

NO7719

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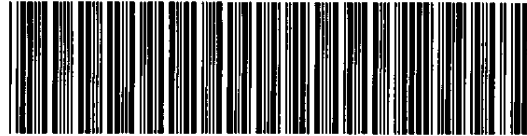
(Business Entity Name)

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14 OCT -7 AM 10:22
DIVISION OF CORPORATIONS
STATE OF NEW YORK

C. Lewis
10-16-14



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 26, 2014

HILL LAW FIRM / ATTN: JENNIFER L. DALY, ESQ.
458 S. TAMiami TRAIL
OSPREY, FL 34229 US

SUBJECT: SANDPIPER KEY YACHT CLUB, INC.
Ref. Number: N07719

We have received your document for SANDPIPER KEY YACHT CLUB, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please fill out the last page of the amendment form. Please sign and date the form. We do not file new articles of incorporation. Please either list as amendment or amended and restated.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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) 245-6050.

Carolyn Lewis

Regulatory Specialist II

Letter Number: 514A00020677

HILL LAW FIRM

Cindy A. Hill, Esq.

Jennifer L. Daly, Esq.

458 S. Tamiami Trail
Osprey, FL 34229

www.hill-lawpa.com
Telephone: (941) 244-0098
Facsimile: (941) 244-0548

Adam M. Bragg, Esq., of Counsel

Matthew J. Thompson, Esq., of Counsel

September 15, 2014

Via: U.S. Mail

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Sandpiper Key Yacht Club, Inc. Amended Articles

Dear Secretary of State:

Enclosed please find the Amendments to the Articles of Incorporation of Sandpiper Key Yacht Club. Also, enclosed is a check in the amount of \$35.00 for the filing fee for the documents.

Please record the Amendments in the Records of the State of Florida and return the original filed documents in the enclosed self-addressed stamped envelope.

If you have any questions regarding this matter, please feel free to contact me at your earliest convenience.

Sincerely,



Jennifer L. Daly, Esq.
For the Firm

Enclosure

*Need
Signature
page for
amendment
Sent Arts of Inc
Back
9-26-14*

AMENDMENTS TO
THE ARTICLES OF INCORPORATION
OF SANDPIPER KEY YACHT CLUB

14 OCT -7 AM 10:22

New language is indicated by underlined type. Removed language is indicated by ~~stricken through~~ type.

The Amendments are as follows:

1. Paragraph B of Article III is amended as follows:

To establish a budget and to fix assessments to be charged to and collected from the members of the Corporation, for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Corporation and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance, improvements and replacements. ~~Only Class A members (as defined in Article IV) will be subject to assessment; however, the Class B member (as defined in Article IV) may supplement the budget from time to time as it sees fit.~~ Assessments for Class A members may vary depending on the size of their dock slip.

2. Article IV is amended as follows:

Every person or entity owning a membership in the Corporation is a member of the Corporation; membership ceases when a member's ownership of a membership is terminated, either voluntarily or involuntarily. There shall be 60 authorized memberships in the Corporation, each of which is initially owned by Sandpiper Key Associates, a Florida general partnership (hereinafter referred to as "Charter Member"). In the event the number of dock slips available within the Corporate Property shall increase or decrease to an amount other than 60 on any future date, then the number of memberships authorized hereunder shall change automatically to correspond, as of such date, to a number equal to the number of dock slips available within the Corporation Property on such date. ~~Further, the number of authorized memberships may be reduced upon the voluntary relinquishment of any number of memberships owned by Charter Member, which shall be advanced by written notice from Charter Member to the board of directors of the Corporation, and upon receipt of such written notice, the number of authorized memberships hereunder shall be reduced by the number of memberships so relinquished.~~

~~There shall be two classes of membership in the Corporation. Class A members shall be those other than Charter Member, and only the owner of a unit at Sandpiper Key or Sandpiper Key II may be a Class A member. The Charter Member shall be the Class "B" member. Class A members only shall be subject to assessments; however, the Class B member may supplement the budget from time to time as it sees fit.~~ Anyone who has the legal right to park close to the Corporation Property may become a Member. A Class A membership terminates automatically upon the termination of a Class A member's vested interest in the fee title ownership of Sandpiper Key or Sandpiper Key II.

A membership or any share in funds or assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, without prior written approval from the board of

directors, or except as provided herein or in the Bylaws. The board of directors, on behalf of the Corporation, may charge a transfer fee, to be set by the board, upon assignment of membership. ~~Memberships are only assignable to a unit owner at Sandpiper Key or Sandpiper Key II.~~

3. Article VI is amended as follows:

A. The affairs of the Corporation shall be managed by a board of directors consisting initially of three directors. The number of directors comprising succeeding boards of directors shall be as provided from time to time in the bylaws of the Corporation, but in no event shall there be an even number of directors or less than three or more than nine directors. The directors need not be members of the Corporation.

~~B. All directors shall be appointed and shall serve at the pleasure of the Charter Member; until the annual meeting of members following the first fiscal year of the Corporation for which assessments are levied against the assessable property. Commencing with said annual meeting and continuing thereafter until the "turnover" annual meeting of the members, Charter Member shall have the right to appoint a majority of the board of directors. Commencing with the "turnover" annual meeting of the members, All directors shall be elected by the members at the annual meeting. As used herein, the "turnover" annual meeting shall mean the first annual meeting of members following the date on which Charter Member, its successors and assigns, no longer holds for sale in the ordinary course of business memberships of the Corporation or, if earlier, the date on which Charter Member relinquishes its right to appoint a majority of the board of directors.~~

~~C. Until the "turnover" annual meeting, all directors who are not subject to appointment by Charter Member shall be elected by a vote of the Class A members.~~

~~CD.~~ All elections of directors shall be by plurality vote.

~~DE.~~ All directors, whether appointed or elected, shall serve the terms of two ~~one~~ years in accordance with the bylaws. Any elected director may be removed from office with or without cause by majority vote of the membership class ~~that elected such director but not otherwise. In no event may a board member appointed by a Charter Member be removed except by action of Developer.~~

~~EF.~~ The names and addresses of the members of the first board of directors who shall hold office until the first annual meeting of members and until their successors are elected or appointed and have qualified, are as follows:

Ronald K. Drews, 5200 S. Tamiami Trail, Sarasota, Florida
James Elwood, 5200 S. Tamiami Trail, Sarasota, Florida
Nancy Arbuckle, 5200 S. Tamiami Trail, Sarasota, Florida

4. Article X is amended as follows:

~~The first board of directors of the Corporation shall adopt bylaws consistent with these Articles. Thereafter, the These~~ bylaws may be altered, amended, or rescinded by vote of two-thirds of the members ~~directors~~ in the manner provided in such bylaws.

5. Article XI is amended as follows:

These Articles may be altered, amended, or repealed by vote of two-thirds of the members of the board of directors. ~~No amendment affecting the rights of Charter Member shall be effective without the prior written consent of Charter Member. No amendment diminishing the voting rights of any class of members shall be effective without approval of such amendment by majority vote of the members of such class voting separately as a class. No amendment to this Article X shall be effective without approval of such amendment by majority vote of the members of each class voting separately as a class.~~

6. Article XII is amended as follows:

The registered office of the Corporation shall be a ~~5200 S. Tamiami Trail, Sarasota, Florida;~~ 458 S. Tamiami Trail, Osprey, FL 34229, and the registered agent at such address shall be ~~Ronald K. Drews~~ Cindy A. Hill, Esq. The Corporation may, however, maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the board of directors.

7. Paragraph A of Article XV is amended as follows:

The Corporation may be dissolved upon a resolution to that effect being approved by ~~Charter Member~~ and two-thirds of the members of the board of directors, and, if a judicial decree is necessary at the time of dissolution, then after receipt of an appropriate decree as provided for in Section 617.05, Florida Statutes, or any statute of similar import then in effect.

8. Article XVI is amended as follows:

An owner of a membership in the Corporation shall be entitled to the exclusive right and privilege to use and occupy one, and only one, dock slip per membership within the Corporation Property. The board of directors shall assign a dock slip to each membership at or prior to the time the first owner of such membership, ~~other than Charter Member,~~ is approved for membership in the manner provided in the Bylaws. Such assignment of a dock slip to a membership shall be permanent except as otherwise provided in this Article, and shall be evidenced by a written certificate executed by the secretary which shall evidence the action of the board of directors. Only the member's vessel, designated at the time of application, may be moored at the member's slip except as otherwise provided in these Articles, Bylaws, and rules and regulations.

At any time after the initial assignment of a dock slip to a membership, the board of directors may, by majority vote, revoke such assignment upon the written request of the owner or owners, collectively, of the membership to which revocation of the assignment is sought. The board of directors may, by majority vote, revoke dock privileges or a membership itself for reasons set forth in the Articles, Bylaws, or rules and regulations. ~~Dock slips appurtenant to memberships in the Charter Member's name may be used for guest dockage purposes subject to the discretion of the board of directors and as provided in the rules and regulations.~~

9. Article XVII is amended as follows:

Use of dock slips and other facilities is subject to the provisions of these Articles, the Bylaws and any rules or regulations now or hereafter promulgated by the board of directors. No alteration or addition to any dock, pier, slip or any Corporation property is allowed without prior written consent of the board of directors. No commercial use may be made of any dock slip. No person shall be allowed to live aboard any vessel docked at the Corporation Property ~~unless the board of directors shall have consented in writing to same, which consent shall be in the sole discretion of the board, and provided that such activity is permitted by applicable zoning codes at that time.~~

~~The Class B member is authorized to lease its dock spaces to residents of Sandpiper Key or Sandpiper Key II. Class A members are not permitted to lease out dock space until Charter Member has sold all its memberships, except that a Class A member may lease its dock space to a renter of the member's own unit at Sandpiper Key or Sandpiper Key II; thereafter~~ The rental policy of the Corporation shall be as promulgated by the board of directors from time to time.

FILED
SECRETARY OF S
DIVISION OF CORPOR

The date of each amendment(s) adoption: June 13, 2014, if other than the date this document was signed.

14 OCT -7 AM

Effective date if applicable: June 13, 2014
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ 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

10-3-2014

Signature

Thomas P Kemp

(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)

Thomas Kemp

(Typed or printed name of person signing)

Commodore

(Title of person signing)