

729203

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(City/State/Zip/Phone #)

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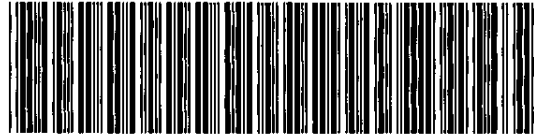
Certified Copies ☒

Certificates of Status ☐

Special Instructions to Filing Officer:

DK Per Brenda
10/30/12, We added
exhibit A attached to
made document OK to
file
Tunis

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10/30/12--01013--016 **43.75

2012 OCT 30 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Arstart AC

NOV 1 2012

T. LEWIS

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: RICKY SOTO

DATE: 10/30/2012

REF. #: 000409.175075

CORP. NAME: THE SURF CLUB, INC.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> AMENDED & RESTATED FILING | |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 101824 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

FILED

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF THE SURF CLUB, INC.

OCT 30 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(a Florida not for profit corporation)

The undersigned corporation hereby adopts the following Amended and Restated Articles of Incorporation and certifies as follows:

1. The name of the corporation is: THE SURF CLUB.
2. The corporation was originally organized by the filing of an original charter that was approved by the Circuit Court of Miami-Dade County, Florida on or about February 1, 1930. The original charter was subsequently modified by an amendment to the original charter that was approved by the Circuit Court of Miami-Dade County, Florida on February 17, 1955.
3. The corporation filed an Affidavit with the Florida Secretary of State on March 26, 1974. The Affidavit included certified copies of the original charter adopted in 1935 and the amendment to the original charter adopted in 1955. At that time of the filing with the Florida Secretary of State, the corporation was assigned Document Number 729203. The charter was subsequently amended and restated from time-to-time thereafter through additional filings with the Florida Secretary of State.
4. The corporation has decided to reincorporate pursuant to Section 617.0901, Florida Statutes in order to bring the corporation under the provisions of the Florida Not For Profit Corporation Act (Chapter 617), and the corporation hereby accepts the provisions of the Florida Not For Profit Corporation Act (Chapter 617).
5. These Amended and Restated Articles of Incorporation of the corporation have been duly approved at a meeting of the Board of Governors of the corporation held on September 8, 2012. The Amended and Restated Articles of Incorporation of the corporation were also approved by a majority vote of the members eligible to vote on September 8, 2012. The number of votes cast was sufficient for approval.
6. Attached to these Amended and Restated Articles of Incorporation is a true and complete copy of the charter of the corporation, as amended to date, including a certified copy of the original charter and amendment thereto, attached hereto as Exhibit "A".
7. The corporation's charter, as amended to date, is hereby amended and restated in its entirety as follows:

ARTICLE I. NAME

The name of the corporation shall be: THE SURF CLUB, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation is 9011 Collins Avenue, Surfside, Florida 33154-3220.

ARTICLE III. PURPOSE

The general nature of the object of this corporation shall be the establishment and maintenance of a social club not for profit, for the benefit, amusement, recreation, and entertainment of its members.

ARTICLE IV. MEMBERSHIP

Any person of good moral character shall be eligible for membership in this corporation; the manner and terms of his or her admission to membership shall be provided in the By-Laws of the corporation.

ARTICLE V. BOARD

The affairs of this corporation shall be managed by a Board of Governors of not less than five (5) nor more than twenty-five (25) members, by a President, one or more Vice Presidents, a Secretary and a Treasurer. The office of Secretary and Treasurer may be held by the same person. The annual meeting of the corporation shall be held on the second Saturday in March of each year, if not a legal holiday under the laws of the state of Florida, and if a legal holiday then on the next succeeding business day, at ten o'clock in the forenoon. The terms of office of the members of the Board of Governors shall be as provided in the By-Laws of the corporation. The President and one or more Vice Presidents shall be elected by the Board of Governors and from their number at the annual meeting of the Board of Governors which shall be held each year immediately following the annual meeting of the corporation. The Secretary and Treasurer shall be elected also at this meeting and need not be a member of the Board of Governors.

ARTICLE VI. BY-LAWS

The Board of Governors shall have the power to make By-Laws of this corporation; provided, however, that all By-Laws shall be subject to amendment, alterations, or rescission by the members entitled to vote at any annual or at any special meeting called for that purpose.

ARTICLE VII. INDEBTEDNESS

The highest amount of indebtedness or liability to which this corporation may at any time subject itself shall be FIVE MILLION DOLLARS (\$5,000,000).

ARTICLE VIII. REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Robert Zarco
Miami Tower
100 S.E. 2nd Street #2700
Miami, FL 33131

ARTICLE IX. REINCORPORATION UNDER SECTION 617.0901, FS

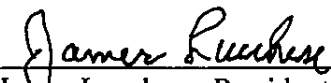
The Corporation hereby elects to reincorporate pursuant to Section 617.0901, FS, and accepts the provisions of the Florida Not For Profit Corporation Act (Chapter 617). Following the Effective Date of these Amended and Restated Articles of Incorporation, the corporation shall be deemed to be incorporated under the Florida Not For Profit Corporation Act (Chapter 617) and these Amended and Restated Articles of Incorporation shall constitute its articles of incorporation.

ARTICLE X. EFFECTIVE DATE

The Effective Date of these Amended and Restated Articles of Incorporation is upon the filing of these Amended and Restated Articles of Incorporation with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed these Amended and Restated Articles of Incorporation on behalf of the corporation this 24th day of October 2012.

THE SURF CLUB, INC.


James Lucchese, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

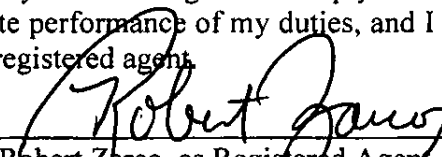

Robert Zarco, as Registered Agent

Exhibit "A"

Charter documents of The Surf Club, including a copy of its original Charter and all amendments thereto certified by the Clerk of the Circuit Court of Miami-Dade County, Florida, and a copy of the Articles of Incorporation and all amendments and restatements thereof filed with the Department of State.

WE, the undersigned, desiring to form a social club not for profit, under the laws of the State of Florida, hereby make, subscribe, and present for approval to the Honorable Judges of the Circuit Court of the Eleventh Judicial Circuit of Florida, in and for Dade County, the following proposed charter:

ARTICLE I.

The name of this corporation shall be The Surf Club. It is to be located in the County of Dade and State of Florida.

ARTICLE II.

The general nature of the object of this corporation shall be the establishment and maintenance of a social club not for profit, for the benefit, amusement, recreation, and entertainment of its members.

ARTICLE III.

Any person of good moral character, belonging to the Caucasian Race shall be eligible for membership in this corporation; the manner and the terms of his or her admission to membership shall be provided in the By-Laws of the organization.

ARTICLE IV.

The term for which this corporation shall exist shall be fifty (50) years.

ARTICLE V.

The names and residences of the subscribers are as follows:



ARTICLE VI.

The affairs of this corporation shall be managed by a Board of Governors of not less than five (5) nor more than nine (9) members, by a President, one or more Vice-Presidents, a Secretary and a Treasurer. The office of Secretary and Treasurer may be held by the same person. A Board of Governors shall be elected at the first annual meeting of the Club which shall be held on the second Saturday in March, 1950, at ten o'clock in the forenoon. Thereafter, the annual meeting of the Club shall be held on the second Saturday in March of each year, if not a legal holiday under the laws of the State of Florida, and if a legal holiday then on the next succeeding business day at ten o'clock in the forenoon. At the first annual meeting of the Club, three (3) Governors shall be elected for the term of one year, ~~and~~ three (3) for a period of two years, and three (3) for a period of three years. At each annual meeting of the Club the successors of the Governors whose term of office shall expire in that year shall be elected for a term of three years, so that the term of office of three Governors shall expire in each year. The President and one or more Vice Presidents shall be elected by the Board of Governors and from their number at the annual meeting of the Board of Governors which shall be held each year immediately following the annual meeting of the Club. The Secretary and Treasurer shall be elected also at this meeting and need not be a member of the Board of Governors.

ARTICLE VII.

The names of the officers who are to manage all the affairs of this corporation until the first election under Article VI hereof are as follows:

BOARD OF GOVERNORS

- H. J. Boone
- W. J. King
- W. J. King
- W. J. King

- 5 -

ARTICLE VIII.

The Board of Governors shall have the power to make By-Laws of this corporation; provided, however, that all By-Laws shall be subject to amendment, alteration, or rescission by the members entitled to vote at any annual or at any special meeting called for that purpose.

ARTICLE IX.

The highest amount of indebtedness or liability to which this corporation may at any time subject itself shall be Five Hundred Thousand (\$500,000.00) Dollars.

ARTICLE X.

The amount in value of the real estate which this corporation may hold, subject always to the approval of the Circuit Judge, shall be One Million (\$1,000,000.00) Dollars.

J. H. Allen
J. H. Allen
L. J. Green
H. N. Myers
M. H. King

STATE OF FLORIDA)

ss.

COUNTY OF DADE)

L. R. KING, having been first duly sworn, on his oath says that he is one of the subscribers to the foregoing charter of THE SURF CLUB and that it is intended in good faith by said subscribers to carry out the purposes and objects set forth therein.

J. H. Allen

35 FEB 24

RECORDERS NOTE:
The legitimacy of writing, typing or printing unsatisfactory as this document when received.

- 4 -

STATE OF FLORIDA)
COUNTY OF DADE.) ss.

Before me, the undersigned authority, this day personally appeared
L. R. King, one of the subscribers of the foregoing charter of THE SURF
CLUB and acknowledged before me that he executed the same for the uses and
purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official
seal at Miami, in the County and State aforesaid, this 1st day of February,
A. D., 1930.

Class J. S. Cain
Notary Public, State of Florida
at Large.

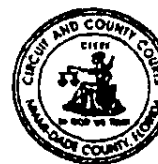
My commission expires: 11/26/33



IN THE MATTER OF THE
APPLICATION FOR CHARTER
FOR THE SURF CLUB.

STATE OF FLORIDA, COUNTY OF DADE
I HEREBY CERTIFY that the foregoing is a true and correct copy of the
original on file in this office. Aug. 8 AD 20 12
HARVEY RUVIN, CLERK, of Circuit and County Courts

Deputy Clerk [Signature]
The proposed Charter of The Surf Club



CLUB having been presented to me for approval in conformity with Section 1,
Chapter 4231, Acts of the Legislature of the State of Florida, 1893, and all
Acts amendatory thereto, and it appearing that said proposed Charter is in
proper form and for a purpose and object authorized by said Acts, it is,
THEREFORE,

ORDERED, that the Charter of THE SURF CLUB be, and the same hereby

AND ORDERED, in Miami, Dade County, Florida, this

**CERTIFICATE OF AMENDMENT TO THE
CHARTER OF THE SURF CLUB,
A CORPORATION NOT FOR
PROFIT UNDER THE
LAWS OF THE
STATE OF
FLORIDA.**

The undersigned officers of the Surf Club, to-wit:
Charles F. Kettering, President, and Alfred I. Barton, Secretary,
hereby certify that at a duly and regularly called and held meeting
of the Board of Governors of the Surf Club, a resolution was duly
and regularly adopted, declaring it to be advisable that the charter
of the Surf Club should be amended in the following particulars:

1. That Article IV of the charter should be amended
to read as follows:

"The term for which this corporation shall exist
shall be ninety-nine (99) years from the date of
the approval of this amendment by the Circuit Court
of Dade County, Florida, and the recording of this
amendment as so approved by the Circuit Judge in the
office of the Clerk of the Circuit Court of Dade
County, Florida."

2. That Article IX of the charter of the Surf Club
should be amended to read as follows:

"The highest amount of indebtedness or liability
to which this corporation may at any time subject
itself shall be seven hundred and fifty thousand
dollars (\$750,000.00)."

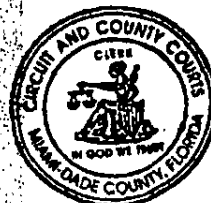
3. That Article X of the charter of the Surf Club
should be amended to read as follows:

"The amount in value of the real estate which
this corporation may hold, subject, always, to
the approval of the Circuit Judge, shall be
five million dollars (\$5,000,000.00)."

The undersigned officers of the Surf Club further certify
that at the annual meeting of the members of the Surf Club held on
January 29, 1955, the following resolution was unanimously adopted:

"RESOLVED: That Article IV of the charter of
the Surf Club shall be amended to read as
follows:

The term for which this corporation shall
exist shall be ninety-nine (99) years from
the date of the approval of this amendment by



the Circuit Court of Dade County, Florida, and the recording of this amendment as so approved by the Circuit Judge in the office of the Clerk of the Circuit Court of Dade County, Florida.

BE IT FURTHER RESOLVED: That Article IX of the charter of the Surf Club be amended to read as follows:


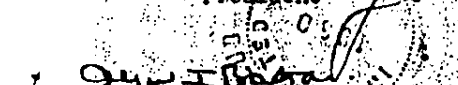

The highest amount of indebtedness or liability to which this corporation may at any time subject itself shall be seven hundred and fifty thousand dollars (\$750,000.00).

BE IT FURTHER RESOLVED: That Article X of the charter of the Surf Club be amended to read as follows:

The amount in value of the real estate which this corporation may hold, subject, always, to the approval of the Circuit Judge, shall be five million dollars (\$5,000,000.00)."

That the said resolutions of the Board of Governors and of the annual meeting of members were adopted strictly in accordance with the by-laws of the Surf Club.

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the corporation this 10th day of February, 1955.


President

Secretary


STATE OF FLORIDA }
COUNTY OF DADE } SS

This day personally appeared before me, the undersigned authority, CHARLES F. KETTERING and ALFRED I. BARTON, personally known to me and known to me to be the president and secretary, respectively, of the Surf Club, a corporation not for profit organized under the laws of the State of Florida, and they acknowledged before

77-10360

me that they executed the above and foregoing certificate freely and voluntarily for the uses and purposes therein mentioned, and the said persons being by me sworn, did make oath before me that it is intended in good faith to carry out the purposes and objects set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of February, 1955.

Alma M. Shaw
Notary Public, State of Florida at large.
My commission expires:

Notary Public, State of Florida at large
My commission expires June 19, 1957.
Bonded by American Surety Co. of N. Y.



ORDER APPROVING AMENDMENTS TO CHARTER.

The proposed foregoing amendments to the charter of the Surf Club, duly acknowledged and sworn to, were presented to the undersigned Circuit Judge for approval, and it appearing to the undersigned Circuit Judge that the same are in proper form and being authorized by the laws of the State of Florida relating to corporations not for profit, it is, therefore,

ORDERED, ADJUDGED and DECREED that the amendments set out in the above and foregoing certificate be, and the same are hereby, approved, and when recorded in the office of the Clerk of the Circuit Court of Dade County, Florida, shall become and be taken as part of the original charter.

11 DONE and ORDERED in Miami, Dade County, Florida, this day of February, 1955.

Harvey Ruvin
Circuit Judge.

State of Florida, County of Dade
This instrument was filed for record on 11th day of Feb
1955 and 11th day of Feb 1955 and was recorded in Book 27-10360 File No. 11
U. S. DEPARTMENT OF JUSTICE
Clerk of Court



STATE OF FLORIDA, COUNTY OF DADE

I HEREBY CERTIFY that the foregoing is a true and correct copy of the original as filed in this office.

Harvey Ruvin AD 26 12
HARVEY RUVIN, CLERK, of Circuit and County Courts

Deputy Clerk Harvey Ruvin DR

State of Florida

Department of State

I certify from the records of this office that THE SURF CLUB is a corporation organized under the laws of the State of Florida, filed on March 26, 1974.

The document number of this corporation is 729203.

I further certify that said corporation has paid all fees due this office through December 31, 2012, that its most recent annual report was filed on January 4, 2012, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

*Given under my hand and the Great Seal of
Florida, at Tallahassee, the Capital, this the
Second day of August, 2012*

Ken Detjen

Secretary of State



Authentication ID: 700238082597-080212-729203

To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.
<https://efile.sunbiz.org/certauthver.html>

STATE OF FLORIDA)

COUNTY OF DADE)

GEORGE H. SALLEY upon his oath says:

1. That he is the duly elected President of The Surf Club, a corporation not for profit organized under the laws of Florida;

2. That attached hereto are the certified copies of the following documents:

A. The Charter of The Surf Club and appended order approving the same by a Circuit Judge of the Eleventh Judicial Circuit in and for Dade County, Florida.

B. A certified copy of an amendment to said Charter and appended order approving the same by a Circuit Judge of the Eleventh Judicial Circuit in and for Dade County, Florida.

3. That this affidavit is filed pursuant to the provisions of Section 617.02, F.S., and that the foregoing documents constitute copies of the Charter of the Corporation and all amendments thereto effective as of this date, to wit: March 4th, 1974.

Affiliate

SWORN to and subscribed before
me this 25th day of March, 1974.

Clara Hernandez de Castro
Notary Public, State of Florida
at Large. My Commission expires:

CLARA FERNANDEZ DE CASTRO
S.W. 700, 100 Biscayne Blvd
Miami, Florida 33132
HOIAR FURNITURE, 2111 W. 11TH AVE. S. LAGUNA BEACH
UT COMMISSION LAP 453-SEPT. 18, 1977
SIGNED BY AMERICAN LUGGAGE INSURANCE CO.

FILED

The affairs of this corporation shall be managed by a board of directors of not less than five (5) nor more than nine (9) members, by a President, one or more Vice-Presidents, Secretary and Treasurer. The office of Secretary and Treasurer shall be held by the same person. A Board of Directors shall be elected at the first annual meeting of the Club which shall be held on the second Saturday in March, 1923, at ten o'clock in the forenoon. Thereafter, the annual meeting of the Club shall be held on the second Saturday in March of each year, or on the legal holiday under the laws of the State of Florida, or on the next legal holiday under the laws of the State of Florida, at ten o'clock in the forenoon. At the first annual meeting of the Club, three (3) directors shall be elected for the term of one year, and three (3) for the term of two years, and three (3) for the term of three years. At each annual meeting of the Club, the successors of the directors whose term of office shall expire in that year shall be elected for a term of one year, and the term of office of three directors shall expire in each year. President and one or more Vice-Presidents shall be elected by the directors and from their number at the annual meeting of the Club. The directors shall be held each year immediately following the meeting of the Club. The Secretary and Treasurer shall be elected at this meeting and need not be a member of the Board of Directors.

ARTICLE VII.

The names of the officers who are to manage all the affairs of this corporation until the first election under Article VI hereof are as follows:

BOARD OF DIRECTORS:

H. D. Boone
A. King
J. J. Ford
H. H. Taylor
H. H. King

PRESIDENT:

H. H. King

VICE-PRESIDENT:

H. H. King

SECRETARY AND TREASURER:

H. H. King

35 144 23

The Board of Directors shall have the power to make and alter the
corporate seal, and any seal so made shall be subject to amendment,
alteration, or replacement by the Board of Directors entitled to vote at any annual or
any special meeting called for that purpose.

The highest amount of indebtedness which this corporation may at any time contract shall be five hundred thousand (\$500,000.00)
dollars.

The amount in value of the real estate which this corporation may hold,
subject always to the approval of the Circuit Judge, shall be One Million (\$1,000,000.00)
dollars.

J. H. L. ...
F. H. ...
W. H. ...
W. H. ...

STATE OF FLORIDA

COUNTY OF ...

I, J. H. L., having been first duly sworn, on this oath say that he is
one of the subscribers to the foregoing charter of the ... and that it is
intended in good faith by said subscribers to carry out the purposes and objects
set forth therein.

F. H. ...



Witness my hand and published before me
this ... day of ... A. D., 1930.

J. H. L.
Notary Public, State of Florida at Large
My Commission Expires ...

85-24

1st February

Class Janet Egan

11/24/33

IN THE MATTER OF THE
APPLICATION FOR CHARTER
FOR THE BOAT CLUB

The proposed Charter of
CLUB having been presented to me for approval in conformity with Chapter
4251, Acts of the Legislature of the State of Florida, 1930, and the
Acts amendatory thereto, and it appearing that said proposed Charter is in
proper form and for a purpose and object authorized by said Acts: It is,
therefore,

ORDERED, that the Charter of THE BOAT CLUB be, and the same hereby
is approved.

DONE AND ORDERED, in Chambers, at Miami, Dade County, Florida, this
15th day of February, A. D. 1933.

W. B. Munn
Judge of the Circuit Court of the
Seventh Judicial Circuit of Florida,
in and for Dade County

M. G. G. G.

STATE OF FLORIDA
COUNTY OF DADE

RICHARD I. BRIDGES, Clerk of the Circuit Court of the
Eleventh Judicial Circuit, and County Recorder in and for
the County of Dade and State of Florida, DO HEREBY CERTIFY
that the above and foregoing is a true and correct copy of

a Charter

FILED in my office 6 day of February
A. D. 19 30 and recorded in Corporation
Book 35 at Page 26

In WITNESS WHEREOF, I have hereunto set my
hand and affixed my official seal of said Court, this 2
day of March, A. D., 19 74

RICHARD I. BRIDGES
Clerk Circuit Court
& County Recorder

By M. Brammer
Deputy Clerk

FILED
MAR 26 12 PM '74
CLERK OF STATE
TREASURY
FLORIDA

CL. OF
Seal

JAD:K #3016
2-8-55 1/4

77-58

CERTIFICATE OF AMENDMENT TO THE
CHARTER OF THE SURF CLUB,
A CORPORATION NOT FOR
PROFIT UNDER THE
LAWS OF THE
STATE OF
FLORIDA.

The undersigned officers of the Surf Club, to-wit:
Charles F. Ketterling, President, and Alfred I. Barton, Secretary,
hereby certify that at a duly and regularly called and held meeting
of the Board of Governors of the Surf Club, a resolution was duly
and regularly adopted, declaring it to be advisable that the charter
of the Surf Club should be amended in the following particulars:

1. That Article IV of the charter should be amended
to read as follows:

"The term for which this corporation shall exist
shall be ninety-nine (99) years from the date of
the approval of this amendment by the Circuit Court
of Dade County, Florida, and the recording of this
amendment as so approved by the Circuit Judge in the
office of the Clerk of the Circuit Court of Dade
County, Florida."

2. That Article IX of the charter of the Surf Club
should be amended to read as follows:

"The highest amount of indebtedness or liability
to which this corporation may at any time subject
itself shall be seven hundred and fifty thousand
dollars (\$750,000.00)."

3. That Article X of the charter of the Surf Club
should be amended to read as follows:

"The amount in value of the real estate which
this corporation may hold, subject, always, to
the approval of the Circuit Judge, shall be
five million dollars (\$5,000,000.00)."

The undersigned officers of the Surf Club further certify
that at the annual meeting of the members of the Surf Club held on
January 29, 1955, the following resolution was unanimously adopted:

"RESOLVED: That Article IV of the charter of
the Surf Club shall be amended to read as
follows:

"The term for which this corporation shall
exist shall be ninety-nine (99) years from
the date of the approval of this amendment by

FILED
MAR 11 1955
STATE
OF FLORIDA

77-2359

the Circuit Court of Dade County, Florida, and the recording of this amendment as so approved by the Circuit Judge in the office of the Clerk of the Circuit Court of Dade County, Florida.

BE IT FURTHER RESOLVED: That Article IX of the charter of the Surf Club be amended to read as follows:


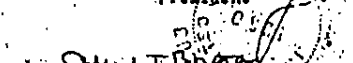
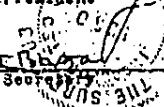
The highest amount of indebtedness or liability to which this corporation may at any time subject itself shall be seven hundred and fifty thousand dollars. (\$750,000.00).

BE IT FURTHER RESOLVED: That Article X of the charter of the Surf Club be amended to read as follows:

The amount in value of the real estate which this corporation may hold, subject, always, to the approval of the Circuit Judge, shall be five million dollars: (\$5,000,000.00)."

That the said resolutions of the Board of Governors and of the annual meeting of members were adopted strictly in accordance with the by-laws of the Surf Club.

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the corporation this 10th day of February, 1955.


President

Secretary


STATE OF FLORIDA }
COUNTY OF DADE } ss

This day personally appeared before me, the undersigned authority, CHARLES F. KITTING and ALFRED I. BARTON, personally known to me and known to me to be the president and secretary, respectively, of the Surf Club, a corporation not for profit organized under the laws of the State of Florida, and they acknowledged before

77-100

me that they executed the above and foregoing certificate freely and voluntarily for the uses and purposes therein mentioned, and the said persons being by me sworn, did make oath before me that it is intended in good faith to carry out the purposes and objects set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10 day of February, 1955.

Wm. M. Stinson
Notary Public, State of Florida at large.
My commission expires:

Notary Public, State of Florida at large
My commission expires June 19, 1957.
Issued by American Surety Co. of N. Y.



ORDER APPROVING AMENDMENTS TO CHARTER

The proposed foregoing amendments to the charter of the Surf Club, duly acknowledged and sworn to, were presented to the undersigned Circuit Judge for approval, and it appearing to the undersigned Circuit Judge that the same are in proper form and being authorized by the laws of the State of Florida relating to corporations not for profit, it is, therefore,

ORDERED, ADJUDGED and DECREED that the amendments set out in the above and foregoing certificate be, and the same are hereby, approved, and when recorded in the office of the Clerk of the Circuit Court of Dade County, Florida, shall become and be taken as part of the original charter.

DONE And ORDERED in Miami, Dade County, Florida, this

11 day of February, 1955.

[Signature]
CIRCUIT JUDGE

State of Florida, County of Dade.

This instrument was filed for record the 10 day of Feb 1955 and duly recorded in Book 27 on Page 281 File No. EE Sub 285

U.S. LEATHERMAN
Clerk Circuit Court

STATE OF FLORIDA

County of Dade

RICHARD F. BRAMMER, Clerk of the Circuit Court of the
Eleventh Judicial Circuit, and County Recorder in and for
the County of Dade and State of Florida DO HEREBY CERTIFY
that the above and foregoing is a true and correct copy of

Ord. of Amendment to
Charter

FILED in my Office 17 day of February
A.D. 1955 and recorded in Corporation
Book 17 at Page 358

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal of said Court, this 26
day of March, A.D. 1974

RICHARD F. BRAMMER
Clerk Circuit Court
& County Recorder

By M. Brammer
Deputy Clerk

FILED
MAR 26 11 12 AM '74
CLERK OF STATE
HALL
DADE COUNTY
FLORIDA

C. C.
Seal

AFFIDAVIT OF AMENDMENT TO
THE CHARTER OF THE SURF CLUB,
A CORPORATION NOT FOR PROFIT

STATE OF FLORIDA)
COUNTY OF DADE) ss

GEORGE H. SALLEY upon his oath says:

1. That he is the duly elected President of The Surf Club, a corporation not for profit, organized under the laws of Florida;

2. That pursuant to the provisions of Section 617.02, F.S., Affiant has heretofore filed with the Department of State certified copies of the Charter of said Corporation and the one amendment thereto which was effective at the time of such filing;

3. That at a meeting of the members of The Surf Club duly called and held on March 30, 1970, in accordance with the Charter and By-Laws of the Corporation, and upon motion made, duly seconded and unanimously carried, it was

RESOLVED that Article IX of the Charter of The Surf Club be amended to read:

The highest amount of indebtedness or liability to which this Corporation may at any time subject itself shall be FIVE MILLION DOLLARS (\$5,000,000).

BE IT FURTHER RESOLVED that Article X of the Charter of The Surf Club be amended to read as follows:

The amount in value of the real estate which this Corporation may hold shall be TWENTY MILLION DOLLARS (\$20,000,000).

4. That due to inadvertence and oversight a copy of said Resolution amending the Charter was not heretofore filed

FILED
MAR 30 11 31 AM '70
SECRETARY OF STATE
MIAMI, FLORIDA

as provided by law in order to become effective.

5. That this affidavit is made pursuant to Section 617.02, P.S., and when filed with and approved by the Department of State shall constitute an amendment to the Charter of said Corporation, effective as of the date of such filing and approval.

Scott Salley
Affiant

SWORN to and subscribed before me
this 26 day of March, 1974.

Clara Fernandez de Castro
Notary Public, State of Florida
at large. My commission expires:

CLARA FERNANDEZ DE CASTRO
214 12th Ave. E. Suite 200
Miami, Fla. 33132
Notary Public, State of Florida
MY COMMISSION EXPIRES SEP. 12, 1976
RECEIVED BY DEPT. OF STATE

FILED
MAR 26 11 21 AM '74
SECRETARY OF STATE
MIAMI, FLORIDA

STATE OF PENNSYLVANIA)

COUNTY OF

1. That he is the duly elected President of The Surf Club, a corporation not for profit, organized under the laws of Florida.

3. That at a special meeting of the members of The Surf Club duly called and held on May 11, 1974, in accordance with the Charter and By-Laws of the Corporation, and upon motion made, duly seconded and unanimously carried, it was-

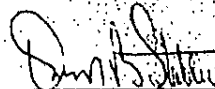
1. To provide that the number of members of the Board of Governors shall be not less than five (5) and not more than twenty-five (25).

2. To provide that the terms of office of the members of the Board of Governors shall be as provided in the By-Laws of The Surf Club.

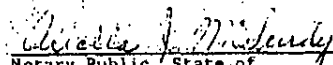
4. That this affidavit is made pursuant to Section 617.02, F.S., and when filed with and approved by the Department of State shall constitute an amendment to the Charter of

FILED
JUL 10 11 53 AM '74
SECTION OF STATE
MIAMI, FLORIDA

said Corporation, effective as of the date of such filing and approval.


Donald B. Stabler
Affiant

SWORN to and subscribed before
me this 29th day of June, 1974.


Notary Public, State of
Pennsylvania.

My Commission expires: NOTARY PUBLIC
My Commission Expires April 21, 1978
Notary Public, State of Pennsylvania

FILED
JUN 8 11 52 AM '74
SECRETARY OF STATE
MIAMI, FLORIDA

AFFIDAVIT OF AMENDMENT TO
THE CHARTER OF THE SURF CLUB
A CORPORATION NOT FOR PROFIT

STATE OF FLORIDA)
COUNTY OF DADE) ss

DONALD B. STABLER upon his oath says:

1. That he is the duly elected President of The Surf Club, a corporation not for profit, organized under the Laws of Florida.

2. That pursuant to the provisions of Section 617.02, F.S., The Surf Club has heretofore filed with the Department of State certified copies of the Charter of said corporation and all amendments thereto.

3. That at the annual meeting of the members of The Surf Club duly called and held on March 13, 1976, upon proper notice and in accordance with the Charter and the By-laws of the corporation, upon motion duly made, seconded and unanimously carried by the regular proprietary members and also the other regular members, it was:

"Be it resolved that Article IV of the Charter be amended to read that, the term for which the corporation shall exist shall be one hundred (100) years."

and

"RESOLVED that Article IX of the Charter of The Surf Club be amended to read:

The highest amount of indebtedness or liability to which this Corporation may at any time subject itself shall be FIVE MILLION DOLLARS (\$5,000,000).

NOTED
FILED
MAR 27 10 59 AM 1976
CORPORATE DIVISION
TALLAHASSEE, FLORIDA

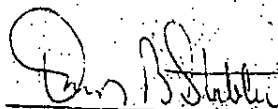
8-703

12-7

BE IT FURTHER RESOLVED that Article
X of the Charter of The Surf Club
be amended to read as follows:

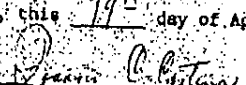
The amount in value of the
real estate which this Cor-
poration may hold shall be
TWENTY MILLION DOLLARS
(\$20,000,000)."

4. That this Affidavit is made pursuant to
Section 617.02, F.S., and when filed with and approved by
the Department of State, shall constitute an amendment to
the Charter of said corporation, effective as of the date
of such filing and approval.



Donald B. Stabler

SWORN TO and subscribed before
me, this 19th day of April, 1976.


NOTARY PUBLIC, State of Florida at
large.

My Commission expires:

Amendment to the Articles of Incorporation of THE SURV
CLUB, a Florida corporation, filed and approved on the
27th day of April, 1976, as shown by the records of
this office.

27th
76.

April,

4-27
1976

ARTICLES OF AMENDMENT

OF

THE CHARTER OF THE SURF CLUB

FILED
1982 NOV - 3 AM 10:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Charles D. Gellat and Dante M. Fiorini, being the President and Secretary, respectively, of The Surf Club, a not for profit corporation organized under the laws of the State of Florida, hereby certify to the following:

1. The name of the corporation is The Surf Club.
2. The Surf Club was formed before October 1, 1982, and has not reincorporated pursuant to Section 617.012 of the Florida Statutes.
3. The members of The Surf Club, on September 4, 1982, by resolution as provided in the by-laws of The Surf Club, have adopted the following amendments to the Charter of The Surf Club:

a. Article III of the Charter of The Surf Club is amended to read in its entirety as follows:

"ARTICLE III

Any person of good moral character shall be eligible for membership in this corporation; the manner and terms of his or her admission to membership shall be provided in the By-Laws of the organization."

b. Article IV of the Charter of The Surf Club is amended to read in its entirety as follows:

"ARTICLE IV

This corporation shall have perpetual existence."

c. Article X of the Charter of The Surf Club is repealed.

IN WITNESS WHEREOF, these Articles of Amendment were
executed this 20th day of October, 1982.

Charles D. Galatt
Charles D. Galatt, President

Dante M. Fiorini
Dante M. Fiorini, Secretary

STATE OF FLORIDA)
COUNTY OF DADE) ss:

I, Dante M. Fiorini, Secretary of The Surf Club, hereby
acknowledge that I and Charles D. Galatt, President of The
Surf Club, did execute the foregoing Articles of Amendment
and that the statements made therein are true and correct.

Dante M. Fiorini
Dante M. Fiorini, Secretary

The foregoing acknowledgment was made before me this
20th day of October, 1982.

Camela J. Fontaine
Notary Public, State of Florida
at Large

(SEAL) NOTARY PUBLIC STATE OF FLORIDA
ICORDED thru GENERAL INSURANCE UND
MY COMMISSION EXPIRES JULY 23 1986 My commission expires:

Approved by the Department of State of Florida this
3rd day of November, 1982.

[Signature]
Department of State
(SEAL)

FILED

RESTATED CHARTER

1983 MAY 11 AM 10 29

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE SURF CLUB

The undersigned, Charles D. Gelatt and Dante M. Florini, being the President and Secretary, respectively, of The Surf Club, a not for profit corporation organized under the laws of the State of Florida, hereby certify to the following:

1. The name of the corporation is The Surf Club.
2. The original charter of The Surf Club was filed with the Department of State on March 26, 1974.
3. The Board of Directors of The Surf Club, at a meeting on November 7, 1982, have deemed it advisable that the Charter of The Surf Club be amended, be integrated into one document, and have duly adopted a restated charter of The Surf Club (the "Restated Charter").
4. The Restated Charter only restates and integrates and does not further amend the provisions of the Charter of The Surf Club as heretofore amended.
5. There is no discrepancy between the Charter of The Surf Club as heretofore amended, and the provisions of the Restated Charter.
6. The Restated Charter of The Surf Club provides in its entirety as follows:

RESTATED
CHARTER
THE SURF CLUB

WE, the undersigned, desiring to form a social club not for profit, under the laws of the State of Florida, hereby make, subscribe, and present for approval to the Honorable Judges of the Circuit Court of the Eleventh Judicial Circuit of Florida, in and for Dade County, the following proposed charter:

ARTICLE I

The name of this corporation shall be THE SURF CLUB. It is to be located in the County of Dade and State of Florida.

ARTICLE II

The general nature of the object of this corporation shall be the establishment and maintenance of a social club not for profit, for the benefit, amusement, recreation, and entertainment of its members.

ARTICLE III

Any person of good moral character shall be eligible for membership in this corporation; the manner and terms of his or her admission to membership shall be provided in the By-Laws of the organization.

ARTICLE IV

This Corporation shall have perpetual existence.

ARTICLE V

The names and residences of the subscribers are as follows:

| | |
|--------------|----------------|
| H. D. Boone, | Miami, Florida |
| L. R. King, | Miami, Florida |
| C. J. Gore, | Miami, Florida |
| E. H. Meyer, | Miami, Florida |
| M. H. King, | Miami, Florida |

ARTICLE VI

The affairs of this corporation shall be managed by a Board of Governors of not less than five (5) nor more than twenty-five

(45) members, by a President, one or more Vice Presidents, a Secretary and a Treasurer. The office of Secretary and Treasurer may be held by the same person. A Board of Governors shall be elected at the first annual meeting of the Club which shall be held on the second Saturday in March, 1936, at ten o'clock in the forenoon. Thereafter, the annual meeting of the Club shall be held on the second Saturday in March of each year, if not a legal holiday under the laws of the State of Florida; and if a legal holiday then on the next succeeding business day at ten o'clock in the forenoon. The terms of office of the members of the Board of Governors shall be as provided in the By-Laws of the Club. The President and one or more Vice Presidents shall be elected by the Board of Governors and from their number at the annual meeting of the Board of Governors which shall be held each year immediately following the annual meeting of the Club. The Secretary and Treasurer shall be elected also at this meeting and need not be a member of the Board of Governors.

ARTICLE VII

The names of the officers who are to manage all the affairs of this corporation until the first election under Article VI hereof are as follows:

BOARD OF GOVERNORS:

H. D. BOONE
L. R. KING
C. J. CORE
H. H. MEYER
M. H. KING

PRESIDENT:

L. R. KING

VICE PRESIDENT:

H. D. BOONE

SECRETARY AND TREASURER:

C. J. CORE

ARTICLE VIII

The Board of Governors shall have the power to make By-Laws of this corporation; provided, however, that all By-Laws shall be subject to amendment, alterations, or rescission by the members entitled to vote at any annual or at any special meeting called for that purpose.

ARTICLE IX

The highest amount of indebtedness or liability to which this Corporation may at any time subject itself shall be FIVE MILLION DOLLARS (\$5,000,000).

H. D. BOONE

L. R. KING

C. J. GORE

H. H. MEYER

M. H. KING

STATE OF FLORIDA
COUNTY OF DADE

L. R. KING, having been first duly sworn, on his oath says that he is one of the subscribers to the foregoing charter of THE SURF CLUB and that it is intended in good faith by said subscribers to carry out the purposes and objects set forth therein.

L. R. KING

Sworn to and subscribed before me,
this 1st day of February, A.D. 1930.

Clara Janet Cain
Notary Public State of Florida at Large
My commission expires Nov. 26, 1933

(NOTARIAL SEAL)

STATE OF FLORIDA
COUNTY OF DADE

Before me, the undersigned authority, this day personally appeared L. R. KING, one of the subscribers of the foregoing charter of THE SURF CLUB, and acknowledged before me that he executed the same for the uses and purposes therein expressed.
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami in the County and State aforesaid, this 1st day of February, A.D. 1930.

CLARA JANET CAIN
Notary Public, State of Florida
at Large
My commission expires: 11-26-33

(NOTARIAL SEAL)

IN THE MATTER OF THE APPLICATION
FOR CHARTER FOR THE SURF CLUB

The proposed Charter of THE SURF CLUB having been presented to me for approval in conformity with Section 1, Chapter 4231, Acts of the Legislature of the State of Florida, 1893, and all Acts amendatory thereto, and it appearing that said proposed Charter is in proper form and for a purpose and object authorized by said Acts, it is, THEREFORE

ORDERED, that the Charter of THE SURF CLUB be, and the same hereby is, approved.

DONE AND ORDERED, in Chambers, at Miami, Dade County, Florida, this 1st day of February, A.D., 1930

JEFF N. B. BROWNE

Judge of the Circuit Court of the
Eleventh Judicial Circuit of Florida,
in and for Dade County

STATE OF FLORIDA
COUNTY OF DADE

This instrument was filed for
record the 1st day of Feb
1930 at 11:25 A.M. and duly
recorded in Book 35 of Corp
on Page 21 File No. F 2848
E. B. LEATHERMAN
Clerk Circuit Court
By H. GARDNER D.C.

FILED FOR RECORD
FEB 1 1930 11:25 A.M.
E. B. LEATHERMAN
CLK. CT. DADE CO. FLA

ENDORSEMENTS:

F 2848
IN THE CIRCUIT COURT OF THE ELEVENTH
JUDICIAL CIRCUIT OF FLORIDA) IN AND
FOR DADE COUNTY,

IN THE MATTER OF THE APPLICATION
FOR CHARTER OF THE SURF CLUB

APPLICATION AND CHARTER

STATE OF FLORIDA
COUNTY OF DADE

This instrument was filed for record
the 1st day of Feb 1930 at M and
duly recorded in book 35 of Corp
on page 21 RECORD VERIFIED
E. B. LEATHERMAN
Clerk Circuit Court
By H. Gardner
Deputy Clerk
(CIRCUIT COURT SEAL)

IN WITNESS WHEREOF, this Restated Charter was executed this
22 day of December, 1982.

Charles D. Gelatt
Charles D. Gelatt, President

Dante M. Fiorini
Dante M. Fiorini, Secretary

STATE OF FLORIDA

COUNTY OF DADE

I, Dante M. Fiorini, Secretary of The Surf Club, hereby
acknowledge that I and Charles D. Gelatt, President of The Surf
Club, did execute the foregoing Restated Charter and that the
statements made therein are true and correct.

Dante M. Fiorini
Dante M. Fiorini, Secretary

The foregoing acknowledgment was made before me this 22nd
day of December, 1982.

Florida J. Jordan
Notary Public, State of Florida
at Large

(SEAL)

NOTARY PUBLIC STATE OF FLORIDA
BONDED THRU GENERAL INSURANCE LTD.
MY COMMISSION EXPIRES MAY 23 1985

Commission Expires:

Approved by the Department of State of Florida this 14th
day of January, 1983.

George F. [Signature]
DEPARTMENT OF STATE

(SEAL)