

Florida Department of State  
Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE FIELD CLUB, INC.**

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TALLAHASSEE, FL

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11/30/2022



November 28, 2022

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

THE FIELD CLUB, INC.  
1400 FIELD ROAD  
SARASOTA, FL 34231

SUBJECT: THE FIELD CLUB, INC.  
REF: 702675

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must state that there are no members or members entitled to vote.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden  
Regulatory Specialist II

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SECRETARY OF STATE  
TALLAHASSEE, FL**AMENDED AND RESTATED ARTICLES OF INCORPORATION (CHAPTER)****OF****THE FIELD CLUB, INC.****A FLORIDA NOT-FOR-PROFIT CORPORATION**

Pursuant to Section 617.1007, F.S., the Articles of Incorporation (Charter) of the Field Club, Inc., a Florida not-for-profit corporation, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1007, F.S., and there is no discrepancy between the Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of amendments adopted pursuant to Section 617.1007 and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation shall henceforth be as follows:

**ARTICLE I  
NAME AND MEETING PLACE**

The name of the Corporation shall be "The Field Club, Inc." (hereinafter referred to as the "Club"). Its principal office shall be at 1400 Field Road, Sarasota, Florida 34231, or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE II  
DURATION**

The period of duration of the Club is perpetual.

**ARTICLE III  
PURPOSE AND POWERS**

The Club is a not-for-profit corporation organized under the not-for-profit corporation law. The purpose of the corporation is to engage in any lawful activity for which a corporation may be organized under such laws.

The specific purpose of the Club is to own and operate a private yachting, tennis and social club exclusively for the pleasure and recreation of its members, their families and their guests. The Club is organized exclusively for pleasure, recreation and other non-profitable purposes. The Club shall be empowered to acquire, rent, lease, let, hold, own, buy, mortgage, bond, sell, convey or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to not-for-profit corporations, as those laws now exist or as they may hereafter provide.

**ARTICLE IV  
ADOPTION**

There are no members or members entitled to vote on the amendments. The amendments were adopted by the board of directors.

## **ARTICLE V 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, director, officer, or other private individual. 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 VI CAPITAL STOCK**

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

## **ARTICLE VII QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the Bylaws of the Club, as they may be amended from time to time.

## **ARTICLE VIII VOTING RIGHTS**

Members of the Club will have such voting rights as are provided in the Bylaws of the Club, as they may be amended from time to time.

## **ARTICLE IX LIABILITY FOR DEBTS**

Neither the members nor the officers or directors of the Club shall be liable for the debts of the Club.

## **ARTICLE X BOARD OF DIRECTORS**

The Club shall have the number of Directors determined by the Bylaws, but not less than fifteen (15) Directors, and in the absence of such determination shall consist of fifteen (15) Directors. Directors shall be elected in the manner determined by the Bylaws, as they may be amended from time to time.

## **ARTICLE XI LIMITATION OF DIRECTOR LIABILITY**

No director of the Club shall be personally liable to the Club or its members for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director for: (a) any breach of the director's duty of loyalty to the Club; or (b) any

violation of law; or (c) any transaction from which the director derives an improper personal benefit. For purposes of this Article, the term "director" includes a trustee and a person who serves on the board or council of the Club in an advisory capacity.

## **ARTICLE XII INDEMNIFICATION**

To the fullest extent authorized under the Florida Not-For-Profit Corporation Act, or any successor statute, the Club shall indemnify and hold harmless each person who shall serve at any time hereafter as a member of the Board of Directors or an officer of the Club from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being a member of the Board of Directors or an officer of the Club, or by reason of any action alleged to have been taken or omitted by him or her as such a member of the Board of Directors or an officer of the Club, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; and if allowed by applicable statute, the Club may advance to any such person funds to pay expenses for all legal and other expenses reasonably incurred by him or her in defending any such claim upon receipt of an undertaking to repay such amount unless it is determined that such person was entitled to indemnification hereunder; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim of liability arising out of his or her gross negligence or willful misconduct or otherwise prohibited by applicable Florida law.

## **ARTICLE XIII 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 equity memberships of the Club in proportion to the value of the memberships as last established. For purposes of dissolution, the Club shall be deemed to be the holder of unissued Equity Memberships.

## **ARTICLE XIV AMENDMENTS**

These Articles may be altered, amended or repealed or new Articles may be adopted by the Board of Directors, at any regular or special meeting of the Board of Directors.

## **ARTICLE XV TRANSFER OF MEMBERSHIP**

A membership may be transferred only through the Club in accordance with the procedure set forth in the Bylaws, as they may be amended from time to time. A member who has been expelled from the Club shall surrender his or her membership certificate to the Club in accordance with the procedure set forth in the Bylaws, as they may be amended from time to time.

**ARTICLE XVI  
REGISTERED AGENT FOR SERVICE OF PROCESS**


The registered agent for the Club and the registered office for the Club at that address are the following: Eileen A. Sarris, 1400 Field Road, Sarasota, Florida 34231.

IN WITNESS WHEREOF, I have hereunder set my hand and seal, acknowledged and filed the foregoing Amended and Restated Articles of Incorporation under the laws of the State of Florida this 17<sup>th</sup> day of November, 2022.

  
\_\_\_\_\_  
E. John Wagner, Commodore

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, I hereby accept the designation to act in this capacity and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Eileen A. Sarris, Registered Agent

Date: 17 day of November, 2022.

**ARTICLE XIV  
REGISTERED AGENT FOR SERVICE OF PROCESS**


The registered agent for the Club and the registered office for the Club at that address are the following: Eileen A. Sarris, 1400 Field Road, Sarasota, Florida 34231.

**IN WITNESS WHEREOF**, I have hereunder set my hand and seal, acknowledged and filed the foregoing Amended and Restated Articles of Incorporation under the laws of the State of Florida this 17<sup>th</sup> day of November, 2022.

  
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E. John Wagner, Commodore

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\_\_\_\_\_  
Eileen A. Sarris, Registered Agent

Date: 17 day of November, 2022.