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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Tortuga Club, Inc.

DOCUMENT NUMBER: 724824

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

Please return all correspondence concerning this matter to the following:

Patricia G. Hudome
(Name of Contact Person)

Tortuga Club, Inc
(Firm/ Company)

8730 Midnight Pass Road
(Address)

Sarasota, FL 34242
(City/ State and Zip Code)

For further information concerning this matter, please call:

Patricia G. Hudome at (941) 349-6776
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| <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

Tortuga Club, Inc.
8730 Midnight Pass Road
Sarasota, FL 34242

Telephone 941-349-6776

Facsimile 941-349-5996

August 25, 2011

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

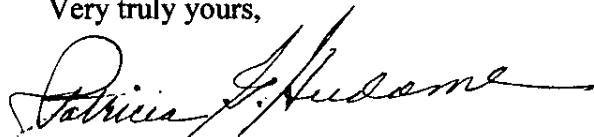
Dear Madame/Sir:

Enclosed please find two copies of the Tortuga Club, Inc. Articles of Incorporation. The only changed is Article 9.1 (b) referring to the 66 and 2/3% of the vote of the entire membership of the Association. This version was filed with Sarasota County Clerk of Court on August 5, 2011.

Also enclosed please find a check drawn to the Department of State, Division of Corporations in the amount of \$35.00 for the filing fee.

Thank you for your consideration of the above.

Very truly yours,



Patricia G. Hudome, CAM

Enclosures

Articles of Amendment
to
Articles of Incorporation
of

Tortuga Club, Inc

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

724824

(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:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

Enclosed is the revised Articles of Incorporation of Tortuga Club, Inc. The only difference is ARTICLE 9, Amendments 9.1 (b)

A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than 10% of the members of the Association. Except as elsewhere provided, such approvals must be by not less than 66 and 2/3% of the vote of the entire membership of the Association, in person or by proxy.

**ARTICLE 9
Amendments**

9.1 Amendments. Subject to the provisions of Section 9.2 of this Article 9, amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(b) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Except as elsewhere provided, such approvals must be by not less than 75% of the entire membership of the Board of Directors and by not less than 75% of the votes of the entire membership; or by not less than 80% of the votes of the entire membership of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment, may, if the approval is in writing, provided such approval is de-

1043 11871

The date of adoption of the amendment(s) was: Aug 4, 2011

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature William J. Merritt
(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.)

Board Member. past president
(Typed or printed name of person signing)

William J. Merritt
(Title of person signing)

FILING FEE: \$35

ARTICLES OF INCORPORATION OF TORTUGA CLUB, INC.

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes 1965, as amended, and certify as follows:

ARTICLE 1

Name

1.1 **Name.** The name of the Corporation shall be TORTUGA CLUB, INC. For convenience, the corporation shall herein be referred to as the "Association."

ARTICLE 2

Purpose

2.1 **Purpose.** The purpose for which the Association is organized is to provide an entity pursuant to Section 711.12 of the Condominium Act, Florida Statutes, 1965, as amended, for the operation of TORTUGA, a Condominium, located upon certain lands on Siesta Key, Sarasota County, Florida.

2.2 **Distribution of Income.** The Association shall make no distribution of income to its members, directors, or officers.

ARTICLE 3

Powers

3.1 **Common Law and Statutory Powers.** The Association shall have all of the common law and Statutory powers of a corporation not for profit not in conflict with the terms of these Articles of Incorporation.

3.2 **Specific Powers.** The Association shall have all of the powers and duties set forth in the Condominium Act of the State of Florida, except as limited by these Articles of Incorporation and by the Declaration of Condominium of TORTUGA and all of the powers and duties reasonably necessary to operate the Condominium pursuant to such Declaration and as it may be amended from time to time, including but not limited to the following:

- (a) To make and collect assessments against members as Unit Owners to defray the costs, expenses and losses of the Condominium.
- (b) To use the proceeds of assessments in the exercise of its powers and duties.
- (c) To maintain, repair, replace and operate the Condominium property.
- (d) To purchase insurance upon the Condominium property and insurance for the protection of the Association and its members as Unit Owners.
- (e) To reconstruct improvements after casualty and to further improve the property.

- (f) To make and amend reasonable regulations respecting the use of the property in the Condominium; as necessary or desirable to protect the health, safety and physical and mental well-being of the residents of the Condominium; provided, however, that all such regulations and amendments thereto shall be approved by not less than 66 and 2/3% of the votes of the entire Board of Directors and provided further that no such regulation or amendment thereto shall conflict with any specific provision of the Declaration of Condominium, Articles of Incorporation or Bylaws.
- (g) To approve or disapprove the transfer, mortgage and ownership of Units in TORTUGA, a Condominium.
- (h) To enforce by legal means the provisions of the Condominium Act of the State of Florida, the Declaration of Condominium of TORTUGA, these Articles of Incorporation, Bylaws of the Association and the regulations for use of the property in the Condominium.
- (i) To contract for the management of the Condominium and to delegate to such contractor all powers and duties of the Association, except such as are specifically required by the Declaration of Condominium of TORTUGA, to have the approval of Directors or the membership of the Association.
- (j) To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.
- (k) To employ personnel to perform the services required for proper operation of the Condominium.
- (l) To enter into agreements whereby it acquires leaseholds, memberships and other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use benefits of the Unit Owners.
- (m) To merge the operation and management (not the common elements) of the Association with other condominium associations formed by the incorporators if it is found to be in the best interests of the Association.

3.3 **Assets held in Trust.** All funds and titles of all properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws of the Association.

3.4 **Limitation on Exercise of Powers.** The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws of the Association.

ARTICLE 4 **Members**

4.1 **Members.** The members of the Association shall consist of all of the record owners of Units in the Condominium, and after termination of the Condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 **Change of Membership.** After receiving approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by the recording in the Public Records of Sarasota County, Florida, a deed or other instrument establishing a change of record title to a Unit in the Condominium and the delivery to the Association of a certified copy of such instrument. The Owner designated by such instrument thereby becomes a member of the Association and the membership of the prior owner is terminated.

4.3 **Limitation on Transfer of Shares of Assets.** The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the member's Unit.

4.4 **Voting.** The Owner of each Unit shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by Owners of a Unit and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE 5

Directors

5.1 **Board of Directors.** The affairs of the Association shall be managed by the Board consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

5.2 **Election of Directors.** Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws of the Association. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws of the Association.

5.3 **First Election of Directors.** The first election of Directors shall not be held until after the Developer has caused the sale of all of the Units of the Condominium, or until Developer elects to terminate its control of the Condominium, or until December 31, 1976, whichever occurs first. The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

5.4 **First Board of Directors.** The names and addresses of the members of the First Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
Thomas H. Decker	5400 Ocean Boulevard, Apartment 16E Siesta Key, Sarasota, Florida 33581
Peter M. Cassidy	63 Minosa Circle Ridgefield, Connecticut
Gerald F. Williamson	480 Valley Road Cos Cob, Connecticut
Edward L. Markman	590 Golf Links Lane Sarasota, Florida

ARTICLE 6

Officers

6.1 **Officers.** The affairs of the Association shall be administered by officers designated in the Bylaws of the Association. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Thomas H. Becker	President and Treasurer	5400 Ocean Blvd., #16E Siesta Key, Sarasota, Florida
Edward L. Markman	Vice-President	590 Golf Links Lane Sarasota, Florida
James M. Barton	Secretary	Two Greenwich Plaza Greenwich, Connecticut
Richard W. Cooney	Asst. Secretary	44 South Washington Drive Sarasota, Florida

ARTICLE 7

INDEMNIFICATION

7.1 **Indemnification.** Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE 8

Bylaws

8.1 **Bylaws.** The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE 9

Amendments

9.1 **Amendments.** Subject to the provisions of Section 9.2 of this Article 9, amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(b) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than 10% of the members of the Association. Except as elsewhere provided, such approvals must be by not less than 66 and 2/3% of the vote of the entire membership of the Association, in person or by proxy.

9.2 **Limitation on Amendments.** No amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of Article 3, without approval in writing by all members and the joinder of all record owners of mortgages upon the Condominium. No amendment shall be made that is in conflict with the Condominium Act of the State of Florida or the Declaration of Condominium of TORTUGA.

9.3 **Certification.** A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Sarasota County, Florida.

ARTICLE 10

Term

10.1 The term of the Association shall be perpetual.

ARTICLE 11

Subscribers

11.1 **Names and Addresses.** The names and residences of the subscribers of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Richard W. Cooney	44 South Washington Drive Sarasota, Florida
T. Dean Palmer	2405 Hawthorne Street Sarasota, Florida
Nancie Naylor	3805 Malec Circle Sarasota, Florida

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures this 10th day of November, 1973.

/s/ Richard W. Cooney

/s/ T. Dean Palmer

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TORTIGA CLUB, INC.

By: *William Merritt*
William Merritt, Board of Directors

- *Joan A. Kelly*
Witness Signature

JOAN A. KELLY
Printed Name

Myrtle P. Jordan
Witness Signature

MYRTLE P. JORDAN
Printed Name

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this ___ day of August, 2011 by William Merritt, as Member of the Board of Directors of TORTUGA CLUB, INC., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification. If no type of identification is indicated, the above-named person(s) are personally known to me.

Notary Public

Patricia G. Hudome
Printed Name Patricia G. Hudome State of Florida

My Commission Expires

July 17, 2012

