

742131

(Requestor's Name)

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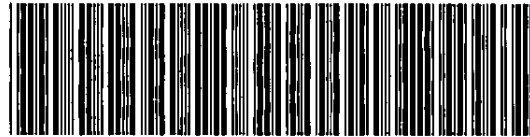
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14 MAY 20 PM 3:04
TALLAHASSEE, FLORIDA

JUN 03 2014
C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Del-Aire Country Club

DOCUMENT NUMBER: 742131

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

Please return all correspondence concerning this matter to the following:

Liz Shaw

Name of Contact Person

Delaire Country Club

Firm/ Company

4645 White Cedar Lane

Address

Delray Beach, FL 33445

City/ State and Zip Code

admin@delaire.org

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

For further information concerning this matter, please call:

Liz Shaw

Name of Contact Person

at (561) 499-9090

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

Articles of Amendment
to
Articles of Incorporation
of

FILED

14 MAY 20 PM 3:04

Del-Aire Country Club

(Name of Corporation as currently filed with the Florida Dept. of State)

742131

TALLAHASSEE, FLORIDA

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

Article X

(See attached)

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

FIFTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DELAIRE COUNTRY CLUB, INC.
(A Corporation Not for Profit)

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, October 12, 2007 and December 2, 2012.

ARTICLE I

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 II

DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III

PURPOSE AND POWERS

The sole purpose of the Corporation (hereinafter "Club") is to own and operate a private country club exclusively for the pleasure and recreation of its members. To carry out this purpose, the Club shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to corporations not-for-profit, as those laws now exist or as they may hereafter provide.

ARTICLE IV

PROHIBITION AGAINST DISTRIBUTION OF INCOME

The Club is one which does not permit pecuniary gain or profit. No part of any net earnings of the Club shall inure to the benefit of any member, governor or officer, and as such, they will have no interest in or title to any of the property or assets of the Club.

ARTICLE V

CAPITAL STOCK

The Club shall have no capital stock and shall be composed of members rather than shareholders.

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 Delaire 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 IX
LIABILITY FOR DEBTS

Neither the members nor the officers or governors of the Club shall be liable for the debts of the Club.

ARTICLE X
AMENDMENT OF BY-LAWS

The By-Laws may be altered, amended, or repealed, or new By-Laws adopted, by an affirmative vote of a majority of all of the members of the Club entitled to vote. The vote of the members shall be cast in person or by written proxy-ballot at any annual or special meeting of the members. At least thirty (30) days in advance of such meeting, the Club will mail to each member copies of any proposed changes together with a proxy-ballot for the member's execution in affirming or rejecting the proposed changes.

An amendment may be proposed by the affirmative vote of a majority of the members of the Board of Governors, or by petition signed by not less than thirty (30) members of the Club in good standing who hold a Club membership bond and are entitled to one (1) vote per home ("Petition"). The Petition shall provide the printed name and address of each Club member signing it. An amendment proposed by Petition shall be submitted in writing to the Legal & Bylaws Committee, which shall review the Petition and forward same with comments to the Board of Governors. A Petition shall be limited in scope to a single purpose or subject and shall identify in narrative form the purpose of a proposal for amendment. The Petition shall be submitted to the Legal & Bylaws Committee at least sixty (60) days prior to the annual or special meeting at which a proposed amendment is to be considered. Thereafter, upon confirming that the Petition meets the foregoing criteria, the Board of Governors shall cause the text of the proposed amendment to be written and shall submit the proposed amendment to the members at an annual meeting or special meeting. The notices of the said meeting shall contain a statement that the Board of Governors either approves or disapproves of the proposed amendment.

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 XIII

BOARD OF GOVERNORS

1. This Club shall have not less than nine (9) and not more than fifteen (15) members of the Board of Governors, the number of Governors to be determined as provided in the By-Laws; provided, however, that except for the transition provisions found in Article IV, Section 1, paragraph A of the By-Laws, there shall always be an odd number of Governors.

2. The members shall elect the members of the Board of Governors in accordance with the By-Laws at the regularly scheduled annual members' meeting.

ARTICLE XIV

AMENDMENT OF ARTICLES AND APPROVAL OF OTHER MAJOR ACTIONS

1. An affirmative vote of two-thirds (2/3) of the members of the Board of Governors and the affirmative vote of two-thirds (2/3) of the members entitled to vote, voting in person or by written proxy, at any annual or special meeting of the members of the Club will be required to authorize or approve any of the following actions:

- (a) Merger or consolidation of the Club with another entity;
- (b) Sale, lease, exchange, transfer or other disposition of all or substantially all of the Club's assets;
- (c) Voluntary dissolution of the Club; and
- (d) Adoption of a plan of distribution of remaining assets upon dissolution of the Club.

2. These Articles of Incorporation may be amended in accordance with the procedure for amendment of By-Laws as set forth in Article X hereof.

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: Gary Rose, 4437 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 5th day of December, 2012.

A handwritten signature in cursive script, appearing to read "Murray Gross", is written over a horizontal line.

Murray Gross, President

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

That Delaire Country Club, Inc., desiring to organize under the laws of the State of
Florida as a corporation not for profit, with its Registered Office as indicated in the Articles of
Incorporation at 4646 White Cedar Lane, Delray Beach, Florida 33445, has named Gary Rose,
its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the
place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.



Gary Rose, Registered Agent

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14 MAY 20 PM 3:04
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