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Division of Corporations

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**TIMUQUANA COUNTRY CLUB**

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*Amended & Restated*

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**ARTICLES OF AMENDMENT AND RESTATEMENT OF  
THE ARTICLES OF INCORPORATION OF  
TIMUQUANA COUNTRY CLUB**

- A. The name of the corporation is Timuquana Country Club (the "Corporation").
- B. The Charter of the Corporation was filed with the Circuit Court Judge, Duval County, Florida on January 11, 1923.
- C. Amendments to the Charter were approved on February 16, 2006 by the Board of Governors of the Corporation and were adopted on March 7, 2006 by the Founder and Honorary Life Members in order to (i) include dissolution provisions, (ii) revise and update membership and governance provisions, and (iii) consolidate amendments by amending and restating the Articles of Incorporation in their entirety as follows:

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
TIMUQUANA COUNTRY CLUB**

We, the undersigned, desiring to form a Social Club not for profit, and to become incorporated as such in the manner prescribed by law, hereby subscribe to and propose these Articles of Incorporation as follows:

I.

The name of this corporation shall be:

**TIMUQUANA COUNTRY CLUB**

II.

Its location shall be in the County of Duval, State of Florida.

III.

The general objects for which this corporation is organized are to promote and develop interest in and to provide accommodations and facilities for athletic games, sports, and

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exhibitions; to provide places of meeting and entertainment for and to promote social intercourse among its members; to operate and maintain a Country Club and/or a City Club; and for these purposes to purchase, lease, acquire, improve, hold, sell, mortgage or otherwise dispose of real or personal property or any interest therein; to assess and collect of its members, guests and visitors, fees, dues, fines or other proper charges; and generally to do anything and everything proper, necessary and expedient to carry out its purposes in the exercise of its rights, power and privileges permitted by law.

#### IV.

The members of this corporation shall consist of the undersigned and those persons selected by the undersigned at the first meeting after the approval of the Articles of Incorporation. Also those persons thereafter elected to membership in the manner provided in its Bylaws.

The Founder members of this corporation shall at all times be limited to a total of Five Hundred (500), who shall be not less than eighteen years of age. All Founder members and Honorary Life members, and no others, shall have the right to vote on all matters before this corporation, including the election of officers, and all officers and members of the Board of Governors shall be elected exclusively from the Founder and Honorary Life membership. No class of members other than Founder members shall have any rights of any kind or character in this corporation's properties or assets or any other rights except the right to use the Club House and grounds upon such terms and conditions as may from time to time be prescribed by the Bylaws.

#### V.

This corporation shall have perpetual existence.

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## VI.

The names and residences of the subscribers are as hereinafter set forth.

## VII.

The affairs of this corporation are to be managed by a Board of Directors, to be known as Governors. The Board of Governors and officers shall be elected at the times and in the manner to be prescribed in the Bylaws.

## VIII.

The names of the officers who are to manage the affairs of this corporation until an election of officers in the manner to be provided for in its Bylaws, shall be:

John L. Roe . . . President

A. S. Hubbard Vice-President

J. H. Tucker, Jr. Secretary

George J. Avent Treasurer; and

John L. Roe

A. S. Hubbard

J. H. Tucker, Jr.

George J. Avent

J. C. Reynolds

A. C. Ulmer

A. G. Cummer

L. A. Wilson

E. M. L'Engle

BOARD OF GOVERNORS

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IX.

The Bylaws of this corporation are to be adopted by the undersigned at their first meeting after the approval of this Charter, and thereafter the Bylaws may at any corporation meeting, general or special, be altered, amended or rescinded by a vote of two-thirds of the members present and voting at the meeting at which the change in the Bylaws is acted upon; PROVIDED, the proposed change in the Bylaws has been first adopted by a majority vote of the Board of Governors; PROVIDED FURTHER, notice of the proposed change in the Bylaws is set forth in the call for the meeting at which it is to be acted upon, and a copy of said call meeting is sent to each member privileged to vote thereon, by mail, postage prepaid, addressed to his usual business or residence address, at least fourteen days prior to the date of the meeting at which the proposed change in the Bylaws is to be acted upon.

X.

The maximum limit of indebtedness to be incurred by this corporation shall not exceed the sum of Five Hundred Thousand (\$500,000.00) Dollars, provided, that in computing the maximum limit of indebtedness there shall be excluded all bonded or mortgaged indebtedness; also all indebtedness incurred by reason of loans to the corporation required of the members by any provision in the Bylaws.

XI.

This corporation may acquire, own, and hold real estate.

XII.

Section 1. Amendments to these Articles of Incorporation or to the Bylaws may be made at any annual or special meeting of the Founder and Honorary Life members of this corporation by a two-thirds vote in the affirmative of those present, a quorum being present and voting.

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Section 2. No proposed amendment shall be acted upon at any meeting unless a statement of the general nature thereof shall have been filed with the Secretary at least fourteen days before the meeting. Notice of the general nature of such amendment shall be sent to each voting member at least fourteen days prior to the date of the meeting.

## XIII.

In the event of dissolution of this corporation, this corporation shall adopt a Plan of Distribution of Assets. The Plan of Distribution of Assets must provide that all liabilities and obligations of this corporation be paid and discharged or adequate provisions be made therefor. Assets of this corporation held upon specified conditions or subject to certain limitations shall be distributed pursuant to such conditions and limitations subject to the then applicable statutes. All remaining assets or the proceeds from the sale thereof will be distributed in equal shares to all of the then remaining equity members of this corporation in good standing.

D. The members of the Corporation were entitled to vote on this amendment and restatement, and the number of votes cast for the amendment and restatement was sufficient for approval by the members.

E. The Amended and Restated Articles of Incorporation, as set forth above, supersede the original Charter and all amendments to them.

IN WITNESS WHEREOF, TIMUQUANA COUNTRY CLUB has caused these Articles of Amendment and Restatement of the Articles of Incorporation to be signed in its name by its Secretary the 5th day of April, 2006.

TIMUQUANA COUNTRY CLUB

By: M. Richard Lewis, Jr.  
M. Richard Lewis, Jr.  
Secretary

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