

JUL 7 2010 4:17PM

JONES FOSTER 561 650 0433

NO. 0574 Page 1 of 1

110000002027

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000156670 3)))



H100001566703ABC-

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

To:

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

From:

Account Name : JONES, FOSTER, JOHNSTON & STUBBS, P.A.
Account Number : 076077003231
Phone : (561) 650-0471
Fax Number : (561) 650-0431

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

Email Address: _____

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

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$43.75

*Amended And
Restated Art*

Electronic Filing Menu

Corporate Filing Menu

Help

FILED
10 JUL -7 AM 10:32
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA



July 7, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MIRASOL CLUB, INC.
4900 N. SCOTTSDALE ROAD
SUITE 2000
SCOTTSDALE, AZ 85251US

SUBJECT: MIRASOL CLUB, INC.
REF: N00000002027

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

The electronic filing cover sheet submitted with your document reflects the incorrect type of document. The cover sheet must reflect the type of document you are filing. Please generate a new fax audit cover sheet under the appropriate document type. When resubmitting your document for filing, please also send a copy of the incorrect cover sheet marked "ABANDONED".

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) 245-6892.

Tina Roberts
Regulatory Specialist II

FAX Aud. #: H10000156126
Letter Number: 910A00016503

RECEIVED
2010 JUL -7 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MIRASOL CLUB, INC.
(A Not For Profit Corporation)**

Pursuant to Sections 617.1002, 617.1006 and 617.1007 of the Florida Not For Profit Corporation Act, the Articles of Incorporation originally filed with the Secretary of the State of Florida on March 28, 2000 are hereby amended and restated in their entirety as follows:

Pursuant to Section 617.1002, 617.1006 and 617.1007 of the Florida Not For Profit Corporation Act, and Article XV of the Articles of Incorporation of Mirasol Club, Inc. (the "Corporation") the following Amended and Restated Articles of Incorporation of the Corporation was duly authorized and adopted by unanimous written consent of the Board of Directors of the Corporation on June 29, 2010 in accordance with Sections 617.1002, 617.1006 and 617.1007, without a vote of the members, as the Turnover Date (as defined in the By-Laws of the Corporation as they existed at the time of this amendment and restatement (the "Original By-Laws")) has not occurred and the members were not entitled to vote on the amendments set forth herein.

**ARTICLE I
NAME**

The name of the corporation shall be Mirasol Club, Inc. (hereinafter referred to as the "Club") and its duration shall be perpetual.

**ARTICLE II
PRINCIPAL OFFICE**

Its principal office shall be at 11600 Mirasol Boulevard, Palm Beach Gardens, Florida 33418 or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE III
PURPOSE**

The sole purpose for which the Club is organized is to engage as a not-for-profit organization to acquire, own and operate the golf, tennis, swim, fitness, social and other recreational facilities.

ARTICLE IV POWERS

The powers of the Club shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. The Club shall have all of the *common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles or the By-Laws, as the same may be amended from time to time.*

Section 2. Necessary Powers. The Club shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

- A. The power to acquire, own and operate golf, tennis, swim, fitness, social and recreational facilities.
- B. The power to levy and collect dues and assessments as provided for in the By-Laws.
- C. The power to expend monies collected for the purpose of paying the expenses of the Club.
- D. The power to acquire and sell real and personal property.
- E. The power to purchase supplies, materials and purchase and/or lease equipment required for the maintenance, repair, replacement, operation and management of the Club.
- F. The power to insure and keep insured the property owned or leased to the Club.
- G. The power to employ personnel.
- H. The power to make rules concerning, among other things, including use of the property of the Club and, the conduct of members of the Club and their family and guests, and to amend the same from time to time.
- I. The power to improve property of the Club.
- J. The power to enforce by any legal means the provisions of the Articles of Incorporation, the By-Laws and the Rules and Regulations.

- K. The power to pay all taxes and other amounts which are liens against the property of the Club.
- L. The power to borrow money and grant liens against the property owned by the Club, except as provided in the By-Laws.
- M. The power to select depositories and to determine the manner of receiving, depositing and disbursing funds and the form of check and the person or persons by whom the same shall be signed.
- N. The power to enter into long-term contracts with any person, firm, corporation, or management agent of any nature or kind to provide for the maintenance, operation, repair and upkeep of the property of the Club. The contract may provide that the total operation of the managing agent, firm or corporation shall be at the cost of the Club. The contract may further provide that the managing agent shall be paid from time to time a management fee which might include base and incentive compensation.
- O. The power to establish and appoint officers.
- P. The power to appoint committees as the Board of Directors may deem appropriate.
- Q. The power to establish, maintain and spend reserve funds for capital repairs and replacements.
- R. The power to bring suit, litigate and arbitrate on behalf of the Club.
- S. The power to possess, employ and exercise all powers necessary to implement enforce and carry into effect the powers above described.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Club and the proceeds thereof shall be held in accordance with the By-Laws. No part of the income, if any, of the Club shall be distributed to the members, directors or officers of the Club.

Section 4. Exercise. The Board of Directors shall have the full authority to exercise the powers of the Club, subject to restrictions in the By-Laws or otherwise provided by law.

ARTICLE V
PROHIBITION AGAINST DISTRIBUTION OF INCOME

The Club is one which does not permit pecuniary gain or profit. No part of any net earnings shall inure to the benefit of any member, director, officer, or other private individual 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 directors and officers for all expenses reasonably incurred in performing services rendered to the Club.

ARTICLE VI
MEMBERSHIP

Qualification for, and acquisition of membership in the Club shall be regulated by the By-Laws.

ARTICLE VII
CAPITAL STOCK

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

ARTICLE VIII
QUALIFICATION OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admissions shall be as set forth in and regulated by the By-Laws.

ARTICLE IX
VOTING RIGHTS

Members of the Club will have such voting rights as are provided in the By-Laws.

ARTICLE X
LIABILITY FOR DEBTS

Neither the members nor the Club officers or directors shall be liable for the debts of the Club.

ARTICLE XI
BOARD OF DIRECTORS

The affairs of the Club shall be managed by a Board of Directors consisting of at least three (3) Directors. Directors shall be elected or appointed as provided in the By-Laws. The Directors are as follows:

Name	Address
Jeffery A. Mickle	11300 Mirasol Boulevard Palm Beach Gardens, FL 33418
Todd Rasmussen	11300 Mirasol Boulevard Palm Beach Gardens, FL 33418
Deborah C. Ross	11300 Mirasol Boulevard Palm Beach Gardens, FL 33418

Until the Turnover Date, Taylor Woodrow Communities at Mirasol, Ltd., formerly known as TWC/Golf Digest, Ltd., will designate the members of the Board of Directors. Effective on the Turnover Date, the Board of Directors shall consist of those persons who have formerly been members of the Board of Advisors, who were elected by the members of the Club and whose terms of office shall be as set forth in the By-Laws.

ARTICLE XII
INDEMNIFICATION OF OFFICERS,
DIRECTORS AND COMMITTEE MEMBERS

The Club shall indemnify its directors, officers and committee members and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not for Profit Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including, but not limited to, the advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of members or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer or committee member, and shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer, director or committee member may be entitled.

ARTICLE XIII **BY-LAWS**

The term "By-Laws" as used herein shall refer to the Amended and Restated By-Laws of the Club, adopted June 29, 2010, as amended from time to time, unless otherwise specifically provided. The By-Laws of the Club may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation.

ARTICLE XIV **CONSTRUCTION**

In the event of any conflict between the terms of the Articles of Incorporation, the By-Laws, or the Rules and Regulations, the following order of priority shall apply: the Articles of Incorporation, the By-Laws and the Rules and Regulations.

ARTICLE XV **AMENDMENT**

Prior to the Turnover Date, these Articles may be amended by majority vote of the Board of Directors. After the Turnover Date, amendments to these Articles must be approved by (a) (i) the affirmative vote of two-thirds (2/3) of the members of the Board of Directors, or (ii) a petition seeking such change signed by not less than ten percent (10%) of all Equity Memberships (as defined in the By-Laws) and (b) the affirmative vote of two-thirds (2/3) of the votes cast by the Equity Memberships of the Club entitled to vote, in person or by proxy, at duly called and constituted annual or special meeting of the Equity Members (as defined in the By-Laws) of the Club at which a quorum consisting of Equity Members representing fifty-one percent (51%) of the Equity Memberships is present, in person or by proxy. Any proposed amendment to the Articles of Incorporation must be set forth in the notice of the meeting provided to the Equity Members.

ARTICLE XVI **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 Florida law or a court having jurisdiction, among the holders of the Equity Memberships of the Club in proportion to the value of the Equity Memberships as last established by the Club.

JUL 7. 2010 4:18PM

JONES FOSTER 561 650 0435

NO. 0574 - P. 10 - - - -
H10000156670 3

ARTICLE XVII
TRANSFER OF MEMBERSHIP

A membership may be transferred only through the Club in accordance with the procedure set forth in the By-Laws. A member who has been expelled from the Club shall surrender his or her membership certificate to the Club in accordance with the procedure set forth in the By-Laws.

ARTICLE XVIII
REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent shall be Jones Foster Service, LLC, and the street address of the registered office of the Club shall be 505 South Flagler Drive, Suite 1100, West Palm Beach, FL 33401.

IN WITNESS WHEREOF, the foregoing Amended and Restated Articles of Incorporation have been executed effective June 29, 2010.


Jeffery A. Mickle, President
Mirasol Club, Inc.

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Jeffery A. Mickle, the President of Mirasol Club, Inc., known to me and known by me to be the person described in and who executed the foregoing and who acknowledged before me that he executed the same for the uses and purposes therein expressed. He is personally known to me.

29th WITNESS my hand and official seal in the County and State last aforesaid, this
day of June, 2010.


Notary Public State of Florida

(Official Seal)



ARTICLES OF INCORPORATION
MIRASOL CLUB, INC.

H10000156670 3

JUL 7. 2010 4:18PM

JONES FOSTER 561 650 0435

NO. 0574 P. 11

H10000156670 3

ACCEPTANCE OF REGISTERED AGENT

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

JONES FOSTER SERVICE, LLC

BY: 

Larry B. Alexander

ITS: Manager

DATE: June 30 2010