

708389

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(Address)

(Address)

(City/State/Zip/Phone #)

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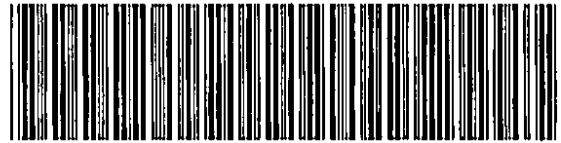
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APR 11 2019

2019 APR -3 AM 11:20  
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FALLS CHURCH, VA

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: NAPLES SAILING AND YACHT CLUB, INC.

DOCUMENT NUMBER: 708389

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

Please return all correspondence concerning this matter to the following:

DOUGLAS A. WOOD, ESQUIRE  
(Name of Contact Person)

DOUGLAS A. WOOD, P.A.  
(Firm/ Company)

700 11TH STREET SOUTH, SUITE 102  
(Address)

NAPLES, FLORIDA 34102  
(City/ State and Zip Code)

DWOOD@DOUGWOODLAW.COM  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DOUGLAS A. WOOD, ESQUIRE at 2392637740  
(Name of Contact Person) (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 &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED

NAPLES SAILING AND YACHT CLUB, INC.

2019 APR -3 AM 11:20

(Name of Corporation as currently filed with the Florida Dept. of State)

708389

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name*

**B. Enter new principal office address, if applicable:**  
(Principal office address MUST BE A STREET ADDRESS)

**C. Enter new mailing address, if applicable:**  
(Mailing address MAY BE A POST OFFICE BOX)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

\_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add*

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

SEE ATTACHED AMENDMENT

The date of each amendment(s) adoption: MARCH 26, 2019, if other than the date this document was signed.

Effective date if applicable: MARCH 26, 2019  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated \_\_\_\_\_

Signature

Bruce Farrell  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

BRUCE FARRELL  
(Typed or printed name of person signing)

Commodore / President  
(Title of person signing)

**Articles of Amendment to the**  
**Articles of Incorporation of**  
**Naples Sailing and Yacht Club, Inc.**

Pursuant to the provision of Section 617.1006, Florida Statutes, the undersigned Florida not-for-profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST**

1. Articles VIII and XI of the Articles of Incorporation are revoked and in lieu thereof the following articles are inserted:

**Article VIII**

**BYLAWS, ARTICLES OF INCORPORATION: Making, altering, rescission of same:**

Upon resolution of the Executive Board these Articles of Incorporation or the By-laws may be amended, repealed or altered in whole or in part at a regular meeting or a special meeting called for that purpose and if voted upon favorably by two-thirds (2/3) of the Voting Members present at said meeting and voting in person or by absentee ballot. The proposed amendment or amendment shall be mailed to each Voting Member at his or her last known address together with a notice of the meeting at least thirty (30) days prior to the date of the meeting. Articles and Sections may be rewritten in accordance with amendments and thereafter labeled accordingly.

By-laws as amended will be effective at midnight of the date of the meeting at which they were adopted unless otherwise stated.

**Article XI**

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

Upon dissolution of the Corporation, and prior to the completion thereof, all liabilities and obligations of the Corporation (including reimbursements to former equity members pursuant to their membership agreements) 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 first be applied to refunding the initiation fees paid by all active Members on the date of dissolution. If the remaining assets, property and income are insufficient to refund the initiation fees paid by all active Members on the date of dissolution, the initiation fees shall

be refunded on a pro-rata basis. Any remaining assets, property and income owned or held by the Corporation after refunding the initiation fees to the active Members on the date of dissolution, shall be distributed equally to all active Voting Members on the date of dissolution.

SECOND

The Executive Board approved the above changes to the Articles of Incorporation on February 14th, 2019.

THIRD

These changes to the Articles of Incorporation were approved by the favorable vote of 100% of the Voting Members of the Naples Sailing & Yacht Club, Inc. voting in person or by proxy on March 26<sup>th</sup>, 2019 (98 for adoption and 0 against adoption.)

DATED MARCH 26, 2019

Naples Sailing and Yacht Club, Inc.

By: Bruce Farrell

Bruce Farrell, Commodore

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of March, 2019, by Bruce Farrell, Commodore of Naples Sailing and Yacht Club, Inc., a Florida not-for-profit corporation, who is personally known to me.

Douglas A. Wood

Printed Name, Notary Public

