

720747

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DDR
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 28, 2005

Carl F. Ellwanger, Esq.
P.O. Box 1860
Stuart, FL 34995

SUBJECT: ANCHOR-LINE YACHT CLUB, INC.
Ref. Number: 720747

We have received your document for ANCHOR-LINE YACHT CLUB, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 405A00013790

CARL F. ELLWANGER
ATTORNEY AT LAW
306 N. FLORIDA AVENUE
STUART, FLORIDA 34994

February 15, 2005

MAILING ADDRESS
POST OFFICE BOX 1860
STUART, FLORIDA 34995

TELEPHONE (772) 287-5013
FAX NUMBER (772) 223-8767

Florida Department of State
Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

Re: ANCHOR-LINE YACHT CLUB, INC.
a Florida for-profit corporation.
Date of Incorporation: April 21, 1971
Document Number: 720747

Gentlemen:

In connection with the above-captioned Florida for profit corporation, please find enclosed herewith the following items:

1. Two executed copies of Articles of Amendment To Articles of Incorporation of Anchor-Line Yacht Club, Inc. Both copies have been executed in like manner and constitute duplicate originals.
2. My check in the amount of \$87.50 covering the cost of filing this Amendment To Articles of Incorporation (\$35.00) and certifying and returning the enclosed copy (\$52.50).

Please return a certified copy of the enclosed Articles of Incorporation to the undersigned at the mailing address shown on this letterhead. If there are any questions concerning these documents, or if I have failed to remit sufficient monies to cover costs of this filing, please inform me accordingly.

I thank you for your courtesy and cooperation in this matter.

Yours truly,

Carl F. Ellwanger

CFE
Enclosure

CARL F. ELLWANGER
ATTORNEY AT LAW
306 N. FLORIDA AVENUE
STUART, FLORIDA 34994

March 10, 2005

MAILING ADDRESS
POST OFFICE BOX 1860
STUART, FLORIDA 34995

TELEPHONE (772) 287-5013
FAX NUMBER (772) 223-8767

Ms. Annette Ramsey
Document Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Anchor-Line Yacht Club, Inc.
Ref. Number 720747

Dear Ms. Ramsey:

I am in receipt of your letter dated February 28, 2005, in which you returned the two (2) duplicate copies of the Articles Of Amendment to the Articles of Incorporation of the above-captioned corporation.

You indicated that these documents needed correction. I beg to differ with you.

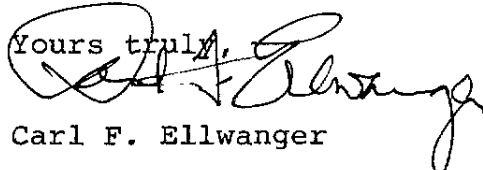
The amendment clearly states that it was adopted pursuant to Article XI of the original Articles of Incorporation. Article XI is unmodified and unamended, and so still is legally in force. This Article (which should be on file with your Department) clearly provides that only the approval of the board of directors is required to amend the Articles of Incorporation. I am enclosing a copy of Article XI herewith.

Moreover, we have amended these Articles of Incorporation twice before, and used the identicle language in doing so. Both amendments were approved by your Department.

However, in order to avoid further delay, I have inserted the phrase ", member approval not being required" to both copies, and am returning both copies herewith.

I trust that your Department can now finish the approval process.

Yours truly,


Carl F. Ellwanger

Encls. (3)

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

ANCHOR-LINE YACHT CLUB, INC.
(a Florida nonprofit corporation)

FILED
05 MAR 14 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, and Article XI of the Articles Of Incorporation, the undersigned Florida nonprofit corporation adopts the following Articles Of Amendment to its Articles Of Incorporation.

FIRST:

A. Article X of the Articles Of Incorporation is hereby revoked in its entirety and the following is substituted therefor:

"ARTICLE X - BYLAWS.

Any member may propose a Bylaws amendment. Proposed amendments must be submitted in writing to the Club Secretary who, in turn, shall notify the membership thirty (30) days in advance of a regular meeting of the Board of Directors. A majority vote of the Directors present at two successive meetings shall be necessary for adoption of the amendment."

B. Paragraphs 4.1, 4.2, 4.3, 4.4. and 4.5 of ARTICLE IV of the Articles of Amendment to the Articles of Incorporation, adopted June 3, 1998 and all provisions contained in the Articles of Amendment to the Articles of Incorporation, adopted on December 2, 1998 are hereby revoked in their entirety and the following is substituted therefor:

"ARTICLE IV - MEMBERSHIP.

4.1 SOCIAL MEMBERSHIP.

There shall be one class of membership in the Corporation, which shall be designated as a Social Membership.

4.2 RIGHTS AND PRIVILEGES.

A member shall be entitled to all the rights and privileges of the Corporation."

SECOND:

B. Paragraphs 4.1, 4.2, 4.3, 4.4. and 4.5 of ARTICLE IV of the Articles of Amendment to the Articles of Incorporation, adopted June 3, 1998 and all provisions contained in the Articles of Amendment to the Articles of Incorporation, adopted on December 2, 1998 are hereby revoked in their entirety and the following is substituted therefor:

"ARTICLE IV - MEMBERSHIP.

4.1 SOCIAL MEMBERSHIP.

There shall be one class of membership in the Corporation, which shall be designated as a Social Membership.

4.2 RIGHTS AND PRIVILEGES.

A member shall be entitled to all the rights and privileges of the Corporation."

SECOND:

The foregoing Amendments to the Articles of Incorporation of Anchor-Line Yacht Club, Inc. were duly adopted by more than a two-thirds vote of the Board of Directors of the Corporation on September 22, 2004, in accordance with ARTICLE XI of the Articles of Incorporation providing for such adoption. member approval not being required.

IN WITNESS WHEREOF, the undersigned Commodore Secretary of ANCHOR LINE-YACHT CLUB, INC. have executed these Artinle Of Amendment, pursuant to authority conferred on them by law and the Resolution of the Board of Directors this 8th day of December, 2004.

ANCHOR-LINE YACHT CLUB, INC.

By: Laurie Parenti
Laurie Parenti
Commodore

Attest: Nancy Hellwig
Nancy Hellwig
Secretary

