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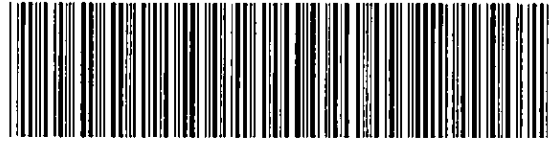
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STATE OF NEW YORK

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D. CLISHING

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Bradenton Yacht Club, Inc.

DOCUMENT NUMBER: 711956

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

Please return all correspondence concerning this matter to the following:

Scott D. McKay, Esq.

(Name of Contact Person)

McKay Law Firm, P.A.

(Firm/ Company)

1904 Manatee Ave W, Suite 300

(Address)

Bradenton, FL 34205

(City/ State and Zip Code)

smckay@mckay-law.com

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

For further information concerning this matter, please call:

Scott D. McKay, Esq.

(Name of Contact Person)

941

at

251-4951*2

(Area Code)

(Daytime Telephone Number)

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

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| <input type="checkbox"/> \$35 Filing Fee | <input checked="" 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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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CLERK OF DISTRICT COURT
STATE OF FLORIDA

AMENDED ARTICLES OF INCORPORATION AND ARTICLES OF RESTATEMENT

OF

THE BRADENTON YACHT CLUB, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED
SEP 24 PM 2:48
CLERK OF DISTRICT COURT
FLORIDA

ARTICLE I
NAME, IDENTITY AND HISTORY

Pursuant to Florida Statute 617.1001(1), a not for profit corporation may amend its Articles of Incorporation at any time, and pursuant to Florida Statute 617.1001(2), a member of a not for profit corporation does not have a vested property right resulting from any provision in the Articles of Incorporation, including provisions relating to management, control, purpose, or duration of the corporation.

Pursuant to Florida Statute 617.1007(1), a not for profit corporation's Board of Directors may restate its Articles of Incorporation at any time with or without a vote of the members.

Under the authority of Florida Statute 617.1001(1) and 617.1007(1), The Bradenton Yacht Club, Inc., a Florida Not-For-Profit Corporation (hereafter called the "The Bradenton Yacht Club") is hereby amending and restating its Articles of Incorporation.

Pursuant to Florida Statute 617.1006(2), the text of each amendment adopted is this entire document. These Amended Articles of Incorporation and Articles of Restatement of The Bradenton Yacht Club, Inc., a Florida Not-For-Profit Corporation (hereafter called "Amended Articles") are of and for The Bradenton Yacht Club. These Amended Articles likely contain substantial rewording of previous original or amended Articles of Incorporation, whether they be known or unknown. The Bradenton Yacht Club was originally formed in 1946. The original Articles of Incorporation have been amended one or more times over time, but copies of those amendments have been lost or destroyed. These Amended Articles are dated December 1, 2023, and are the binding Articles of Incorporation for The Bradenton Yacht Club, and shall hereby supersede, amend, restate and replace, in their entirety, the original Articles of Incorporation and all amendments to them. The principal place of business of The Bradenton Yacht Club is 4307 13th Street West, Palmetto, FL 34221.

ARTICLE II
PURPOSES OF THE BRADENTON YACHT CLUB AND ITS POWERS

2.1 Purpose. The general purposes of The Bradenton Yacht Club shall include, but not be limited to the following:

(a) To promote and stimulate interest in yachts, boats, sailboats, vessels and boating in general, both on the Manatee River and on adjoining waters:

(b) To encourage the proper use and enjoyment of yachts, boats, sailboats and vessels; to assist in the education of members of The Bradenton Yacht Club in the science of navigation and in the operation of yachts, boats, sailboats and vessels; and to preserve the knowledge and folklore of mariner ways;

(c) To assist boat owners in the enjoyment of boating by planning for boating facilities, regattas, outings, social activities, and water sports in general;

(d) To own and operate an appropriate private waterfront club and other facilities in the furtherance of its purposes aforesaid and for the purpose of social communion among its members and guests;

(e) To establish high standards for operating yachts, boats, sailboats and vessels in our waters;

(f) To aid and support appropriate agencies in providing and maintaining properly marked navigation channels;

(g) To assist in the preservation of the beauty of the surrounding and nearby waterfront for the benefit of resident and visiting boaters;

(h) To encourage the education of the young people in the community in the science of navigation, the art of operating yachts, boats, sailboats and vessels;

(i) To provide an opportunity for persons who share the aforesaid purposes to join forces in furtherance of such common pursuits; and

(j) For any and all other legal purposes.

2.2 The Bradenton Yacht Club Powers and Duties: The Bradenton Yacht Club shall have all the common law and statutory powers of a corporation not-for-profit, including all the powers and duties reasonably necessary or convenient to operate The Bradenton Yacht Club and act as its managing entity pursuant to the most recently amended versions of the Articles of Incorporation, Bylaws, Rules and Regulations of The Bradenton Yacht Club, other rules and regulations, and other operational documents, regardless of title. These powers shall expressly include, but not be limited to, the following:

(a) To levy, collect and enforce general and special dues against members of The Bradenton Yacht Club to defray the costs, expenses, and losses of The Bradenton Yacht Club, and to use the proceeds of those general and special dues in exercising The Bradenton Yacht Club's powers and performing its duties.

(b) To protect, maintain, repair, replace and operate The Bradenton Yacht Club property and facilities.

- (c) To purchase insurance upon The Bradenton Yacht Club property and facilities for the protection of The Bradenton Yacht Club and its members.
- (d) To enforce by legal means the provisions of The Bradenton Yacht Club's most recently amended versions of the Articles of Incorporation, Bylaws, rules and regulations, and other operational documents, regardless of title.
- (e) To enter contracts for the management or maintenance of The Bradenton Yacht Club property and facilities, and to delegate any powers and/or duties of The Bradenton Yacht Club in connection therewith, except such powers or duties as may be expressly required by The Bradenton Yacht Club documents or by applicable law to be exercised only by the Board of Directors or the members.
- (f) To employ personnel, employees and independent contractors of any kind, including but not limited to accountants, architects, attorneys, appraisers, surveyors, engineers, and other personnel, to furnish any services or provide any products required for the operation of The Bradenton Yacht Club.
- (g) To borrow money, if reasonably necessary, to carry out the powers and duties of The Bradenton Yacht Club.
- (h) To adopt, amend and enforce reasonable rules and regulations governing the use of The Bradenton Yacht Club property and the operation of The Bradenton Yacht Club generally.
- (i) To enter into agreements, or acquire leaseholds, memberships and other ownership or use interests in land, facilities or any real or personal property, if they are intended to provide enjoyment, recreation or other use or benefit to the members of The Bradenton Yacht Club.
- (j) To construct and reconstruct improvements, with or without casualty, and to further improve The Bradenton Yacht Club property.
- (k) To sue and be sued, and to settle any lawsuits as the Board of Directors deems appropriate.
- (l) To acquire, own, hold, improve, maintain, repair, replace, convey, sell, lease, transfer and otherwise dispose of property of any kind or nature.
- (m) To exercise such other power and authority to do and perform every act or thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein, and as permitted by the applicable laws of the State of Florida and consistent with The Bradenton Yacht Club documents.

2.3 Emergency Powers. In the event of any emergency as defined in Section (g) below, the Board of Directors may exercise the following emergency powers and any other emergency powers allowed by law, including but not limited to, those powers set forth in Florida Statutes 617.0207 and 617.0303, as amended from time to time:

- (a) The Board may name as assistant officers persons who are not directors, which assistant officers shall have the same authority as the executive officers to whom they assist during the period of the emergency, to accommodate the incapacity of any officer of The Bradenton Yacht Club.
- (b) The Board may relocate the principal office or designate alternative principal offices or authorize officers to do so.
- (c) During any emergency, the Board of Directors may hold meetings with notice given only to those Directors with whom it is practicable to communicate, and the notice may be given in any practicable manner, including but not limited to publication or radio. The Director or Directors in attendance at such meeting shall constitute a quorum.
- (d) Corporate action taken in good faith during an emergency to further the affairs of The Bradenton Yacht Club shall bind The Bradenton Yacht Club and shall have the rebuttable presumption of being reasonable and necessary.
- (e) Any Officer, Director or employee of The Bradenton Yacht Club acting with a reasonable belief that his/her actions are necessary and lawful in accordance with this section shall incur no liability for doing so, except in the case of willful misconduct.
- (f) This emergency section shall supersede any inconsistent or contrary provisions of the most recently amended versions of Articles of Incorporation, Bylaws, rules and regulations, and other operational documents, regardless of title, during the period of the emergency.
- (g) For purposes of this Section only, an "emergency" exists only during a period of time that the community, or the immediate geographic area in which the community is located, is subject to:
1. a state of emergency declared by local civil or law enforcement authorities;
 2. a hurricane warning;
 3. a partial or complete evacuation order;
 4. federal or state disaster area status; or,
 5. a catastrophic occurrence, whether natural or manmade, which seriously damages or threatens to seriously damage the physical existence of any property of The Bradenton Yacht Club or its members, such as a hurricane, earthquake, tidal wave, tornado, fire, war, civil unrest, or act of terrorism. This is not an exhaustive list.

ARTICLE III
NO DISTRIBUTIONS

The Bradenton Yacht Club is organized and shall exist on a non-stock basis, does not contemplate pecuniary gain or profit to the members thereof and is organized and shall exist solely for nonprofit purposes. No dividends shall be paid, and in no event shall the net earnings, income or assets of The Bradenton Yacht Club be distributed to, or inure to the benefit of, its members, directors, or officers.

ARTICLE IV
TERM AND DURATION

The period of duration of The Bradenton Yacht Club is perpetual unless sooner dissolved according to law.

ARTICLE V
MEMBERSHIP

Any person of good moral character age 32 or over shall be eligible for regular membership in The Bradenton Yacht Club. Applicants shall be admitted to membership only upon application to the membership committee, with recommendation of two persons already eligible voting members, and upon majority vote of approval of the Board of Directors. In addition to this, the qualification of members, different categories of membership and age requirements thereto, and the manner of their admission to membership shall be as provided in the Bylaws or rules of The Bradenton Yacht Club. Admittance to membership or any particular category of membership is fully discretionary by The Bradenton Yacht Club.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of The Bradenton Yacht Club shall be administered by a Board of Directors, which shall be a Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Secretary, Treasurer, Chief Operating Officer, and seven other directors elected from general membership, and such additional Officers or directors as the Board of Directors may deem necessary or appropriate from time to time. Provisions regarding the manner in which the officers and directors are to be elected or appointed, along with the qualification, election, term, removal and resignation of officers and directors shall be set forth in The Bradenton Yacht Club's most recently amended Bylaws.

ARTICLE VII
BYLAWS

The current Bylaws of The Bradenton Yacht Club are titled Bylaws For The Bradenton Yacht Club, Inc. and are updated as of 7.01.2023, 8 pages in length, and these existing Bylaws shall constitute the Bylaws of The Bradenton Yacht Club. These Bylaws may be altered, amended, or repealed in the manner provided therein.

ARTICLE VIII
AMENDMENTS

Members are not entitled to vote on proposed amendments to the Articles of Incorporation. These Amended Articles may be amended at a meeting of the Board of Directors by a majority vote of the directors then in office.

ARTICLE IX
REGISTERED OFFICE, PRINCIPAL OFFICE, MAILING ADDRESS AND
REGISTERED AGENT

The current registered office, principal office and mailing office of The Bradenton Yacht Club is 4307 13th Street West, Palmetto, FL 34221. These addresses may change from time to time as determined by the Board of Directors.

The current registered agent is Alice McCullough, 4307 13th Street West, Palmetto, FL 34221, and she has accepted her role as a registered agent by electronically certifying as such with the Florida Department of Corporations website. www.sunbiz.org. This registered agent and the registered agent's address may change from time to time as determined by the Board of Directors.

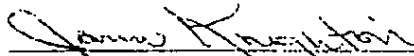
**CERTIFICATE OF APPROVAL OF AMENDMENT TO PRIOR ARTICLES OF
INCORPORATION**

Members are not entitled to vote on a proposed amendment to the article of incorporation. Furthermore, the Amended Articles do not require member approval, and the Board of Directors has approved and adopted the restatement.

We, the undersigned Commodore and the Secretary of The Bradenton Yacht Club do hereby certify that these Amended Articles reflect amendments to the prior Articles of Incorporation, and that these Amended Articles were duly approved by the Board of Directors of The Bradenton Yacht Club at a special board meeting held on November 30, 2023, which shall be the date of the adoption of the Amended Articles, in full compliance with the Bylaws. We, the undersigned Commodore and Secretary of The Bradenton Yacht Club do hereby file these Amended Articles of The Bradenton Yacht Club, Inc.



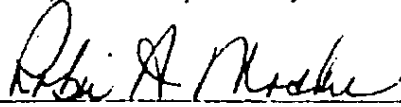
Robert Smith, as Commodore and as an Officer, for The Bradenton Yacht Club, Inc., dated November 30, 2023



Jann Knighton, as Secretary and as an Officer, for The Bradenton Yacht Club, Inc., dated November 30, 2023

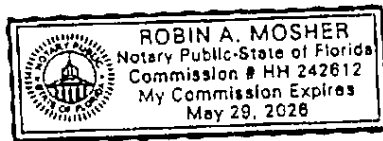
State of Florida
County of Manatee

The foregoing instrument was acknowledged before me by means of physical presence on November 30, 2023 by Robert Smith, as Commodore and as an Officer, for The Bradenton Yacht Club, Inc. He is personally known to me.

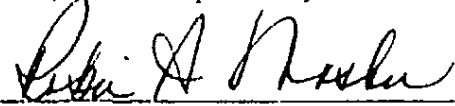


Notary Signature

State of Florida
County of Manatee



The foregoing instrument was acknowledged before me by means of physical presence on November 30, 2023 by Jann Knighton, as Secretary and as an Officer, for The Bradenton Yacht Club, Inc. She is personally known to me.



Notary Signature