

758621

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

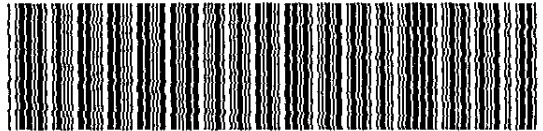
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800063140198

01/09/06--01030--007 **43.75

FILED
06 JAN 31 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend Restated
LPCB
2/1*

KELLEY & WARREN, P.A.

ATTORNEYS AT LAW

GLENN D. KELLEY*
RICHARD B. WARREN*
JAMES A. BURNHAM*

*BOARD CERTIFIED IN BUSINESS LITIGATION
*OF COUNSEL

1555 PALM BEACH LAKES BOULEVARD
SUITE 1006
WEST PALM BEACH, FLORIDA 33401-2328
(561) 681-9494 TELEPHONE
(561) 681-9436 FACSIMILE

E-MAIL gkelley@kelleyandwarren.com
E-MAIL rwarren@kelleyandwarren.com
E-MAIL jim@kelleyandwarren.com
www.kelleyandwarren.com

January 26, 2006

Department of State
Attention: Karen Gibson
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **THE GOLF AND RACQUET CLUB AT EASTPOINTE, INC.**

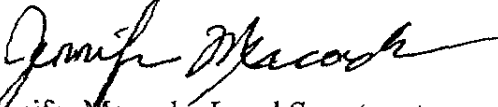
Dear Ms. Gibson:

Per our conversation with your office, enclosed please find an original and one copy of the correct amended and restated articles of incorporation for the above named company. Please apply the check you currently have for \$43.75 to this matter. I am enclosing an additional self-addressed stamped envelope for return of our copy.

If you have any questions, please do not hesitate to contact us. Thank you.

Sincerely,

KELLEY & WARREN, P.A.


Jennifer Mercado, Legal Secretary to
Richard B. Warren, Esq.

Enclosure(s)

KELLEY & WARREN, P.A.

ATTORNEYS AT LAW

GLENN D. KELLEY*
RICHARD B. WARREN*
JAMES A. BURNHAM†

*BOARD CERTIFIED IN BUSINESS LITIGATION
†OF COUNSEL

1555 PALM BEACH LAKES BOULEVARD
SUITE 1006
WEST PALM BEACH, FLORIDA 33401-2328
(561) 681-9494 TELEPHONE
(561) 681-9436 FACSIMILE

E-MAIL gkelley@kelleyandwarren.com
E-MAIL rbwarren@kelleyandwarren.com
E-MAIL jim@kelleyandwarren.com
www.kelleyandwarren.com

January 5, 2006

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **THE EASTPOINTE GOLF AND RACQUET COUNTRY CLUB, INC.**

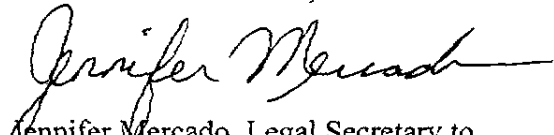
Dear Sir or Madam:

Enclosed please find an original and one copy of the amended and restated articles of incorporation and a check in the amount of \$43.75 for the filing fee and certified copy for the above named company. I have also enclosed a self addressed stamped envelope for return of our copy.

If you have any questions, please do not hesitate to contact us. Thank you.

Sincerely,

KELLEY & WARREN, P.A.


Jennifer Mercado, Legal Secretary to
Richard B. Warren, Esq.

Enclosure(s)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 13, 2006

JENNIFER MERCADO FOR RICHARD B. WARREN, ESQ.
KELLEY & WARREB, P.A.
1555 PALM BEACH LAKES BLVD., SUITE 1006
WEST PALM BEACH, FL 33401-2328

SUBJECT: EASTPOINTE GOLF & RACQUET CLUB, INC.
Ref. Number: N40404

We have received your document for EASTPOINTE GOLF & RACQUET CLUB, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 1993 annual report. The entity must be reinstated before this document can be filed.

Please complete the enclosed form and return it to us with a check for \$1032.50 in order to complete your reinstatement.

The total amount due to reinstate is \$1032.50.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist

Letter Number: 906A00002855

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE GOLF AND RACQUET CLUB AT EASTPOINTE, INC., A CORPORATION NOT FOR PROFIT.

THIS AMENDMENT IS MADE THIS 23 DAY OF JANUARY 2006, BY THE GOLF AND RACQUET CLUB AT EASTPOINTE FOR ITSELF, ITS SUCCESSORS AND ASSIGNS.

FILED
06 JAN 31 AM 8:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WITNESSETH

Whereas, the Board of Directors (hereinafter the Board) of this Club has proposed the amended and restated Articles of Incorporation of the Club, and,

Whereas, no less than two-thirds (2/3) of both the Gold and Green Certificate holders, in good standing, have voted separately to amend the Articles of Incorporation pursuant to Article VI, Section 4e and Article XI, (e),

Now, therefore, the existing Articles of Incorporation, as previously amended, are hereby superseded in their entirety by the following Amended and Restated Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be "The Golf and Racquet Club at Eastpointe, Inc." (hereinafter the "Club"). Its principal office and mailing address shall be at its clubhouse at 13462 Crosspointe Drive, Palm Beach Gardens, Florida, 33418-6999, or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE II

DURATION

The period of duration of the Club is perpetual.

ARTICLE III

PURPOSE AND POWERS

The sole purpose of the Club is to own and operate a private golf, tennis, swimming, fitness and social club exclusively for the pleasure and recreation of its members and guests. To carry out this purpose, the Club shall be empowered to acquire, rent, lease, hold, buy, own,

convey, mortgage, encumber sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such 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.

Anything above to the contrary notwithstanding, the Board may be restricted in certain fiscal matters as may, from time to time, be set forth in the By-Laws.

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, Director, or Officer. Nothing herein shall prohibit the Club from reimbursing its Directors and Officers for all expenses reasonably incurred in performing services rendered to the Club.

ARTICLE V

MEMBERSHIP QUALIFICATIONS

The qualification of members, and the conditions and regulations of memberships, and the rights and privileges of members are as set forth in the By-Laws and these Articles of Incorporation.

ARTICLE VI

CLASSES OF MEMBERSHIP

Section 1. The Club shall have no capital stock, and shall be composed of one class of Certificate Owners. There shall be no more than five hundred (500) Certificate Owners. Anyone owning a Gold or Green Certificate shall exchange such certificate for a certificate designating such owner as a "Certificate Owner," all of whom shall be equal Equity Owners.

Notwithstanding anything above to the contrary, a Gold or Green Certificate Owner shall not be relieved of any financial obligations due to the Club at the time of exchange of the certificates.

Section 2. All Certificate Owners in good standing shall have equal voting rights and privileges. Notwithstanding the foregoing, each Certificate Owner may choose any category of membership as shall, from time to time, be created by the Board.

Section 3. The Board may create various categories of memberships, other than those for Certificate Owners; such members shall have no vote nor serve on the Board.

ARTICLE VII

MEMBERSHIP CERTIFICATES AND THEIR TRANSFER

Certificates of Ownership shall be transferred in accordance with the provisions in the By-Laws of this Club.

ARTICLE VIII

THE BOARD OF DIRECTORS

The affairs and business of the Club shall be conducted and managed by the Board of Directors, all of whom shall be elected or appointed in accordance with the provisions set forth in the By-Laws. The Board shall elect the officers of the Club in accordance with the provisions set forth in the By-Laws.

ARTICLE IX

MEETINGS

There shall be an Annual Meeting of the ~~Voting~~ ~~Members~~ at a time designated by the By-Laws to elect a Board of Directors, and to conduct any other business that should properly come before it, as set forth in the By-Laws. The Annual Meeting shall be called and held under conditions set forth in the By-Laws.

Special Meetings of the Voting Members (as defined in the By-Laws) may be called by the President, or at the request of a majority of the Board, or upon written petition of one hundred (100) or more of the Voting Members eligible to vote. Special Meetings shall be called and held under conditions as set forth in the By-Laws.

ARTICLE X

PROCEDURE TO AMEND

A two-thirds (2/3) majority of the Voting Members, who vote in person or by proxy, at an Annual or Special Meeting, at which a quorum is present shall 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.

(d) Amendment of these Articles of Incorporation.

ARTICLE XI

DISCLAIMER OF LIABILITY

Neither the members, nor the Officers, nor the members of the Board of the Club, shall be liable for the debts of the Club.

ARTICLE XII

INDEMNIFICATION

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

ARTICLE XIII

REGISTERED AGENT

The registered office for the Corporation and the Registered Agent for the Corporation at that address are:

Richard B. Warren, Esq.

KELLEY & WARREN, P.A.

1555 Palm Beach Lakes Boulevard


Suite 1006

West Palm Beach, Florida 33401

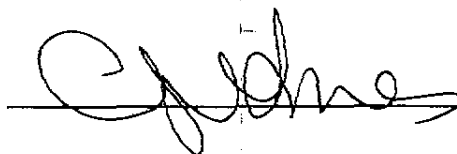
The registered agent may be changed, at any time, by action of the board.

IN WITNESS THEREOF, I HAVE HEREUNTO SET MY HAND AND SIGNATURE
THIS 23 DAY OF JANUARY 2006, AT PALM BEACH GARDENS, PALM BEACH
COUNTY, FLORIDA.

THE GOLF AND RACQUET CLUB AT EASTPOINTE, INC.

By: 
Print Name: Donald Wasserman
Title: President

ON THE 23rd DAY OF JANUARY 2006, APPEARED BEFORE ME, DONALD
WASSERMAN AS PRESIDENT OF THE GOLF AND RACQUET CLUB AT EASTPOINTE,
INC., A FLORIDA NOT-FOR PROFIT CORPORATION, ON BEHALF OF THE
CORPORATION. HE IS PERSONALLY KNOWN TO ME OR HAS PRODUCED _____
_____, AS IDENTIFICATION AND DID TAKE AN OATH.

 (Signature)

CHERYL LINES (Print Name)

NOTARY PUBLIC, STATE OF FLORIDA, AT LARGE

