy Members shall be as follows:

(a) Every proposal for membership shall be made only by voting members and shall be in writing. No application made by a prospective member on his or her own behalf will be considered.

(b) Upon receipt of a proposal the Board of Governors shall, by secret ballot, decide whether or not to submit the proposed name to a vote of the membership. Two negative votes shall amount to a rejection of the proposed name. If the proposed name is not rejected, then not less than ten days notice in writing, giving the name, address and occupation of the person proposed and of the persons proposing him shall be mailed, postage prepaid, to the business or residence address of each member then entitled to vote. Five or more negative votes in writing received from the membership shall automatically reject the proposed name.

(c) If less than five negative votes are received, the proposed name shall be voted upon by the Board of Governors at its next meeting. Two negative votes shall be sufficient to reject.

(d) A person rejected for membership shall not be balloted upon again by either the members or the Board of Governors for a period of six months.

SECTION 5. Special Members shall be elected by the Board of Governors, provided however, that no proposal for election to Special Membership shall be considered unless such proposal has the written endorsement of three members.

SECTION 6. Non-Resident, Clergy, or Special Members who have not previously been Resident, Near Non-Resident or Junior Members and who become qualified and request transfer to Junior, Resident or Near Non-Resident Membership, shall be submitted to the Board of Governors and membership for consideration in accordance with ARTICLE III 4(b) and 4(c).

SECTION 7. The Bylaws of the Club may provide for the payment of initiation fees and dues and the amount thereof as additional prerequisites to becoming and remaining a Member in any class.

2. Article X, as amended shall read as follows:

The amount in value of the real estate which this Club may hold shall be TEN MILLION DOLLARS (\$10,000,000), subject always to the approval of the Secretary of State, State of Florida.

3. As amended hereby, the Amended Charter continues in full force and effect.

4. The date of adoption of the Amendments incorporated herein shall be the date that each Amendment referenced herein and set forth below was approved by the Membership at either a special or an annual meeting, unless a different date was specifically set forth in an Amendment.

5. The Amendments incorporated herein were approved by the Membership as more particularly described below:

(a) Amendment to Article X was approved at the Annual Meeting held on November 12, 1987.

(b) Amendments to Article III, 1 (b), (c) and (k), 2, 3 and 4 were approved at the Annual Meeting held on November 8, 1990.

(c) Amendments to Article III, 1, deleting (c) and (k) and amending (a) and (c) were approved at a Special Meeting held on May 28, 1992.

(d) Amendment to Article III, 1(b) was approved at a Special Meeting held on June 21, 1994.

(e) Amendment to Article III, 1(h) was approved at a Special Meeting held on September 14, 1995.

(f) Amendments to Article III, 1(a) and (d) were approved at a Special Meeting held on May 23, 1996.

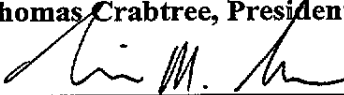
(g) Amendment to Article IX was approved at a Special Meeting held on September 10, 1998.

CERTIFICATE OF APPROVAL OF AMENDMENT TO AMENDED CHARTER

We, the undersigned President/Commodore and Secretary of The Florida Yacht Club, Inc. do hereby certify that this Amendment reflects amendments to the Amended Charter as described above and that each Amendment was duly approved by the Board of Governors and by the required vote of the Membership at a special meeting or at an annual meeting held in full compliance with the Amended Charter and the By-Laws. This filing incorporates Amendments to the Amended Charter duly adopted from and after 1982 through the date of this filing. If a Section or Sub-Section of the Amended Charter has been amended more than one time since 1982, this filing will set forth the dates of such amendments but the revised language in prior amendments to a Section or Subsection are not set forth in this Amendment to avoid confusion. Only the current language in such Section or Sub-Section as of the date of this filing is set forth in this Amendment. We, the undersigned President/Commodore and Secretary do hereby file this Amendment to the Amended Charter of the Florida Yacht Club, Inc.



C. Thomas Crabtree, President/Commodore



Francis M. Scheu, Secretary

DATED: March 21, 2001