

**JONES  
FOSTER  
JOHNSTON  
& STUBBS, P.A.**  
**Attorneys and Counselors**

**John B. McCracken, Esq.**  
Direct Dial: (561) 650-0471  
Direct Fax: (561) 650-0431  
E-mail: [jmccracken@jones-foster.com](mailto:jmccracken@jones-foster.com)

Flagler Center Tower, Suite 1100  
505 South Flagler Drive  
West Palm Beach, Florida 33401  
Telephone (561) 659-3000

*Mailing Address*  
Post Office Box 3475  
West Palm Beach, Florida 33402-3475  
Facsimile (561) 832-1454

March 5, 1999

500002798375--3  
-03/08/99--01144--002  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Division of Corporations  
Department of State  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32399

Gentlemen:

Re: Bocaire Country Club, Inc.

Enclosed are the original and a copy of Amended Articles of Incorporation of Bocaire Country Club, Inc. Please file the original and return the copy certified.

A check in the amount of \$43.75 is enclosed to cover the \$35.00 filing fee, the \$8.75 fee for the certified copy.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By

  
John B. McCracken

NAVBMA18695-1\SECYST.L1  
Enclosures

*Amend*

VS MAR 10 1999

FILED  
99 MAR -8 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED  
ARTICLES OF INCORPORATION OF  
BOCAIRE COUNTRY CLUB, INC.**

**A Florida Corporation Not-for-Profit**

FILED  
99 MAR -8 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Bocaire Country Club, Inc. (the "Corporation"), a Corporation organized and existing under the Florida Not-for-Profit Corporation Act, does hereby certify as follows:

Upon the proposal of the Board of Governors, the Members of the Corporation, at a Special Meeting held on January 31, 1999, voted to amend the Articles of Incorporation of the Corporation, and the number of votes cast for the amendment by the Members was sufficient for approval. The Amended Articles of Incorporation are as follows:

**ARTICLE I**

**NAME**

The name of the Corporation shall be "BOCAIRE COUNTRY CLUB, INC." (hereinafter referred to as "Club"). Its Principal Office and the Mailing Address shall be 4989 Bocaire Boulevard, Boca Raton, Florida 33487, or at such other place as may be designated, from time to time, by the Board of Governors.

**ARTICLE II**

**DURATION**

The period of duration of the Club is perpetual.

**ARTICLE III**

**PURPOSE**

The sole purpose of the Club is to own and operate a private country club exclusively for the pleasure and recreation of its Members. 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 acts and 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 or officer, and as such they will have no interest in or title to any of the property or assets of the Club. Nothing herein shall prohibit the Club from reimbursing its governors and officers for all expenses reasonably incurred in performing services rendered to the Club.

## **ARTICLE V**

### **CAPITAL STOCK**

The Club shall have no capital stock and shall be composed of Members rather than shareholders.

## **ARTICLE VI**

### **MEMBERSHIPS**

The Club shall have a maximum of two hundred sixty (260) full Members.

Memberships shall be offered to owners of homes or lots in Bocaire ("Resident Members") and to members of the general public who are approved for membership (a Non-resident Member").

There may be more than one class of Resident Members and more than one class of Non-Resident Members, in accordance with the terms and conditions of the By-Laws.

## **ARTICLE VII**

### **DUES, ASSESSMENTS AND CHARGES**

Each class of Members shall pay dues, assessments and charges in accordance with the terms of 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 only among its Members who have an equity interest in the Club, in proportion to the total cost (excluding initiation fees) of their respective membership certificates.

## **ARTICLE IX**

### **LIABILITY FOR DEBTS**

Neither the Members nor the officers or Governors of the Club shall be liable for the debts of the Club.

## **ARTICLE X**

### **AMENDMENT OF BY-LAWS**

The By-Laws may be altered, amended or repealed or new By-Laws may be adopted only by a majority of the votes cast in person or by absentee ballot at any duly called and constituted annual or special meeting of the Members of the Club entitled to vote at which a quorum is present.

## **ARTICLE XI**

### **VOTING RIGHTS**

The voting power of the membership shall be vested in the Members who have an equity or ownership interest in the Club. There shall be no proxy voting. All voting shall be in person or by absentee ballot. Each family membership shall count as one (1) vote. Each other entity membership shall count as one (1) vote. The voting powers of the Members shall be limited to the powers set forth herein and in the By-Laws.

## **ARTICLE XII**

### **MEMBERSHIP CONTRIBUTIONS**

The membership contributions and initiation fees (if any) for memberships in the Club shall be made in such amounts as are fixed, from time to time, by the Board of Governors in accordance with the terms of the By-Laws.

## **ARTICLE XIII**

### **BOARD OF GOVERNORS**

The number of persons comprising the Board of Governors may be either increased or diminished from time to time by the By-Laws but shall never be less than three (3).

## **ARTICLE XIV**

### **AMENDMENT OF ARTICLES AND APPROVAL OF OTHER MAJOR ACTIONS**

1. A two-thirds (2/3) affirmative vote of all of the Members entitled to vote and a two-thirds (2/3) affirmative vote of all of the members of the Board of Governors will 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; and
- (d) Adoption of a plan of distribution of remaining assets upon dissolution of the Club.

2. A majority vote of the Members entitled to vote and a majority vote of the members of the Board of Governors shall be required to amend these Articles of Incorporation.

## **ARTICLE XV**

### **TRANSFER OF MEMBERSHIP**

A membership may be transferred only through repurchase by the Club in accordance with the procedure set forth in the By-Laws. 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 By-Laws.

## **ARTICLE XVI**

### **OFFICERS**

1. The affairs of the Club shall be managed by a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer, and, if elected by the Board of Governors, any such other officers and assistants as may be designated by the Board of Governors.

2. The Board of Governors at each annual meeting of said Board of Governors shall elect from the members of the Board of Governors, to serve for the term of one (1) year or until their successors shall be elected, a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time determine

appropriate.

3. The names of the current officers who are to serve until the next annual meeting of the Board of Governors are:

NAME	OFFICE
Melvin Michaelson	President
Howard Strauss	First Vice President
R. Paul Kashden	Second Vice President
Robert L. Rice	Secretary
Sidney J. Jimmy	Treasurer

## ARTICLE XVII

### LIMITATION OF LIABILITY

The Club shall indemnify each present and future governor, officer and committee member and Club Manager and golf course superintendent of the Club against any damages, liability, costs and expenses which may be imposed on, or reasonably be incurred by him or her in connection with any claim, action, suit or proceeding hereafter made or instituted in which he or she may be involved by reason of his or her being or having been a governor, officer, or committee member, Club Manager or golf course superintendent of the Club, whether or not he or she continues to be such at the time of imposition of such damages, liability, costs or incurring of such expenses. Such damages, liability, costs and expenses may include the cost of reasonable court approved settlements.

The Club shall not, however, indemnify such person or persons with respect to matters as to which they shall be finally adjudged in any such action, suit or proceeding to be liable because of criminal negligence or willful misconduct in the performance of their duties. The foregoing right to indemnification shall not be exclusive of the rights to which any such persons may be entitled as a matter of law, and shall enure to the benefit of the heirs, executors and administrators of any such persons.

## ARTICLE XVIII

### REGISTERED OFFICE AND AGENT

The registered office for the Corporation and registered agent for the Corporation at that address is the following:

Sherry Grant

4989 Bocaire Boulevard, Boca Raton, FL 33487

IN WITNESS WHEREOF, said Corporation has caused these Amended Articles of Incorporation to be signed in its name by its President this 3<sup>RD</sup> day of MARCH, 1999.

BOCAIRE COUNTRY CLUB, INC.

By Melvin Michaelson  
Melvin Michaelson, President

(CORPORATE SEAL)

N:\UBM\18695-1\ARTICLES.

CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

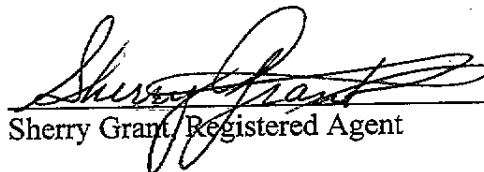
FILED  
99 MAR -8 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in  
compliance with said Act:

That BOCAIRE COUNTRY CLUB, INC., desiring to organize under the laws of the  
State of Florida, has named SHERRY GRANT, located at the Registered Office of the corporation  
at 4989 Bocaire Boulevard, Boca Raton, FL 33487, as its Registered Agent to accept service of  
process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at  
the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to  
comply with the provisions of all statutes relative to the proper and complete performance of my  
duties.

  
Sherry Grant / Registered Agent

N:\JBM\18695-1\ARTICLES.