

765268

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : ROSSWAY SWAN TIERNEY BARRY LACEY & OLIVER, P.L.
Account Number : I20050000159
Phone : (772)231-4440
Fax Number : (772)231-4430

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: kbarry@rosswayswan.com

COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE MOORINGS CLUB, INC.

Certificate of Status	1
Certified Copy	1
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Corrected Filing 4-7-17

Amend

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APR 11 2017

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8 Apr. 7. 2017 5:36PM

Rossway Swan Tierney Barry, P.L.

17001

No. 0534 P. 2



April 7, 2017

FLORIDA DEPARTMENT OF STATE
Division of Corporations

THE MOORINGS CLUB, INC.
100 HARBOUR DRIVE
VERO BEACH, FL 32963US

SUBJECT: THE MOORINGS CLUB, INC.
REF: 765268

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please entitle your document Amended and Restated Articles of Incorporation.

Restated Articles of Incorporation should include the manner in which directors are to be elected or appointed. The restated articles may provide that the method of election of the directors is as stated in the bylaws.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6050.

Susan Tallent
Regulatory Specialist II

FAX Aud. #: H17000093340
Letter Number: 517A00006777

RECEIVED
17 APR 10 AM 7:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

Received Time Apr. 7. 2017 2:48PM No. 0528

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COVER LETTER

**TO: Amendment Section
Division of Corporations**

NAME OF CORPORATION: The Moorings Club, Inc.

DOCUMENT NUMBER: 765268

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

Please return all correspondence concerning this matter to the following:

Kevin M. Barry

(Name of Contact Person)

Rossway Swan Tierney Barry Lacey & Oliver, P.L.

(Firm/ Company)

2101 Indian River Blvd., Suite 200

(Address)

Vero Beach, FL 32960

(City/ State and Zip Code)

kbarry@rosswayswan.com

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

For further information concerning this matter, please call:

Kevin M. Barry

(Name of Contact Person)

772

(Area Code)

231-4440

(Daytime Telephone Number)

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

- | | | | |
|--|--|---|---|
| <input 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
enclosed) | <input checked="" type="checkbox"/> \$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

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Articles of Amendment
to
Articles of Incorporation
of

The Moorings Club, Inc.

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

765268

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For 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" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

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: _____

(City)

Florida

(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

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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	_____	_____	_____

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E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

The Articles are amended as reflected in the attached.

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The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 4/9/17

Signature [Signature]

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

DAVID P. SWAN, JR.

(Typed or printed name of person signing)

VICE PRESIDENT

(Title of person signing)

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Article VI is deleted in its entirety and substituted with the following new Article VI:

**ARTICLE VI
FULL AND GOLF MEMBERSHIPS**

The total of all Full and Golf Members shall not exceed six hundred twenty five (625) not counting those that are resigned. As of March 23, 1997, no new Golf Memberships are permitted to be issued. As the number of Golf Memberships declines, the number of available Full Memberships will increase by the same number. Full Memberships shall be available to all persons, whether or not owners of residential units or lots in The Moorings, who are approved for such membership in accordance with the terms of the Bylaws and who, upon such approval, have made the required Membership Payment (as defined in the Bylaws).

Article VII is deleted in its entirety and substituted with the following new Article VII:

**ARTICLE VII
CLUB (f/k/a TENNIS) MEMBERSHIPS**

As of October 1, 2016, the membership category formerly known as "Tennis Membership" shall be renamed as "Club Membership" and members formerly known as "Tennis Members" shall be renamed as "Club Members". The Club shall have a maximum of one hundred fifty (150) Club Members not counting those that are resigned. Club Memberships shall be available to all persons, whether or not owners of residential units or lots in The Moorings, who are approved for such membership in accordance with the terms of the Bylaws and who, upon such approval, have made the required Membership Payment.

Article VIII is deleted in its entirety and substituted with the following new Article VIII:

**ARTICLE VIII
SOCIAL MEMBERSHIPS**

The Club shall have a maximum of three hundred (300) Social Members not counting those that are resigned. Social Memberships shall be available to all persons, whether or not owners of residential units or lots in The Moorings, who are approved for such membership in accordance with the terms of the Bylaws and who, upon such approval, have made the required Membership Payment.

Article XIV is deleted in its entirety and substituted with the following new Article XIV:

**ARTICLE XIV
AMENDMENT OF BYLAWS**

The Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, only by a majority of the votes cast in person or by proxy, or by electronic vote if permitted pursuant to the Bylaws, at any duly called and constituted Annual Membership Meeting or Special Meeting (both as defined in the Bylaws) at which a quorum is present. A proposed amendment must be set forth in the notice of the meeting.

Article XV is deleted in its entirety and substituted with the following new Article XV:

**ARTICLE XV
VOTING RIGHTS**

The voting power of the Members shall be vested in the Full, Golf, Club and Social Members. Full Members shall have four (4) votes per Membership Certificate (as defined in the Bylaws); Golf Members shall have three (3) votes per Membership Certificate; Club Members shall have two (2) votes per Membership Certificate and Social Members shall have one (1) vote per Membership Certificate. Members shall have no additional voting rights except as otherwise provided in the Bylaws.

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Article XVII is deleted in its entirety and substituted with the following new Article XVII:

**ARTICLE XVII
BOARD**

1. At each regularly scheduled Annual Membership Meeting, the Full, Golf, Club and Social Voting Members shall elect Governors in accordance with the Bylaws.
2. The number of Governors may either be increased or diminished from time to time as set forth in the Bylaws but shall never be less than five (5).

Article XVIII is deleted in its entirety and substituted with the following new Article XVIII:

**ARTICLE XVIII
AMENDMENT OF ARTICLES AND APPROVAL
OF OTHER MAJOR ACTIONS**

1. A majority of the authorized votes of the Full, Golf, Club and Social Voting Members cast in person or by proxy, or by electronic vote if permitted pursuant to the Bylaws, at any duly called and constituted Annual Membership Meeting or Special Meeting at which a quorum is present and a majority vote of all of the Governors is required to authorize or approve any amendment of the Articles of Incorporation.
2. Sixty (60%) percent of the authorized votes of the Full, Golf, Club and Social Voting Members and a majority vote of all of the Governors is required to authorize or approve any action taken respecting the items set forth in subparagraphs a. through d. below:
 - 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. Adoption of a plan of distribution of remaining assets upon dissolution of the Club.

Article XXII is deleted in its entirety and substituted with the following new Article XXII:

**ARTICLE XXII
REGISTERED OFFICE AND AGENT**

The registered office for the Club and the registered agent for the Club at that address are the following: ROSSWAY SWAN TIERNEY BARRY LACEY & OLIVER, P.L., Attention Kevin M. Barry, 2101 Indian River Boulevard, Suite 200, Vero Beach, FL, 32980.

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