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

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**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE MOORINGS CLUB, INC.
(A CORPORATION NOT FOR PROFIT)**

WHEREAS, the Amended and Restated Articles of Incorporation of The Moorings Club, Inc., a Florida not for profit corporation (the "Corporation") was filed with the Florida Secretary of State on May 16, 1997, as amended (the "Prior Articles of Incorporation").

WHEREAS, Corporation wishes to amend and restate the Prior Articles of Incorporation in their entirety as set forth in this Second Amended and Restated Articles of Incorporation of The Moorings Club, Inc. (the "Articles of Incorporation" or "Articles") and under its corporate seal and acting by its President and Secretary, does hereby certify that in accordance with the requirements of Article XVIII of the Prior Articles of Incorporation, no less than a majority of all of the full, golf, tennis and social Voting Members and a majority of the members of the Board of Governors, which is the minimum number of votes required for approval of the amendments, did adopt at a joint special meeting of the membership and the Board of Governors, duly called and held on the 12th day of March, 2023, a resolution amending and restating the Articles of Incorporation of this Corporation as hereinafter set out.

NOW, THEREFORE, the Prior Articles of Incorporation are hereby replaced in their entirety by these Articles of Incorporation as of March 12, 2023.

**ARTICLE I
NAME**

The name of the Corporation shall be "THE MOORINGS CLUB, INC." Its principal office shall be at 100 Harbour Drive, Vero Beach, Florida 32963, or at such other place as may be designated, from time to time, by the Board of Governors ("Board").

**ARTICLE II
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III
PURPOSE AND POWERS**

The sole purpose of the Corporation is to own and operate a private country club (herein "Club") exclusively for the pleasure and recreation of its Members (as defined in the Bylaws). 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 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 (as defined in the Bylaws) 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
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).

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**ARTICLE VII
CLUB AND SOCIAL MEMBERSHIPS**

The total of all Club and Social Members shall not exceed four hundred twenty-five (425) not counting those that are resigned. Club and 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 VIII
FOUNDER MEMBERSHIPS**

The Club previously issued Founder Memberships to five (5) original Founder Members. No additional Founder Members shall be appointed. Founder Members were not required to make any Membership Payment, but are required to pay the same annual dues and operating assessments as Full Members. Founder Members and their families shall pay the charges incurred for food and beverage service and shall have the same rights and privileges as Full Members, except they shall have no voting rights. A Founder Membership shall not be assignable or transferable and shall terminate on the earlier death or resignation of the Founder member.

**ARTICLE IX
YACHT CLUB**

Members of the Club may elect to join an organization within the Club known as the Yacht Club in accordance with the terms of the Bylaws.

**ARTICLE X
DUES, ASSESSMENTS AND CHARGES**

All Members shall pay dues, assessments and charges in accordance with the terms of the Bylaws.

**ARTICLE XI
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 all Voting Members (as defined in the Bylaws), in proportion to their original EMCs (as defined in the Bylaws).

**ARTICLE XII
LIABILITY FOR DEBTS**

Neither the Members nor the Officers (defined below) or Governors of the Club shall be liable for the debts of the Club.

**ARTICLE XIII
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 XIV
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.

**ARTICLE XV
MEMBERSHIP PAYMENTS**

The Membership Payments for all Members shall be made in such amounts as are fixed, from time to time, by the Board in accordance with the terms of the Bylaws.

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ARTICLE XVI 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 XVII 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 XVIII TRANSFER OF MEMBERSHIP

A membership may be transferred only through repurchase by the Club in accordance with the procedure set forth in the Bylaws. Any Member who has been expelled from the Club shall have the obligation to surrender his or her Membership Certificate for purchase by the Club in accordance with the procedure set forth in the Bylaws.

ARTICLE XIX OFFICERS

1. The Affairs of the Club shall be managed by a President, one or more Vice Presidents, a Treasurer, and a Secretary (herein, each an "Officer") and, if elected by the Board, any such other officers and assistant officers as may be designated by the Board.
2. The Board at each annual meeting of the Board, shall elect from among the Governors, a President, one (1) or more Vice Presidents, a Treasurer and a Secretary to serve for the term of one (1) year and until their successors shall be elected. In addition, the Board may from time to time elect such other officers and assistant officers as it deems necessary, who shall be Voting Members or spouses of Voting Members of the Club.

The names and address of the Officers are as follows:

President:	Christopher Johns 100 Harbour Drive Vero Beach, FL 32963
Vice President:	Jeb Bittner 100 Harbour Drive Vero Beach, FL 32963
Secretary:	Shanna Young 100 Harbour Drive Vero Beach, FL 32963

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Treasurer:

Dale Keyser
100 Harbour Drive

Vero beach, Fl 32963

CEO/GM:

Craig L Lopes
100 Harbour Drive
Vero Beach, FL 32963

Asst. Treasurer:

James Fulmer
100 Harbour Drive
Vero beach, FL 32963

ARTICLE XX
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 or her as such Governor or officer, and shall reimburse each such person 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 person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her gross negligence or willful misconduct.

ARTICLE XXI
REGISTERED OFFICE AND AGENT

The registered office for the Club and the registered agent for the Club at that address are the following: Kevin Barry, Rossway Swan Tierney Barry & Oliver, P.L., 2101 Indian River Boulevard, Suite 200, Vero Beach, FL, 32960.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

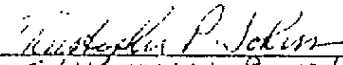
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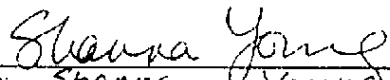
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of March, 2023.

CORPORATION:

THE MOORINGS CLUB, INC.,
a Florida not for profit corporation

By: 
Name: CHRISTOPHER P. JENKINS
Title: President

ATTESTED TO BY:

By: 
Name: Shanna Young
Title: Secretary

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