

705493

(Requestor's Name)

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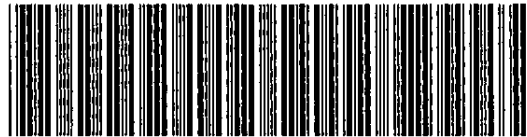
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TALLAHASSEE, FLORIDA

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JUN 27 2012

T. LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SARASOTA YACHT CLUB

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael J. Borka

(Name of Contact Person)

Sarasota Yacht Club

(Firm/ Company)

100 John Ringling Blvd.

(Address)

Sarasota, Florida 34236

(City/ State and Zip Code)

michael.borka@sarasotayachtclub.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robert E. Messick, Esq.

(Name of Contact Person)

at (941)

366-8100

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 15, 2012

ROBERT E. MESSICK, ESQ.
ICARD, MERRILL, CULLIS, TIMM, ETAL
2033 MAIN STREET, SUITE 600
SARASOTA, FL 34237

SUBJECT: SARASOTA YACHT CLUB
Ref. Number: 705493

We have received your document for SARASOTA YACHT CLUB and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Thelma Lewis
Document Specialist Supervisor

Letter Number: 512A00016781

850-245-6897

ICARD MERRILL

ATTORNEYS & COUNSELORS

Robert E. Messick

June 13, 2012

2033 Main Street
Suite 600
Sarasota, FL 34237
941.953.8114
Fax: 941.366.0718
rmessick@icardmerrill.com
icardmerrill.com

Via Federal Express

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: Amendment to Articles of Incorporation
Sarasota Yacht Club, a not for profit corporation**

Dear Sir or Madam:

Enclosed please find Amended and Restated Articles of Incorporation for the Sarasota Yacht Club, a Florida corporation not for profit, together with a cover sheet and our firm's check in the amount of \$35.00 representing the filing fees payable. Please forward stamped file copies to us at your earliest convenience.

If there are any questions in this regard, please advise. Thank you.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBERG, P.A.



Valerie J. Alston
Assistant to Robert E. Messick, Esq.

/va
Enclosure(s)

U:\rmessick\SARASOTA YACHT CLUB\BOA - 2012 Future Advance\STATE 06 13 12.wpd



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 15, 2012

ROBERT E. MESSICK, ESQ.
ICARD, MERRILL, CULLIS, TIMM, ETAL
2033 MAIN STREET, SUITE 600
SARASOTA, FL 34237

SUBJECT: SARASOTA YACHT CLUB
Ref. Number: 705493

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The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

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Thelma Lewis
Document Specialist Supervisor

Letter Number: 512A00016781

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
SARASOTA YACHT CLUB
A FLORIDA CORPORATION NOT FOR PROFIT**

FILED
12 JUN 27 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of the Sarasota Yacht Club a corporation not for profit organized and existing under the laws of the State of Florida, as originally filed and as, from time to time subsequently amended are hereby restated and/or amended, in their entirety, to provide as follows:

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation shall be the SARASOTA YACHT CLUB, INC.

**ARTICLE II
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE III
OBJECTIVES**

The objectives of the Corporation, consisting of members of similar interests shall be to encourage yachting to assist in making members proficient in the art of seamanship and the science of navigation; to provide entertainment, food, refreshment and docking facilities for members and their guests; and generally to have and exercise all powers, privileges and immunities of corporations not for profit incorporated under the laws of the State of Florida.

**ARTICLE IV
MEMBERSHIP**

The qualifications for members and the manner of admissions shall be as regulated by the Bylaws of the Corporation.

**ARTICLE V
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a board of directors, elected by the membership, the number and term of office of which shall be specified in the Bylaws of the Corporation. Directors shall meet such qualifications as may be required in the Bylaws. Balloting shall be as provided in the Bylaws of the Corporation.

**ARTICLE VI
OFFICERS**

The Board of Directors at its first meeting following the annual election of directors shall elect the officers of the Corporation who shall meet such qualifications, have such title and powers and shall serve for such term as the Bylaws may from time to time provide.

ARTICLE VII
AMENDMENTS TO THE ARTICLES OF INCORPORATION

A. The Articles of Incorporation may be amended only by a majority vote of Life and Active Members of the Corporation, attending or voting by proxy at the annual meeting of the membership or as a special meeting of the membership called for the purpose of considering a proposed amendment to the Articles of Incorporation.

B. The membership, by petition of at least fifty (50) Life and Acting Members may propose an amendment or amendments to the Articles of Incorporation by submitting such petition with the proposed amendment to the Corporation Secretary who shall forthwith commence the procedure described in Paragraph D below.

C. The Board of Directors at any meeting, by an affirmative vote of two thirds (2/3) may propose to the membership an amendment to the Articles of Incorporation, provided the proposed amendment has been submitted to all members of the Board not less than fifteen (15) days before the meeting at which it is considered by the Board and notice is simultaneously posted on the Bulletin Board of the Corporation at its registered agent.

D. In the event an amendment to the Articles of Incorporation is proposed as provided in B or C above, the Corporation Secretary shall cause notice of the proposal to be posted on the Bulletin Board of the Corporation at its registered office and notice of the proposal to be mailed by first class mail to the Life and Active Members of the Corporation at least sixty (60) days before the annual or special meeting of the membership at which the proposal is to be considered.

E. The procedure for calling, giving notice of, and conducting the annual or special meeting of the membership shall be as provided by the Bylaws. A Life or Active Member, unable to attend an annual meeting or special meeting at which a vote may be called for an amendment to the Articles of Incorporation, may forward a proxy to the Secretary of the corporation at its registered office directing the Secretary to cast and record the members vote upon the proposed amendment.

ARTICLE VIII
AMENDMENT OF BYLAWS

The Bylaws of the Corporation may be amended by the Board of Directors or by the voting members. The procedure for amendment shall be as provided in the Bylaws.

ARTICLE IX
MAXIMUM CORPORATION INDEBTEDNESS

The highest amount of indebtedness which the Corporation may, at any time incur, shall not exceed seventy percent (70%) of the market value of the Corporation's property. The Board of Directors of the Corporation has the obligation to inform the members no less frequently than the Annual Meeting of any such debt.

ARTICLE X
REGISTERED OFFICE

The registered office of the Corporation shall be located at 1100 John Ringling Boulevard, Sarasota, Florida 34236.

ARTICLE XI
DISSOLUTION

Upon dissolution or final liquidation of the Corporation, it shall make distribution of its assets as permitted by the court having jurisdiction thereof and the pertinent Rules and Regulations of the Internal Revenue Service.

The undersigned officers of the Corporation hereby certify and confirm that the provisions of these Amended and Restated Articles of Incorporation of the Sarasota Yacht Club excepting, Article V, Board of Directors and Article IX, Maximum Corporation Indebtedness hereof, where unanimously adopted by a resolution of the Board of Directors of the Corporation at a meeting held on May 27, 1987, and that a quorum of the Directors as necessary for the conduct of business was present on said date. With respect to the provisions of Article V, Board of Directors and Article IX, Maximum Corporation Indebtedness of these Restated and Restated Articles of Incorporation of the Sarasota Yacht Club, such provisions were, respectively unanimously adopted by a resolution of the Board of Directors of the Corporation at a meeting held subsequent to the Membership vote in August 1998, as to Article V and held on November 27, 2007, as to Article IX and that a quorum of the Directors was present at each such meeting as necessary to conduct business on such dates.

The provisions of these Amended and Restated Articles of Incorporation of the Sarasota Yacht Club, excepting Article V and Article IX hereof, were previously submitted to the members of the Corporation for their consideration and adoption at a special meeting called for that purpose and which was held on May 27, 1987, pursuant to notice of such meeting to all members of the Corporation, with a copy of the proposal attached thereto. A quorum for the conduct of business on May 27, 1987, was present at such meeting of the members and the proposed Restated and Amended Articles of Incorporation as set forth above (excepting Article V and Article IX) were adopted upon receiving the affirmative vote of the majority of the members (both Life and Active Members) entitled to vote thereon.

With respect to the provisions of Article V, of these Amended and Restated Articles of Incorporation of the Sarasota Yacht Club, the amendment of Article V, was previously submitted to the members of the Corporation for adoption at a Special Meeting called and held on August 17, 1998, pursuant to notice of such meeting to all members of the Corporation with a copy of the proposed amended Article V, attached thereto. A quorum for the conduct of business was present at said meeting and the proposed amendment to Article V of the Restated and Amended Articles of Incorporation was duly adopted upon receiving the affirmative vote of a majority of the votes of the members (Life and Active Members) entitled to vote thereon.

With respect to the provisions of Article IX, of these Amended and Restated Articles of Incorporation of the Sarasota Yacht Club, such amendment to Article IX was submitted to the members for their consideration and adoption at a special meeting called and held on November 20, 2007, pursuant to notice of such meeting to all members of the Corporation, with a copy of the proposed, amended Article IX, attached thereto. A quorum for the conduct of business was present at said meeting and the proposed amendment to Article IX of the Articles of Incorporation was duly adopted upon receiving the affirmative vote of the majority of the members (both Life and Active Members) entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned Commodore and Secretary of the Corporation have executed these Restated and Amended Articles of Incorporation, this 16th day of June, 2012.

SARASOTA YACHT CLUB

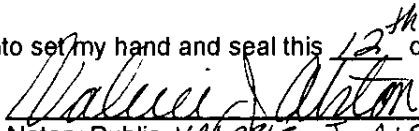
By: Will Saalwaechter
Will Saalwaechter, Commodore

By: Ken D'Agostino
Ken D'Agostino, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority personally appeared before me Willa Saalwaechter, in her capacity as Commodore of the SARASOTA YACHT CLUB, known to me to be the person who executed forgoing Restated and Amended Articles of Incorporation and she acknowledged before me that she executed such instrument for the purposes as stated herein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of June, 2012.

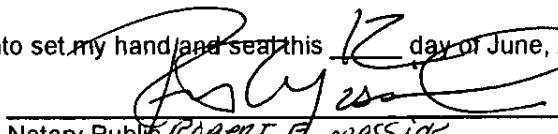

Notary Public VALERIE J. ALSTON
My Commission Expires:



STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority personally appeared before me Ken D'Agostino, in his capacity as Secretary of the SARASOTA YACHT CLUB, known to me to be the person who executed forgoing Restated and Amended Articles of Incorporation and she acknowledged before me that she executed such instrument for the purposes as stated herein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12 day of June, 2012.


Notary Public ROBERT E. MESSICK
My Commission Expires:

