

G11669

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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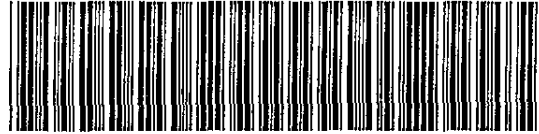
(Business Entity Name)

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*Amend
T. Luebo*

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05 AUG -3 PM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08/03/05--01011--002 **35.00

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MISTY CREEK COUNTRY CLUB, INC.

DOCUMENT NUMBER: 611669

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

Please return all correspondence concerning this matter to the following:

SCOTT B. DIAMOND

(Name of Contact Person)

MISTY CREEK COUNTRY CLUB

(Firm/ Company)

8954 MISTY CREEK DRIVE

(Address)

SARASOTA, FL 34231

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

SCOTT B. DIAMOND

(Name of Contact Person)

at (941) 922-2188

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

MISTY CREEK COUNTRY CLUB, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

611669

(Document number of corporation (if known))

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

(Attach additional pages if necessary) ☒

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

The date of each amendment(s) adoption: 4/19/05

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

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

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 29th day of JULY, 2005.

Signature

[Signature]
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

EVER J. BERRY - PRES
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

FILING FEE: \$35

FOR 174
AGAINST 2

1. Section 10 (a) of the Articles

Section 1.2 (Only Equity Members in good standing shall be entitled to vote and serve as officers and directors.) and Section 10.1 (The Officers of the Club, **all of whom must be Equity Members**) of the By Laws are in conflict with Article 10a of the Articles of Incorporation (No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this corporation). To resolve this conflict, the Board of Directors proposes and recommends the **following change to 10a:**

10 (a) A person must be an Equity Member of the Corporation in good standing as a condition precedent to holding office in this Corporation.

2. Section 10 (d) of the Articles

FOR 168
AGAINST 8

Portions of Article 10(d) of the Articles of Incorporation regarding voting are in Conflict with Florida Law, 607.0832, Director Conflicts of Interest, by being too permissive. The Board of Directors proposes that parts of Section 10 (d) in conflict with Law be repealed and that extracts of the Law that will guide the conduct of Directors in contractual dealing with Misty Creek Country Club Inc. and for their votes on such contracts be added to 10 (d). Existing 10 (d), *its deletions*, and **additions** are as follows:

10(d) No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or person, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. *Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he also is a Director of such subsidiary or controlled company.* **The fact of such relationship or interest must be disclosed or known to the board of directors or committee or shareholders who authorize, approve or ratify such contract or transaction. The contract or transaction must be fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the shareholders. A conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the directors on the Board of Directors or on a committee who have no relationship or interest in the transaction. When a transaction requires a vote of the shareholders, shares owned by or voted under the control of a director who has a relationship or interest in the transaction may not be counted in a vote of shareholders to determine whether to authorize, approve, or ratify a conflict of interest transaction.**