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Delaire
Country Club

4645 White Cedar Lane
Delray Beach, Florida 33445

(City/State/Zip/Phone #)

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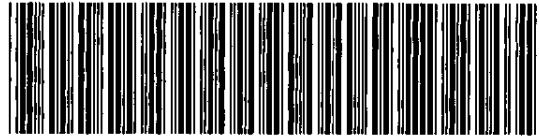
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TALLAHASSEE, FLORIDA

Amended
Restated
Articles
[Signature]

FOURTH AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

DELAIRE COUNTRY CLUB, INC.

(A Corporation Not for Profit)

FILED

07 OCT 24 PM 9:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certifies that the following Amended and Restated Articles of Incorporation of Delaire Country Club, Inc., are a restatement of all amendments to the Articles of Incorporation of Delaire Country Club, Inc., including amendments adopted by an affirmative vote of a majority of the members of the corporation eligible to vote, being sufficient for approval, at special meetings of the members held on December 19, 2004 and on October 12, 2007.

ARTICLE 1

NAME

The name of the Corporation shall be "DELAIRE COUNTRY CLUB, INC." Its principal office and its mailing address shall be at 4646 White Cedar Lane, Delray Beach, Florida 33445, or at such other places as may be designated, from time to time, by the Board of Governors.

ARTICLE 11

DURATION

The period of duration of the Corporation is perpetual.

ARTICLE VI
MEMBERSHIPS

The Club shall have a maximum of three hundred seventy-five (375) Equity members, each of whom shall be required to own a Membership Bond. Memberships will be made available to owners of homes or lots in the DeFaire Country Club and to the general public who are approved for membership in accordance with the terms of the By-Laws. In addition, the Board may from time to time establish non-equity non-voting non-resident memberships on such terms and conditions as the Board deems advisable.

All new members accepted as members under the "Special Admissions Policy" dated December 19, 2004 shall not have voting power relating to Club activities including but not limited to renovations, golf course or golf program until such time as they are required to pay full dues and assessments in accordance with the terms of the By-Laws.

ARTICLE VII
DUES, ASSESSMENTS AND CHARGES

Members shall pay dues, assessments and charges in accordance with the terms ~~of the~~ By-Laws.

ARTICLE VIII
DISSOLUTION

In the event of dissolution or final liquidation of the Club, all of the property and assets of the Club, after payment of its debts, shall be distributed, as permitted by a court having jurisdiction, among its members only, in proportion to the par value of their club membership bonds.

ARTICLE XI
VOTING RIGHTS

The voting power of the members shall be vested in the members in good standing who shall each have equal voting rights with one (1) vote per membership. Associate Members shall not be entitled to hold office in the Club. Associate Members may vote, but not on issues relating to the golf course or golf program.

All new members accepted as members under the "Special Admissions Policy" dated December 19, 2004 shall not have voting power relating to Club activities including but not limited to renovations, golf course or golf program until such time as they are required to pay full dues and assessments in accordance with the terms of the By-Laws.

ARTICLE XII
CLUB MEMBERSHIP BOND

The price of the club membership bond shall be fixed, from time to time, by the Board of Governors in accordance with the terms of the By-Laws.

ARTICLE XV

TRANSFER OF MEMBERSHIP

Club Membership Bonds may be transferred only through repurchase by the Club in accordance with the procedure set forth in the By-Laws.

ARTICLE XVI

OFFICERS

1. The affairs of the Club shall be managed by a President, a First Vice President, a Second Vice President, a Treasurer, a Secretary, and such other officers as may be designated by the Board of Governors.

2. The officers of the Club shall be elected in accordance with the prevailing By-Laws, and their terms of office shall be in accordance with the prevailing By-Laws.

ARTICLE XVII

INDEMNIFICATION

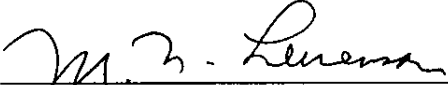
The Club shall indemnify and hold harmless each person who shall serve at any time hereafter as Governor or Officer from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being, a Governor or Officer of the Club, or by reason of any action alleged to have been taken or omitted by him as such Governor or Officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his gross negligence or willful misconduct.

ARTICLE XVIII

REGISTERED OFFICE AND AGENT

The registered office for the Club and the registered agent for the Club at that address are the following: Malcom N. Levenson, 4646 White Cedar Lane, Delray Beach, Florida, 33445.

In witness whereof, we have hereunder set our hands and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 19 day of October, 2007.


Malcom N. Levenson, President