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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/27/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: COVE CAY COUNTRY CLUB, INC.

DOCUMENT NUMBER: 740448

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

Please return all correspondence concerning this matter to the following:

NORMAN A. LERGE
(Name of Contact Person)

COVE CAY COUNTRY CLUB, INC.
(Firm/ Company)

2612 COVE CAY DRIVE
(Address)

CLEARWATER, FL 33760
(City/ State and Zip Code)

John Keigher @ COVE CAY GOLF. Com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JOHN KEIGHER at (727) 536-1949 EXT. 25
(Name of Contact Person) (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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

February 15, 2011

Re: Cove Cay Country Club, Inc.
Document No 740448

Dear Sir or Madam:

Enclosed for filing please find Amended Articles of Incorporation of Cove Cay Country Club, Inc. as adopted at the Member's Annual Meeting on January 24, 2011.

We enclose our check of \$43.75 to cover the cost of filing and a certified copy. Please send us the certified copy in the self addressed envelope provided.

Sincerely,

Norman A. Legge, President
Cove Cay Country Club, Inc.

AMENDED
ARTICLES OF INCORPORATION
OF
COVE CAY COUNTRY CLUB, INC.

FILED

2011 FEB 23 AM 8:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned, being the President and Secretary of COVE CAY COUNTRY CLUB, INC., a Florida not for profit corporation, hereby certify that the following Amendments to the Articles of Incorporation were duly adopted by the Board of Directors and by the Members of the Corporation at meetings duly held by them on the 24th day of January, 2011.

The Articles of Incorporation of COVE CAY COUNTRY CLUB, INC., are hereby deleted as they now read and are amended to read as follows:

Article 1. Name. The name of the Corporation is: COVE CAY COUNTRY CLUB, INC.

Article 2. Not For Profit. The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes (1983). The Corporation shall not have or issue shares of stock. The Corporation is not organized for profit, and no part of the net earnings the Corporation shall inure to the benefit of any Member, Director, Officer or individual; provided however, that in the event of any sale, liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the Equity Memberships shall be entitled to the distribution of the remaining property and rights, and proceeds of the property and rights, of the Corporation, and the balance of all money or other property received by the Corporation from any source after the payment of all debts and obligations of the Corporation shall be used for the benefit of or distributed exclusively to the Equity Memberships of the Corporation, as they exist at the time of said use or distribution.

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purposes. The Corporation is organized for, and shall be operated substantially for, the following nonprofitable purposes:

- A. To own and operate the golf course and related facilities located at the Cove Cay Condominium developments in Pinellas County, Florida; and to provide recreational facilities and programs at the Cove Cay Condominium developments in Pinellas County, Florida.
- B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expand, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Members. The Corporation shall be authorized to issue three hundred fifty (350) Equity Memberships. The Corporation shall have Equity Members who shall have such qualifications and who shall be admitted in such a manner as is provided for in the Bylaws, which shall include a requirement for approval by the Board of Directors. Equity Memberships shall have all of the voting rights and privileges of the Members of the Corporation and shall be the only classification of Members entitled to vote. The Bylaws may provide for one or more classes of nonvoting Members, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The number of Members of all types entitled to regular golfing privileges may not exceed three hundred fifty (350), and the Bylaws may provide for the types of Memberships that are included in this computation.

Article 6. Registered Office and Agent. The street address of the Registered Office of the Corporation is 2612 Cove Cay Drive, Clearwater, Florida, 33760, and the name of its Registered Agent is John Keigher.

Article 7. Board of Directors. The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the present Board of Directors is nine (9). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than nine (9). The Directors shall be elected as set forth in the Bylaws. The Bylaws may provide for ex-officio and honorary Directors and their rights and privileges. The name and address of each present Director of the Corporation is as follows:

Name	Address
Norman Legge	2618 Cove Cay Drive, #607, Clearwater, Florida
Martin Kings	2618 Cove Cay Drive, #1004, Clearwater, Florida
Donald Campana	3400 Cove Cay Drive, #3I, Clearwater, Florida
Pamela Holmes	2620 Cove Cay Drive, #301, Clearwater, Florida
Glenn Cook	13106 Center Avenue, Largo, Florida
Robert DiMasi	3400 Cove Cay Drive, #7H, Clearwater, Florida
Rebekah Covell	2620 Cove Cay Drive, #307, Clearwater, Florida
Lavern Chittum	3400 Cove Cay Drive, #6D, Clearwater, Florida
Mark Scrock	3300 Cove Cay Drive, #4B, Clearwater, Florida

Article 8. Officers. The officers of the Corporation shall consist of a President, one or more Vice Presidents, Secretary, Treasurer and such other Officers and assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each present Officer of the Corporation is as follows:

Title	Name	Address
President	Norman Legge	2618 Cove Cay Drive, #607, Clearwater, Florida
Vice President	Martin Kings	2618 Cove Cay Drive, #1004, Clearwater, Florida
Vice President	Donald Campana	3400 Cove Cay Drive, #31, Clearwater, Florida
Secretary	Pamela Holmes	2620 Cove Cay Drive, #301, Clearwater, Florida
Treasurer	Glenn Cook	13106 Center Avenue, Largo, Florida

Article 9. Bylaws. The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and shall be approved by the Equity Members as provided in the Bylaws.

Article 10. Dues and Assessments. The Bylaws may provide for the payment of dues and assessments by Members.

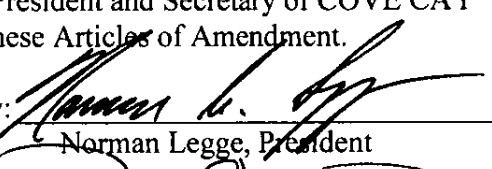
Article 11. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent by the Florida General Corporation Act and the Florida Not For Profit Corporation Act, as amended from time to time.

Article 12. Amendment. The Corporation reserves the right to amend or repeal any provisions in the Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to the reservation. Any amendment of the Articles must be approved by at least two-thirds (2/3) of the Equity Members present in person or by absentee ballot at a meeting at which notice of the amendment has been given in accordance with the Bylaws.


Article 13. Sale of Real Estate. The sale of any real estate belonging to the Corporation and/or the sale of substantially all of the assets belonging to the Corporation must be approved by at least 66 2/3% of all Equity Members entitled to vote. Such approval shall be evidenced by written and signed ballots at a meeting of the Equity Members called for that purpose. Notwithstanding anything to the contrary in the corporate Bylaws, a quorum at such meeting shall consist of 66 2/3% of the Equity Members of the Club being present in person or by absentee ballot. Any amendment to this Article 13 shall require an affirmative vote of 66 2/3% of all the Equity Members of the Club entitled to vote.

IN WITNESS WHEREOF, the President and Secretary of COVE CAY COUNTRY CLUB, INC. have signed these Articles of Amendment.

By:


Norman Legge, President

By:


Pamela Holmes, Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared Norman Legge, to me well known and known to me to be the person described in and who executed the foregoing AMENDED ARTICLES OF INCORPORATION as President of COVE CAY COUNTRY CLUB, INC., and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 15th day of February, 2011, in the aforesaid County and State.



Rebekah C. Covell
NOTARY PUBLIC
My commission expires: Sept. 27, 2013

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared Pamela Holmes, to me well known and known to me to be the person described in and who executed the foregoing AMENDED ARTICLES OF INCORPORATION as President of COVE CAY COUNTRY CLUB, INC., and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 15th day of February, 2011, in the aforesaid County and State.



Rebekah C. Covell
NOTARY PUBLIC
My commission expires: 9-27-2013

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement above, 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.

John Keigher
John Keigher

Date 2/15/11

The date of each amendment(s) adoption: 24 JANUARY, 2011
(date of adoption is required)

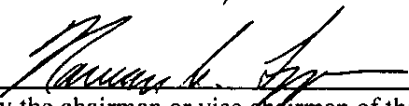
Effective date if applicable: N/A
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 15 FEBRUARY, 2011

Signature 
(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)

NORMAN A. LEEGE
(Typed or printed name of person signing)

PRESIDENT, COVE CAY COUNTRY CLUB, INC.
(Title of person signing)