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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE GOLF AND RACQUET CLUB AT EASTPOINTE, INC.

DOCUMENT NUMBER: 758621

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

Please return all correspondence concerning this matter to the following:

RICHARD B. WARREN, ESQ.

(Name of Contact Person)

WARREN & GRANT, P.A.

(Firm/ Company)

4440 PGA BLVD., SUITE 200

(Address)

PALM BEACH GARDENS, FL 33410

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

RICHARD WARREN

(Name of Contact Person)

at 561 681-9494

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
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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

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STATE OF FLORIDA
TALLAHASSEE

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 13th DAY OF JANUARY 2014, BY THE GOLF AND RACQUET CLUB AT EASTPOINTE FOR ITSELF, ITS SUCCESSORS AND ASSIGNS.

WITNESSETH

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

Whereas, on January 13, 2014 no less than two-thirds (2/3) of Certificate holders, in good standing, voted separately to amend the Articles of Incorporation pursuant to Article VI, Section 4e and Article XI, (e), which vote was sufficient for approval,

Now, therefore, the existing Articles of Incorporation, as previously amended, are hereby superseded in their entirety by the following Amended and Restated Articles of Incorporation.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

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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 all of whom shall be equal Equity Owners. Notwithstanding anything above to the contrary, a 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 in meetings of the equity membership.

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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.
WARREN & GRANT, P.A.
4440 PGA Boulevard
Suite 200
Palm Beach Gardens, Florida 33410

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

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IN WITNESS THEREOF, I HAVE HEREUNTO SET MY HAND AND SIGNATURE
THIS 21st DAY OF JANUARY 2014, AT PALM BEACH GARDENS, PALM BEACH
COUNTY, FLORIDA.

THE GOLF AND RACQUET CLUB AT EASTPOINTE, INC.

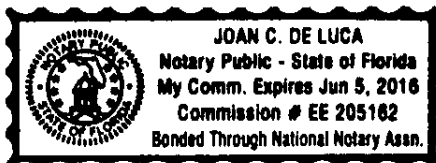
By: Mary Lou Cocci
Print Name: Mary Lou Cocci
Title: President

ON THE 21st DAY OF JANUARY 2014, APPEARED BEFORE ME, Mary Lou Cocci,
President, 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.

Joan C. De Luca (Signature)

Joan C. De Luca (Print Name)

NOTARY PUBLIC, STATE OF FLORIDA, AT LARGE



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