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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Westview Country Club Inc.

RUSH

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☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

☐ Certificate of Fictitious Name

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Date: _____

B. REGISTER MAY 3 2000

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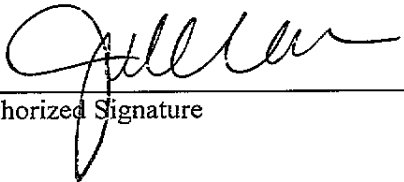
**APPLICATION FOR REINSTATEMENT AND REINCORPORATION OF
LEGISLATIVELY OR JUDICIALLY CHARTERED NOT FOR PROFIT
CORPORATION**

IN COMPLIANCE WITH s.617.1623(1)(d), FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REINSTATE AND REINCORPORATE A NOT FOR PROFIT LEGISLATIVELY OR JUDICIALLY CHARTERED CORPORATION WHICH WAS DISSOLVED ON JULY 2, 1992, PURSUANT TO s. 617.1623(1)(c):

1. Westview Country Club
Name of corporation exactly as it appears in legislative or judicial charter.
2. 2601 N.W. 119th Street, Miami, Florida 33167
Street address of the principal office of the corporation.
(This address will be used for the mailing of corporation annual reports)
3. July 24, 1947
Date of legislative or judicial incorporation
☐ FEI Number applied for
4. FEI Number 59-0585738 ☐ FEI Number not required
5. Name, address and title of current officers and/or directors:
(use additional page if necessary)

Title	Name	Street Address	City/State/Zip
P, D	Tate, James D.	2601 N.W. 119 th Street	Miami, FL 33167
VP, D	Wellins, Steven	2601 N.W. 119 th Street	Miami, FL 33167
VP, T, D	Gary Dix	2601 N.W. 119 th Street	Miami, FL 33167
S, D	Norman Hurwitz	2601 N.W. 119 th Street	Miami, FL 33167
VP, D	Cummings, Paul	2601 N.W. 119 th Street	Miami, FL 33167
AS, D	Shiekman, John	2601 N.W. 119 th Street	Miami, FL 33167

6. Attached is a copy of the judicial charter and all amendments thereto certified by the Circuit Court of the county wherein recorded or a copy of the chartering law certified by the Department of State, Division of Elections as to legislative charters and completed Certificate of Reincorporation.


Authorized Signature

JOHN SHIEKMAN, ASSISTANT SECRETARY
Name and capacity of person signing application
(see S. 617.10201(6))

00 MAY -2 PM 3:19

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00 MAY -2 PM 3:19

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DIVISION OF CORPORATIONS

IN THE CIRCUIT COURT OF THE
ELEVENTH JUDICIAL CIRCUIT IN
AND FOR DADE COUNTY, FLORIDA.

IN RE:

PALM GOLF AND COUNTRY CLUB,
a corporation not for profit.)

APPLICATION FOR CHARTER

TO THE HONORABLE JUDGES OF THE ELEVENTH JUDICIAL CIRCUIT IN
AND FOR DADE COUNTY, FLORIDA:

We, the undersigned, have associated ourselves together
for the purpose of forming a corporation not for profit
under the provisions of Chapter 617, Florida Statutes 1941,
under and by virtue of the following proposed charter:

1.

The name of the corporation shall be

"PALM GOLF AND COUNTRY CLUB"

and it is to operate and transact its affairs in Dade County,
Florida.

2.

The general objects of the corporation are:

To establish, maintain, conduct and operate a
golf and country club for the accommodation of
its members and their friends, and to provide,
operate and maintain a golf course, tennis courts,
reading rooms, swimming pool, club house and
other conveniences, and generally to afford its
members and their friends all the usual privileges,
advantages, conveniences and accommodations of a
golf and country club.

To develop and advance all legitimate athletic
sports and to provide suitable accommodations
thereto.

To provide, maintain and operate restaurants, refreshment rooms and other conveniences in connection therewith.

To acquire, hold, lease, mortgage, sell, transfer and convey property, real and personal, to any extent deemed advisable for maintaining and advancing the social and non-dividend objects of the corporation; also, for the purpose of doing any other things which may be requisite for the performance of or capable of being used in connection with any of the objects of the club; and to raise money by subscription, and to grant any rights and privileges to members of said club; and said corporation shall have and utilize all the rights, powers and privileges permitted by Chapter 617, Florida Statutes 1941, and all the Acts amendatory thereof.

3.

The members of this corporation shall be divided into as many classes as may be prescribed in the By-Laws. The members of this corporation shall consist of the undersigned and those thereafter elected in pursuance of the By-Laws.

Only those who are members of this corporation shall be entitled to vote in the election of officers or upon any question at any meeting of the corporation. Ten per cent (10%) of the total membership shall be necessary to constitute a quorum, and a majority vote of the members present at a meeting, providing a quorum be present, shall be sufficient legally to constitute action on behalf of said club. Where any such club member is in arrears for dues, or for any other reason is not in good standing, his right to vote may be denied by or in accordance with some specific provision to that end set forth in the By-Laws.

4.

This corporation shall exist perpetually.

5.

The names and residences of the subscribers are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
H. S. PELTON	400 Alhambra Circle, Coral Gables, Florida,
ARTHUR A. UNGER	1132 N. E. 84th Street, Miami, Florida,
LEONARD L. ABESS	3701 Chase Avenue, Miami Beach, Florida,
JOSEPH WEINTRAUB	1021 N. Greenway Drive, Coral Gables, Florida,
HAROLD A. LANDFELD	288 Coconut Lane, Palm Island, Miami Beach, Florida.

6.

Until amended by the By-Laws, the affairs of the corporation shall be conducted by a President, one or more Vice-Presidents, a Treasurer and a Secretary, and a Board of Directors consisting of not less than five nor more than eleven members. Any or all of the officers may be Directors. The offices of Treasurer and Secretary may be held by the same person. The Officers and Directors named in Paragraph numbered 7th hereof shall serve until others shall be elected, and all elections shall be held in accordance with the By-Laws.

7.

As soon as convenient after the recording of this Charter, the undersigned members and associates shall convene, adopt By-Laws and select officers, and until other officers are selected, the following shall manage the

affairs of the corporation until the first election or appointment under the charter:

PRESIDENT - ARTHUR A. UNGAR
 VICE-PRESIDENT - H. S. PELTON
 VICE-PRESIDENT - JOSEPH WEINTRAUB
 TREASURER - LEONARD L. ABESS
 SECRETARY - HAROLD A. LANDFIELD

and the following shall constitute the first Board of Directors:

ARTHUR A. UNGAR
 H. S. PELTON
 JOSEPH WEINTRAUB
 HAROLD A. LANDFIELD
 LEONARD L. ABESS
 MAGNUS S. ALTMAYER

8.

The By-Laws shall be adopted at the first meeting held after the approval of this Charter, and thereafter the By-Laws may at any corporation meeting, general or special, be amended, altered or rescinded at the proposal of the Board of Directors, or any fifteen (15) members of the corporation, when notice of the proposed amendment shall have been mailed by the Secretary, or upon his refusal or failure to do so, by some other member selected for the purpose, to every member entitled to vote, at least seven (7) days in advance of such meeting; such notice shall contain a copy of the proposed amendment and if the proposed amendment be changed at the meeting before adoption, such change shall be within the

general scope of the proposed amendment, otherwise the proposed amendment shall be considered rejected; and an amendment to the By-Laws cannot be otherwise adopted. The adoption of any amendment shall require the favorable vote of two-thirds (2/3) of those voting.

9.

The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall never be greater than one million dollars, and shall never be greater than two-thirds of the value of the property of the corporation.

10.

There shall be no limit to the value of real estate which the corporation may hold.

IN TESTIMONY of the intention in good faith to carry out the purposes and objects set forth, we hereunto subscribe our hands this 24 day of July, A. D. 1947.

Anthony A. Kugan
J. S. Pelton
Leonard W. Peters
Harold A. Langfield
James C. Smith

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, an officer authorized to take acknowledgments of deeds, this day came H. S. PELTON, to me personally known and known to me to be one of the persons described in and who subscribed the foregoing instrument, and acknowledged the proposed charter subscribed as aforesaid, and this subscriber being by me first duly sworn deposes and says it is intended in good faith to carry out the objects and purposes set forth therein.

H. S. Pelton

Sworn to and subscribed before me this
24 day of July, A. D. 1947.

Marguerite Dask
Notary Public, State of Florida at
Large. My Commission Expires:

Nov. 9-1949

The foregoing Application for Charter, properly verified, being this day produced to the undersigned, one of the Judges in and for the Circuit Court of the Eleventh Judicial Circuit, Dade County, Florida, and it further appearing that the proposed charter of

PALM GOLF AND COUNTRY CLUB

is duly acknowledged by one of the five (5) subscribers who wish to form such corporation, and that said subscriber has made and subscribed an oath endorsed thereon that it is intended in good faith to carry out the purposes and objects set forth in the proposed charter, and that the proposed charter is in proper form and for an object authorized by law, and that the proposed charter should be approved,

IT IS THEREUPON CONSIDERED that said proposed charter be, and the same is hereby approved and approval is hereby endorsed thereon, and that when the charter with all its endorsements is recorded according to law in the Office of the Clerk of the Circuit Court for Dade County, Florida, thenceforth the subscribers and their associates and successors shall be a corporation by the name given.

DONE at Chambers, Dade County Court House, Miami, Florida, this 24 day of July, A. D. 1947.

[Signature]
CIRCUIT JUDGE

State of Florida, County of Dade.
This instrument was filed for record the 24 day of July, 1947 at 1:12 P.M. and duly recorded in Book 59 on Page 334 15, 17, 61, 76

[Signature]
Clerk Circuit Court



STATE OF FLORIDA, COUNTY OF DADE
I HEREBY CERTIFY that the foregoing is a true and correct copy of the file in this office. AD 20-00
HARVEY RUVIN, CLERK, of Circuit and County Courts

IN THE CIRCUIT COURT OF THE
ELEVENTH JUDICIAL CIRCUIT IN
AND FOR DADE COUNTY, FLORIDA.

IN RE:)
PALM GOLF AND COUNTRY CLUB,)
a corporation not for profit.)

CERTIFICATE OF RESOLUTIONS TO AMEND CHARTER

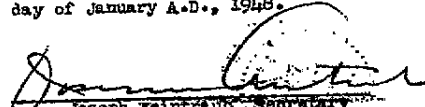
TO THE HONORABLE JUDGES OF THE ELEVENTH JUDICIAL CIRCUIT IN AND FOR DADE COUNTY,
FLORIDA:

The undersigned, JOSEPH WEINTRAUB, Secretary of Palm Golf and Country Club, does hereby certify that the following resolutions were duly adopted in accordance with the By-Laws of said Corporation at a joint meeting of its members and directors held on January 26th, 1948:

"RESOLVED that paragraph numbered '1' of the Charter be and the same hereby is amended to read as follows. "1. The name of the Corporation shall be 'ROYAL PALM COUNTRY CLUB' and it is to operate and transact its affairs in Dade County, Florida".

"FURTHER RESOLVED that paragraph numbered '6' of the Charter be and the same is amended to read as follows: "6. Until amended by the By-Laws, the affairs of the Corporation shall be conducted by a President, one or more Vice-Presidents, a Treasurer and a Secretary and a Board of Directors consisting of not less than seven nor more than twenty-one members. Any or all of the officers may be Directors. The offices of Treasurer and Secretary may be held by the same person. The Officers and Directors named in paragraph numbered '7' hereof shall serve until others shall be elected, and all elections shall be held in accordance with the By-Laws."

Dated at Miami, Florida this 27th day of January A.D., 1948.


Joseph Weintraub, Secretary

STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, an officer authorized to take acknowledgments of deeds, this day came JOSEPH WEINTRAUB, to me personally known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the foregoing certificate of resolutions to amend Charter as aforesaid for the purposes as set forth therein.



Subscribed and signed before me this
27th day of January, 1948.


Benjamin Nelson
Notary Public, State of Florida
My Commission expires: 2-27-50

The foregoing Certificate of Resolutions to Amend Charter, properly verified, being this day produced to the undersigned, one of the Judges in and for the Circuit Court of the Eleventh Judicial Circuit, Dade County, Florida, and it further appearing that said resolutions are in proper form and should be approved,

IT IS THEREUPON CONSIDERED that said resolutions be and the same hereby are approved, and the amendments set forth therein shall become and be taken as part of the original Charter of said Corporation, upon recording in the Office of the Clerk.

DONE at Chambers, Dade County Court House, Miami, Florida this 28 day of January A. D., 1948.

[Signature]
CIRCUIT JUDGE

State of Florida, County of Dade.

This instrument was filed for record the 22 day of Jan.

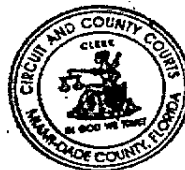
1948 at 3:49 P.M. and duly recorded in

Book 60 on Page 272 File No. X 8194

E. B. LEATHERMAN
Clerk Circuit Court

By *[Signature]* D.C.

STATE OF FLORIDA, COUNTY OF DADE
I HEREBY CERTIFY that the foregoing is a true and correct copy of the
original on file in this office. MAY 1 1948 AD 20
HARVEY RUVIN, CLERK, of Circuit and County Courts
Deputy Clerk *[Signature]*



IN THE CIRCUIT COURT OF THE
ELEVENTH JUDICIAL CIRCUIT IN
AND FOR DADE COUNTY, FLORIDA.

IN RE:)
ROYAL PALM COUNTRY CLUB,)
a corporation not for profit.)

CERTIFICATE OF RESOLUTIONS TO AMEND CHARTER

TO THE HONORABLE JUDGES OF THE ELEVENTH JUDICIAL CIRCUIT IN AND FOR DADE COUNTY,
FLORIDA:

The undersigned, JOSEPH WEINTRAUB, Secretary of Royal Palm Country Club,
does hereby certify that the following resolution was duly adopted in accordance
with the By-Laws of said Corporation at a joint meeting of its members and
directors held on March 19th, 1948:

"RESOLVED that paragraph numbered '1' of the Charter as heretofore
amended be and the same hereby is amended to read as follows. "1. The name of
the Corporation shall be 'WESTVIEW COUNTRY CLUB' and it is to operate and trans-
act its affairs in Dade County, Florida".

Dated at Miami, Florida this 22nd day of March A. D., 1948.

Joseph Weintraub
Joseph Weintraub, Secretary

STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, an officer authorized to take acknowledgments of deeds, this
day came JOSEPH WEINTRAUB, to me personally known and known to me to be the person
described in and who executed the foregoing instrument, and acknowledged that he
executed the foregoing certificate of resolutions to amend Charter as aforesaid
for the purposes as set forth therein.

Sworn to and subscribed before
me this 22nd day of March, 1948.

Marguerite H. Hart
Notary Public, State of Florida at
Largo, My Commission expires: NOV. 9-1949

The foregoing Certificate of Resolution to Amend Charter, properly
verified, being this day produced to the undersigned, one of the Judges in and

for the Circuit Court of the Eleventh Judicial Circuit, Dade County, Florida,
and it further appearing that said resolution is in proper form and should be
approve,

IT IS THEREUPON CONSIDERED that said resolution be and the same hereby
is approved, and the amendments set forth therein shall become and be taken as
part of the original Charter of said Corporation, upon recording in the Office
of the Clerk.

DONE at Chambers, Dade County Court House, Miami, Florida this 22
day of March A. D., 1948.

[Handwritten signature]
CIRCUIT JUDGE

STATE OF FLORIDA, COUNTY OF DADE

I HEREBY CERTIFY that the foregoing is a true and correct copy of the
original on file in this office. MA X 1 AD 28 20

HARVEY RUVIN, CLERK, of Circuit and County Courts

Deputy Clerk [Signature]



State of Florida, County of Dade.

This instrument was filed for record the 22 day of March
1948 at 2:40 P.M. and duly recorded in Book
Book 60 on Page 458 File No. X 28205

E. D. LEATHERMAN
Clerk Circuit Court

By [Signature] D.C.

IN THE CIRCUIT COURT OF THE
ELEVENTH JUDICIAL CIRCUIT IN
AND FOR DADE COUNTY, FLORIDA

IN RE:

WESTVIEW COUNTRY CLUB,
a corporation not for profit.)

CERTIFICATE OF RESOLUTIONS TO AMEND CHARTER

TO THE HONORABLE JUDGES OF THE ELEVENTH JUDICIAL CIRCUIT IN AND
FOR DADE COUNTY, FLORIDA:


The undersigned, JOSEPH WEINTRAUB, Secretary of
WESTVIEW COUNTRY CLUB, does hereby certify that the following
resolutions were duly adopted in accordance with the By-Laws of
said Corporation at a joint meeting of its members and directors
held on the 23rd day of March, 1948:

"RESOLVED that Paragraph No. 3 of the Charter
as heretofore amended, be, and the same hereby
is, amended to read as follows:
"The membership of this corporation shall con-
sist of Founder Members and such other classes
of members as the Board of Directors may from
time to time establish. All voting power
shall be vested exclusively in the Founder
Members, each of whom shall be entitled to one
vote in person or by proxy at each meeting.
Each Founder Member shall own an equal interest
in the property, assets and franchises of the
Club and shall be entitled to a Certificate of
Membership certifying the interest owned by him,
which shall be signed by the President or a
Vice-President and by the Secretary or Assistant
Secretary of the Club. The Founder Members
shall be entitled to such other rights and
privileges as the Board of Directors may from
time to time determine."

"FURTHER RESOLVED that the foregoing amendment
shall be effective as of the date of its adop-
tion at said joint meeting, as aforesaid."

Dated at Miami, Florida, this 1st day of October,

A. D. 1948.


Joseph Weintraub, Secretary

STATE OF FLORIDA)
COUNTY OF DADE } SS:

BEFORE ME, an officer authorized to take acknowledgments of deeds, this day came JOSEPH WEINTRAUB, to me personally known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the foregoing Certificate of Resolutions to amend Charter as aforesaid for the purposes as set forth therein.

Joseph Weintraub
Joseph Weintraub

Sworn to and Subscribed before me
this 1st day of October, 1948.

Harvey Ruvin
Notary Public, State of Florida at
Large. My Commission Expires:
November 9th, 1949.

The foregoing Certificate of Resolutions to Amend Charter, properly verified, being this day produced to the undersigned, one of the Judges in and for the Circuit Court of the Eleventh Judicial Circuit, Dade County, Florida, and it further appearing that said resolutions are in proper form and should be approved,

IT IS THEREUPON CONSIDERED that said resolutions be and the same hereby are approved, and the amendments set forth therein shall become and be taken as part of the original Charter of said Corporation as provided in said Resolutions.

DONE at Chambers, Dade County Court House, Miami, Florida, this 4 day of October, A. D. 1948.

Stanley M. Bridges
CIRCUIT JUDGE

State of Florida, County of Dade.

This instrument was filed for record the 4 day of Oct. 1948 at 2:46 P.M. and duly recorded in Corp. Book 61 on Page 554 No. X 86117

E. D. LEATHERMAN
Clerk Circuit Court

Harvey Ruvin D.C.



Deputy Clerk

STATE OF FLORIDA, COUNTY OF DADE
I HEREBY CERTIFY that the foregoing is a true and correct copy of the original on file in this office.
HARVEY RUVIN, CLERK, of Circuit and County Courts
AD 20 48

IN THE CIRCUIT COURT OF THE ELEVENTH JUDICIAL CIRCUIT OF FLORIDA
IN AND FOR DADE COUNTY IN CHANCERY

No.

In Re: :
WESTVIEW COUNTRY CLUB, : ORDER
a corporation not for profit, :
Petitioner. :
_____ :

THIS CAUSE came on to be heard this day on the petition of WESTVIEW COUNTRY CLUB, a corporation not for profit, for amendment to its Charter, and the Court having inspected said petition and taken testimony with respect to the allegations therein and having found that the allegations are true and that the petition is in proper form, it is therefore

ORDERED, ADJUDGED and DECREED that the petition be and the same is hereby granted and the amendment of the Charter of said corporation, as therein set forth, is hereby approved, that is to say that Paragraph #3 of the Charter of said corporation is hereby amended so that it shall read as follows:

"The members of this Club shall be divided into Owner-Members and such other members as may be prescribed by the By-Laws. Owner-Members shall consist of those persons who held Land-Trust Certificates of at least \$1,000.00 face value and were members of the Club on December 15, 1955, and their assignees and successors, who are members of the Club. All voting power shall be vested exclusively in such Owner-Members, each of whom shall be entitled to one vote, in person or by proxy, at any meeting of the corporation, and the exercise of other powers and duties, except those which may be delegated to the Board of Directors in the By-Laws. The Owner-Members shall be entitled, on distribution of the corporate assets, either partial or total, or on dissolution of the corporation, to an interest in the property, assets and franchises of the corporation in proportion to the number of Owner-Membership certificates which each owns after the payment of all debts due by the corporation and the retirement of Owner-Membership certificates held by

1389 APR 16

persons not members of the Club. Owner-Membership
certificates shall be issued in such form and manner as
may be prescribed by the By-Laws."

DONE and ORDERED in Chambers at Miami, Florida, this

7th day of April, 1959.

Morton C. White
Circuit Judge

STATE OF FLORIDA, COUNTY OF DADE

I HEREBY CERTIFY that the foregoing is a true and correct copy of the
original on file in this office. MAY 1 AD 20 00

HARVEY RUVIN, CLERK, of Circuit and County Courts

Deputy Clerk *[Signature]*



State of Florida, County of Dade
This instrument was filed for record the 27th day of Apr
1959 at 1:24 PM and duly recorded in OFFICIAL RECORDS
of 1389 on Page 16 File # 59R-2716

E. B. LEATHERMAN
Clerk Circuit Court

[Signature] -2

IN THE CIRCUIT COURT OF THE ELEVENTH JUDICIAL CIRCUIT OF FLORIDA
FOR DADE COUNTY IN CHANCERY

No.

IN RE:

WESTVIEW COUNTRY CLUB
a corporation not for profit

ORDER

Petitioner.

THIS CAUSE came on to be heard this day on the petition of WESTVIEW COUNTRY CLUB, a corporation not for profit, for amendment to its Charter, and the Court having inspected said petition and taken testimony with respect to the allegations therein and having found that the allegations are true and that the petition is in proper form it is therefore,


ORDERED, ADJUDGED AND DECREED that the petition be and the same is hereby granted and the amendment of the Charter of said Corporation, as therein set forth, is hereby approved, that is to say that Paragraph #3 of the Charter of said corporation is hereby amended so that it shall read as follows:

"Any member of any class of memberships in the Westview Country Club as enumerated in the 1959 By-Laws of said Club, and any member of any class of memberships which may hereafter be established, shall be either a member having and owning a transferrable membership, or a member having and owning a non-transferrable membership.

Be IT FURTHER RESOLVED that among the rights and privileges of a member having and owning a transferrable membership are: the right to vote, in person or by proxy, at any meeting of the Corporation; the right to hold office in the Corporation, pursuant to its By-Laws; the right to be a member of the Board of Directors, pursuant to its By-Laws; and the exercise of other powers and duties except those that may be delegated to the Board of Directors, in the By-Laws.

Be IT FURTHER RESOLVED that a member of the Club having and owning a transferrable membership, shall be entitled, on distribution of the Corporate assets, either partial or total, or on dissolution of the Corporation, or upon condemnation, to an equal and pro-rata interest in the property, assets, and franchises of the Corporation after the payment of all debts due by the Corporation.

DONE and ORDERED in Chambers at Miami, Florida, this 24 day of August, 1959.


Circuit Judge

STATE OF FLORIDA, COUNTY OF DADE
I HEREBY CERTIFY that the foregoing is a true and correct copy of the original on file in this office. MAX AD 20 60
HARVEY RUVIN, CLERK of Circuit and County Courts
Deputy Clerk [Signature]



85 MAY 21 4 10 31

BSR151002

OFF REC 12515 PG 1228

IN THE CIRCUIT COURT OF THE ELEVENTH
JUDICIAL CIRCUIT OF FLORIDA

IN AND FOR DADE COUNTY

IN RE:

WESTVIEW COUNTRY CLUB, a
Corporation Not For Profit,
Petitioner

AMENDMENT TO CHARTER

THIS CAUSE coming on to be heard this day upon the
Petition of WESTVIEW COUNTRY CLUB, a Corporation Not For Profit,
to amend its Charter, and the Court having inspected said Petition
and finding that said Petition is in proper form, it is therefore,

ORDERED, ADJUDGED AND DECREED that the Petition be and
the same is hereby granted, and the amendment to the Charter of
WESTVIEW COUNTRY CLUB, a Corporation Not For Profit is hereby
approved, and the Charter of said Corporation is hereby amended to
read as follows:

"Paragraph 3 of the Charter of the WESTVIEW
COUNTRY CLUB, as heretofore amended, shall
hereby be stricken in its entirety, and in its
place there shall be substituted the following:

BE IT RESOLVED that the membership of Westview
Country Club, and the classification of such
membership, shall be established by the by-laws
of this corporation. The rights, privileges and
obligations of the members shall be established
by the by-laws of this corporation.

BE IT FURTHER RESOLVED, that ten (10%) percent
of the total voting membership of the Club shall
be necessary to constitute a quorum at any
meeting of the membership, and a majority vote
of the members present at such a meeting shall
be sufficient to constitute action on behalf of
the Club."

DONE AND ORDERED in Chambers at Miami, Florida, this
17 day of May, 1985.

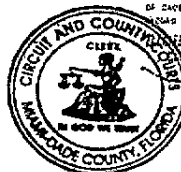
Hubert M. McE
Circuit Judge

STATE OF FLORIDA, COUNTY OF DADE

I HEREBY CERTIFY that the foregoing is a true and correct copy of the
original on file in this office. MAY 1 1985 AD 20 00

HARVEY RUVIN, CLERK, of Circuit and County Courts

Deputy Clerk



WITNESSED IN OFFICIAL PROCEEDINGS
OF DADE COUNTY, FLORIDA
THIS 17th DAY OF MAY, 1985

HARVEY RUVIN, CLERK
OF CIRCUIT COURTS

CERTIFICATE OF REINCORPORATION

Pursuant to s. 617.0901, Florida Statutes, this certificate of reincorporation was duly authorized by a meeting of its members regularly called or by a meeting of its board of directors if there were no members entitled to vote on the reincorporation:

ARTICLE I NAME

The name of the corporation shall be:

Westview Country Club, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be:

2601 N.W. 119th Street, Miami, Florida 33167

ARTICLE III PURPOSE

The specific purpose for which the corporation is organized:

To establish, maintain, conduct and operate a golf and country club for the accommodation of its members and their friends and to provide, operate and maintain a golf course, tennis courts, reading rooms, swimming pool, club house and other conveniences, and generally to afford its members and their friends all the normal privileges, advantages, conveniences and accommodations of a golf and country club.

To develop and advance all legitimate athletic sports and to provide suitable accommodations thereto.

To provide, maintain and operate restaurants, refreshment rooms and other conveniences in connection therewith.

To acquire, hold, lease, mortgage, sell, transfer and convey property, real and personal, to any extent deemed advisable for maintaining and advancing the objects of the corporation; also, for the purpose of doing any other things which may be requisite for the performance of or capable of being used in connection with any of the objects of the corporation; and to raise money by subscription, and to grant any rights and privileges to members of said corporation; and said corporation shall have and utilize all the rights, powers and privileges permitted by Chapter 617, Florida Statutes.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The directors shall be elected by the members that are entitled to vote.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the Incorporator are:

John Shiekman
200 East Broward Boulevard, Suite 1500
Fort Lauderdale, FL 33301

ARTICLE VI INCORPORATOR

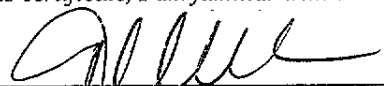
The name and address of the Incorporator are:

John Shiekman
200 East Broward Boulevard, Suite 1500
Fort Lauderdale, FL 33301

Article VII Indebtedness

The highest amount of indebtedness or liability
to which the corporation may at any time subject
itself shall never be greater than Three Million Dollars
(\$3,000,000).

.....
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



John Shiekman Registered Agent

5/1/00
Date



John Shiekman Incorporator

5/1/00
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -2 PM 3:19