N00000005042

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Colony Golf & Country Club, Inc.

DOCUMENT NUMBER: N00000005042

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

Please return all correspondence concerning this matter to the following:

Steve Adamczyk
(Name of Contact Person)

Varnum LLP
(Firm/ Company)

999 Vanderbilt Beach Road, Suite 200
(Address)

Naples, Florida 34108
(City/ State and Zip Code)

sjadamcyk@varnumlaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Steve Adamczyk at 239 241-7384
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

■ $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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

The Colony Golf & Country Club, Inc.

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

N00000005042

(Document Number of Corporation (if known)

Pursuant to the provisions of section 617.1006, Florida Statutes, this ***Florida Not For Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ *The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." **"Company" or "Co." may not be used in the name.***

B. Enter new principal office address, if applicable: _____
(Principal office address MUST BE A STREET ADDRESS)

_____

_____

C. Enter new mailing address, if applicable: _____
(Mailing address MAY BE A POST OFFICE BOX)

_____

_____

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

_____
(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) *(Zip Code)*

New Registered Agent's Signature, if changing Registered Agent:
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)
Please note the officer/director title by the first letter of the office title:
P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change	PT	John Doe
X Remove	V	Mike Jones
X Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) X Change	P, D	Bill Lawrence	4101 Pelican Colony Blvd
____ Add			Bonita Springs, FL 34134
____ Remove			
2) X Change	D	Ron Greenwald	4101 Pelican Colony Blvd
____ Add			Bonita Springs, FL 34134
____ Remove			
3) ____ Change	S, D	Nancy Saia	4101 Pelican Colony Blvd
X Add			Bonita Springs, FL 34134
____ Remove			
4) ____ Change		Joe Kidd	
____ Add			
X Remove			
5) ____ Change			
____ Add			
____ Remove			
6) ____ Change			
____ Add			
____ Remove			

E. If amending or adding additional Articles, enter change(s) here:
(*attach additional sheets, if necessary*). *(Be specific)*

Please see attached amendments to Article VII the Articles of Incorporation for The Colony Golf & Country Club, Inc.

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date <u>if applicable</u>: _____

(no more than 90 days after amendment file date)

<u>Note:</u> If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(<u>CHECK ONE</u>)**

☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated August 24 2023

Signature William J Lawrence

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

William Lawrence

(Typed or printed name of person signing)

Its President

(Title of person signing)

PROPOSED AMENDMENT TO THE
ARTICLES OF INCORPORATION
FOR
THE COLONY GOLF & COUNTRY CLUB, INC.

Article VII of the Articles of Incorporation is deleted in its entirety and replaced with the following Article VII as follows. For current text, see existing Article VII of Articles of Incorporation.

(A) Indemnity. The Club shall indemnify any officer, Governor, or committee member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Governor, officer, or committee member of the Club, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the Club, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Club, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Club, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, Governors, and committee members as permitted by Florida law.

(B) Defense. To the extent that a Governor, officer, or committee member of the Club has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section (A) above, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him or her in connection therewith.

(C) Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Club in advance of the final disposition of such action, suit, or proceeding on behalf of the affected Governor, officer, or committee member. The Governor, officer or committee member shall be required to follow the requirements of F.S. 607.0853 and agree to repay such amount if it shall ultimately be determined that said Governor, officer or committee member is not entitled to be indemnified by the Club as authorized by this Article VIII.

(D) Miscellaneous. The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a Governor, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

(E) Insurance. The Club shall have the power to purchase and maintain insurance on behalf of any person who is or was a Governor, officer, committee member, employee, or agent of the Club, or a Governor, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Club would have the power to indemnify him or her against such liability under the provisions of this Article.

(F) Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VII may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.