

742131

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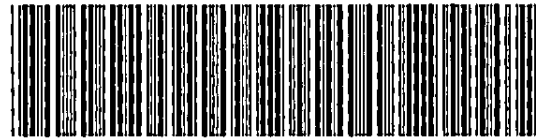
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TALLAHASSEE, FL

A. BUTLER
JUN 15 2022

SACHS SAX CAPLAN

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STEVEN G. RAPPAPORT, ESQ.
ALSO ADMITTED IN THE DISTRICT OF COLUMBIA
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April 1, 2022

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

NAME OF CORPORATION: Delaire Country Club, Inc.

DOCUMENT NUMBER: 742131

Enclosed you will find Articles of Amendment to the Sixth Amended and Restated Articles of Incorporation of Delaire Country Club, Inc.

Please return all correspondence concerning this matter to the following:

Steven G. Rappaport, Esquire
Sachs Sax Caplan, PL
6111 Broken Sound Parkway NW, Suite 200
Boca Raton, FL 33487
Attention: Clara Garcia

Also enclosed is a check in the amount of \$35.00 made payable to the Florida Department of State for filing of the Articles of Amendment.

For further information concerning this matter, please call Clara Garcia at (561) 237-6839.

THANK YOU.

SACHS SAX CAPLAN, PL

Clara Garcia for Steven G. Rappaport, Esq.

ARTICLES OF AMENDMENT TO THE SIXTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DELAIRE COUNTRY CLUB, INC.

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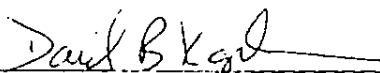
Pursuant to the provision of Chapter 617 and 720 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The Amendment adopted is attached as Exhibit "A".

SECOND: On March 13, 2022, the above Amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

DATED: March 25, 2022.

DELAIRE COUNTRY CLUB, INC.

By: 
Dave Kaplan, President

By: 
Andy Lynette, Secretary

SIXTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DELAIRE COUNTRY CLUB, INC.
(A NOT-FOR-PROFIT FLORIDA CORPORATION)

The undersigned hereby certifies that these Sixth Amended and Restated Articles of Incorporation of Delaire Country Club, Inc. (the "Corporation"), are a restatement of all amendments to the Corporation's Articles of Incorporation, including amendments adopted by an affirmative vote of a majority of the Equity Memberships of the Corporation eligible to vote, being sufficient for approval, at special meetings of the members held on December 19, 2004, October 12, 2007, December 2, 2012 and the annual meeting of the members held on March 13, 2022.

ARTICLE I
NAME

The name of the Corporation shall be "DELAIRE COUNTRY CLUB, INC." Its principal office and its mailing address shall be at 4645 White Cedar Lane, Delray Beach, Florida 33445, or at such other place as may be designated, from time to time, by the Board of Governors ("Governors").

ARTICLE II
DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III
PURPOSE AND POWERS

The nature and purpose of the Corporation is to own and operate a private country club for the pleasure, recreation and benefit of its members. To carry out this purpose, the Corporation 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 not-for-profit corporations, as those laws now exist or as they may hereafter provide.

ARTICLE IV
PROHIBITION AGAINST DISTRIBUTION OF SURPLUS FUNDS

The Corporation shall not be operated to obtain any financial gain or profit. No surplus funds of the Corporation shall inure to the benefit of any member, Governor or Officer (as later defined herein), and as such, they will have no interest in or title to any of the property or assets of the Corporation.

ARTICLE V
CAPITAL STOCK

The Corporation shall have no capital stock or stockholders. The Corporation shall have Equity Memberships rather than stockholders.

ARTICLE VI
MEMBERSHIPS

The Corporation will offer a maximum of three hundred and seventy-five (375) Equity Memberships. Equity Memberships shall require the purchase of a Membership Bond. Equity Memberships will be made available to owners of properties in the Delaire Country Club community and to the general public who are approved for membership in accordance with the terms of the By-Laws of the Corporation (the "By-Laws"). In addition, the Board of Governors may, from time to time, establish non-voting, Non-Resident Non-Equity Memberships on such terms and conditions as the Board of Governors deems advisable.

ARTICLE VII
DUES, ASSESSMENTS AND OTHER CHARGES

Memberships shall pay dues, assessments, and other Corporation charges in accordance with these Articles and 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

No Governor, Officer, or member of the Corporation shall be liable for the debts or liabilities of the Corporation.

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 Equity Memberships eligible to vote. Votes shall be cast in person or by ballot and a proxy in the manner specified in the By-Laws for any annual or special meetings of the members at which the results of the vote are announced. At least thirty (30) days in advance of such meeting, the Corporation will cause to be sent to each eligible voting Membership copies of any proposed amendments together with a ballot and a proxy for execution in affirming or rejecting the proposed amendments.

An amendment may be proposed by the affirmative vote of a majority of the Governors, or by petition signed by not less than thirty (30) Equity Members eligible to vote. Equity Memberships are entitled to one member signature per Equity Membership on any petition. The petition shall provide the printed name and address of each eligible voting member signing it. An amendment proposed by petition shall be submitted in writing to the Legal and By-Laws Committee, which shall review the petition and forward the petition 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 and By-Laws Committee at least sixty (60) days prior to the annual or special meeting at which the results of a proposed amendment are announced. 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 Equity Memberships for a vote in accordance with the By-Laws. The notices 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 Equity Members shall be vested in the Equity Memberships in good standing who shall each have one (1) vote per Equity Membership, except that Associate Equity Memberships may not vote on assessments (or portions thereof) or issues pertaining to the golf course or golf program.

ARTICLE XII MEMBERSHIP BOND

The Board of Governors shall set the price and terms for acquiring a Membership Bond, from time to time, in accordance with the terms of the By-Laws.

ARTICLE XIII BOARD OF GOVERNORS

1. The Board of Governors shall consist of Equity Members with full rights and privileges who are in good standing. The number of Governors shall be determined as provided in the By-Laws. With the exception of periods during which vacancies exist, there shall always be an odd number of Governors.
2. The Equity Memberships eligible to vote shall elect Governors in accordance with the By-Laws at the regularly scheduled annual meeting of the members.

ARTICLE XIV
AMENDMENT OF ARTICLES OF INCORPORATION AND APPROVAL OF OTHER
MAJOR ACTIONS

1. An affirmative vote of at least two-thirds (2/3) of the Governors and the affirmative vote of at least two-thirds (2/3) of the Equity Memberships eligible to vote will be required to authorize or approve any of the following actions:
 - a. Merger or consolidation of the Corporation with another entity.
 - b. Sale, lease, exchange, transfer or other disposition of all or substantially all of the Corporation's assets.
 - c. Voluntary dissolution of the Corporation; and
 - d. Adoption of a plan of distribution of remaining assets upon dissolution of the Corporation.

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

ARTICLE XV
TRANSFER OF MEMBERSHIPS

No member shall sell or otherwise assign their Membership Certificate or Membership Bond, except to the Corporation in accordance with the procedure set forth in the By-Laws.

ARTICLE XVI
OFFICERS

1. The affairs of the Corporation shall be managed by the following Officers: a President, a First Vice President, a Second Vice President, a Treasurer, a Secretary and such other Officers as may be elected by the Board of Governors.

2. The Officers of the Corporation shall be elected in accordance with the terms set forth in the By-Laws, and their terms of office shall be in accordance with the terms set forth in the By-Laws.

ARTICLE XVII
INDEMNIFICATION

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

ARTICLE XVIII
REGISTERED OFFICE AND AGENT

The registered office for the Corporation is 4645 White Cedar Lane, Delray Beach, Florida 33445, and the current registered agent for the Corporation at that address is Linda Rodgers. Such registered office and agent may be changed from time to time by the Board of Governors. 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 13th day of March 2022.



Andrew Lynette, President