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Florida Department of State  
Division of Corporations  
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From: Account Name : MACMILLAN & STANLEY, PLLC  
Account Number : I20170000007  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE ST. ANDREWS CLUB, INC.**

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*Amended & Restated*

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COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: THE ST. ANDREWS CLUB, INC.

DOCUMENT NUMBER: 724919

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

Please return all correspondence concerning this matter to the following:

Thomas M. Stanley, Esq.

\_\_\_\_\_  
(Name of Contact Person)

MacMillan & Stanley, PLLC

\_\_\_\_\_  
(Firm/ Company)

33 NE 4th Avenue

\_\_\_\_\_  
(Address)

Delray Beach, FL 33483

\_\_\_\_\_  
(City/ State and Zip Code)

tom@macmillanstanley.com

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

For further information concerning this matter, please call:

Thomas M. Stanley

561 276-6363

\_\_\_\_\_  
(Name of Contact Person)

at

\_\_\_\_\_  
(Area Code) (Daytime Telephone Number)

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

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$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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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE ST. ANDREWS CLUB, INC.**

FILED  
2022 MAY -2 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WHEREAS, the original Articles of Incorporation of The St. Andrews Club, Inc., a Florida not for profit corporation, were filed with the Florida Department of State on December 1, 1972, and

WHEREAS, these amended and restated articles of incorporation contain amendments to all the articles, and

WHEREAS, not less than two-thirds of the membership approved these amended and restated articles of incorporation at a duly noticed and convened meeting of the Members held on **March 24, 2022**, and

NOW THEREFORE, the following are adopted as the amended and restated articles of incorporation of The St. Andrews Club Inc., a Florida not for profit corporation:

**ARTICLE I**

The name of this Corporation shall be THE ST. ANDREWS CLUB, INC. hereinafter referred to as the "Club."

**ARTICLE II**

The general nature, objects and purposes of this Club as organized and incorporated are as follows:

(a) To establish, maintain and operate a recreational and social club with such activities as shall be approved by the Board of Governors for the Members of the Club and their guests.

(b) To present a united effort by its members in the advancement of the civic welfare of the community in which the Club is located.

(c) To provide, maintain and operate restaurant and beverage facilities and other conveniences in connection therewith.

(d) To make available to the Members of the Club, facilities for the enjoyment of all properties mentioned herein and to promote health, welfare, pleasure, recreation, indoor and outdoor sports, entertainment and athletic contests.

(e) To acquire, hold, mortgage, lease, sell, transfer and convey property, both real and personal, to any extent deemed advisable for maintaining and advancing the social and not for profit objectives of the Club and to grant all rights and privileges to the Members of said Club permitted by Chapter 617, Florida Statutes.

**ARTICLE III**

1. Membership in the Club shall be by invitation and restricted to persons of good moral

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character. In addition, candidates for Membership shall meet such qualifications as may be prescribed by the Bylaws and by the Board of Governors.

2. Admission to Membership in this Club shall be upon approval of the Board of Governors, subject to the applicable provisions of the Bylaws.

3. The Membership of this Club shall consist of Homeowner Members and Non-Homeowner Members (Associate Members, Junior Members, Social Members and Social Plus Members). The Board of Governors may from time to time determine such other classes of Membership, or remove or modify a class of Membership, as it shall in its discretion deem to be in the best interests of the Club. All equity interest and voting shall be vested exclusively in the Homeowner Members, except that Associate Members, Social Members and Social Plus Members shall be entitled to vote as a separate class on assessments for capital improvements to which they are subject. In addition, Associate Members may vote on the election of Associate Members of the Board of Governors, as provided in the Bylaws. Homeowner Memberships may be transferred only with the approval of the Board of Governors.

4. Members of the immediate family of a Homeowner Member residing in his or her household shall be entitled to such privileges as the Bylaws provide subject to regulation by the Board of Governors.

5. Each Homeowner Member shall be entitled to a Certificate of Membership signed by the President and by the Secretary. Each such Certificate shall be subject to all Bylaws then in force or thereafter adopted, and all such Bylaws shall be considered as an essential part of the contract between the Club and the Homeowner Member holding the Certificate. No such Certificates may be sold, assigned or transferred, voluntarily, involuntarily or by operation of law, to any person, corporation, association, partnership or concern except with the approval of the Board of Governors acting in accordance with and subject to any applicable provision of the Bylaws.

6. Except as otherwise specifically provided by the Bylaws then in effect, upon the termination of the Membership of a Homeowner Member for any reason, the interest of such Homeowner Member in the Club shall cease and terminate without further action, and the privileges of members of the immediate family of such Homeowner Member shall also cease subject to the provisions of the Bylaws in this regard. Upon the termination of the Membership of a Homeowner Member, the Homeowner Member's Certificate, properly endorsed, shall be surrendered promptly to the Secretary of the Club.

7. Except as otherwise specified in the Bylaws for a particular matter requiring a higher percentage, thirty-five percent (35%) of the Homeowner Members present in person or by proxy at any meeting of Members shall be sufficient to decide any questions properly before such meeting, except in any particular matters requiring a higher percentage of votes as may be specified in the Bylaws of the Club.

8. Memberships shall be limited to three hundred seventy-five (375) composed of one hundred thirty-six (136) Homeowner Memberships and a total of two hundred thirty-nine (239)

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Non-Homeowner Memberships (Associate Members, Social Members, Junior Members and Social Plus Members).

#### **ARTICLE IV**

The Club shall have perpetual existence.

#### **ARTICLE V**

The names and addresses of the Subscribers to these Articles of Incorporation are as follows: [Note: Names and addresses of the original Subscribers have been omitted to conserve space.]

#### **ARTICLE VI**

1. The affairs of the Club shall be managed and governed by a Board of Governors composed of not less than three (3) nor more than the number specified by the Bylaws. Governors shall be elected at the Annual Meeting of Members for terms as specified in the Bylaws or until their successors shall be elected. Provisions for such election, and provisions in respect of the removal or disqualification of Governors, and for filling vacancies on the Board of Governors, shall be established by the Bylaws.

2. The Officers of the Club shall be elected from time to time in the manner set forth in the Bylaws adopted by the Club. The principal Officers be a President, a Vice President, a Secretary and a Treasurer two (2) of the last three (3) offices may be combined.

#### **ARTICLE VII**

The original Bylaws of the Club were made and adopted by its first Board of Governors. Such Bylaws, and Bylaws made subsequently, may be amended or added to by an affirmative vote at least two-thirds (2/3) of those Homeowner Members present in person or by proxy at any Annual Meeting of Members or at a Special Meeting of Members called for the purpose or by vote in a referendum conducted by mail as set forth in the Bylaws. At least twenty (20) days notice of any proposed amendments or additions must be given to the Homeowner Members. Amendments to these Articles of Incorporation may be proposed and shall be adopted in the same manner as provided for amendment of the Bylaws. Said amendments shall be effective when a copy thereof, together with an attached certificate of its approval by the Membership, sealed with the Corporate Seal, signed by the Secretary or an Assistant Secretary, and executed and acknowledged by the President or Vice President, has been filed with the Secretary of State and all filing fees paid.

#### **ARTICLE VIII**

The Club (this Corporation) shall have all the powers set forth in Florida Statute 617.021.

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## ARTICLE IX

There shall be no dividends paid to any members nor shall any part of the income of the Club be distributed to its Board of Governors or Officers. In the event there are any excess receipts over disbursements, as a result of performing services, such excess shall be applied against future services. The Club may, upon dissolution or final liquidation, make distribution thereof, and no such payment, benefit or distributions shall be deemed to be a dividend or distribution of income.

This Club shall issue no shares of stock of any kind or nature whatsoever. Membership in the Club and the transfer thereof, as well as the number of Members, shall be upon the terms and conditions provided in Articles.

The recitals set forth in these amended and restated articles of incorporation are true and correct and are certified by the Members on March 24, 2022.

[SIGNATURE ON NEXT PAGE.]

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The St. Andrews Club, Inc., a Florida not for profit corporation

By: *[Signature]*  
Michael Watts, President

STATE OF FLORIDA )  
 ) ss.  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 7 day of April 2022, by  means of physical presence or  online notarization, by Michael Watts, as President of The St. Andrews Club, Inc., a Florida not for profit corporation, who () is personally known to me OR () who has produced \_\_\_\_\_ as identification.

(NOTARIAL SEAL)

*[Signature]*  
Notary Public - State of Florida  
Print Name: Michelle Mayotte



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