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Amend

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*For
6/23/03*



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 140550 87004A

AUTHORIZATION

Patricia Piquito

COST LIMIT : \$ 35.00

ORDER DATE : June 20, 2003

ORDER TIME : 1:15 PM

ORDER NO. : 140550-005

CUSTOMER NO: 87004A

CUSTOMER: P.a. Trimp, Legal Asst
Swalm & Bourgeau, P.a.
Suite 308
2375 Tamiami Trail North
Naples, FL 34103

DOMESTIC AMENDMENT FILING

NAME: VENETIAN COVE CLUB, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER'S INITIALS: _____

AMENDMENTS TO THE ARTICLES OF INCORPORATION
OF
VENETIAN COVE CLUB, INC.

FILED
03 JUN 20 PM 4: 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.0201(4), Florida Statutes, the Articles of Incorporation of Venetian Cove Club, Inc., a Florida corporation not for profit, shall be amended as shown below.

Note: New language is underlined; language being deleted is shown in ~~struck through~~ type.

ARTICLE I

NAME: The name of the corporation, herein called the "Association," is Venetian Cove Club, Inc., and its address is 3500 Gulf Shore Blvd. N., Naples, FL ~~33940~~ 34103.

(Purpose: To correct the zip code).

ARTICLE VI

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association shall be administered by a Board of Directors consisting of ~~the number of Directors determined by the By-laws but in no case shall the number be less than seven (7) Directors~~ not less than five (5) nor more than seven (7) Directors, and in the absence of such determination shall consist of seven (7) Directors. Directors need not be members of the Association. The Board of Directors shall not restrict the number of Board members to be less than seven (7) provided there are not less than seven (7) candidates willing to serve.

(Purpose: To allow greater flexibility as to the number of Directors).

- II. The foregoing amendment was adopted on the 12th day of April, 2003, at a duly called meeting of the members, by vote of a majority of the voting interests of Venetian Cove Club, Inc., which vote is sufficient for approval, and after the adoption of a Resolution proposing said amendments by the Board of Directors.

IN WITNESS WHEREOF, the undersigned officer of the corporation has executed these Articles of Amendment this 12th day of April, 2003.

VENETIAN COVE CLUB, INC.

A Florida not-for-profit corporation

By: William F. Rehring
Name: William F. Rehring
Title: President

Attest:
(1) Jennifer VanBorden
Witness

Print name: Jennifer VanBorden

(2) Edmund Siehler, Jr.
Witness

Print name: Edmund Siehler, Jr.