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PICK-UP

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(Business Entity Name)

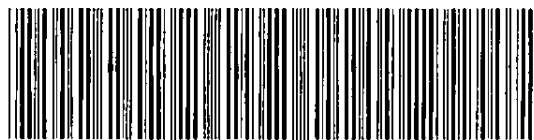
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 22, 2023

TOM LINDLEY
700 FLORIDA MANGO RD
WEST PALM BEACH, FL 33406

SUBJECT: NATIONAL CROQUET CLUB, INC.
Ref. Number: N10000010712

We have received your document for NATIONAL CROQUET CLUB, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form you submitted is for a Florida Profit Corporation, but your entity is a Florida Not for Profit Corporation. Please complete and return the enclosed blank form(s).

* 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.

Morgan E Lovett
Regulatory Specialist II

Letter Number: 323A00019526

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: National Croquet Club, Inc.

DOCUMENT NUMBER: N1000001072

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

Please return all correspondence concerning this matter to the following:

Tom Lindley, President
(Name of Contact Person)

National Croquet Club, Inc.
(Firm/ Company)

700 Florida Mango Road
(Address)

West Palm Beach, FL 33406
(City/ State and Zip Code)

telin@comcast.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tom Lindley

(Name of Contact Person)

(503) 784-6747
(Area Code) (Daytime Telephone Number)

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

- | | | | |
|------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

National Croquet Club, Inc.

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

N100000010712

(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:

N/A

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)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

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:

N/A

(Florida street address)

New Registered Office Address:

N/A

(City)

Florida

(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.

N/A

Signature of New Registered Agent, if changing

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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	<u>N/A</u>	_____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

- The Amended Articles replace in their entirety the former Articles, although many provisions retain the same text.
- New Articles I through IV are identical to prior Articles I-IV.
- Article V retains the sentence "The Corporation shall have

no capital stock and shall be composed of members rather than shareholders."

- However, the new Article V no longer provides that certificates of membership shall be issued.
- Article VI remains the same except for a grammatical correction.
- Article VII removes the reference to certificates and provides other qualifications.
- Article VIII remains the same except for a grammatical correction.
- Article IX removes the reference to certificates and provides for a Board role.
- Article X remains the same.
- Article XI now provides for a Director-At-Large and direct election of the Officers by the membership.
- Article XII revises only Section B, leaving the mechanism to the Bylaws.
- Article XIII remains the same.
- Article XIV remains substantively the same.
- Article XV, second part, broadens the authority of a supermajority vote.
- Articles XVI through XXII remain substantively the same.

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The date of each amendment(s) adoption: June 12, 2023, if other than the date this document was signed.

Effective date if applicable: N/A (same as date adopted)
(no more than 90 days after amendment file date)

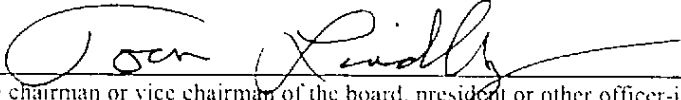
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (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 October 10, 2023

Signature 
(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)

Tom Lindley
(Typed or printed name of person signing)

President of the Board
(Title of person signing)

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ARTICLE V

CAPITAL STOCK

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

ARTICLE VI

PROHIBITION AGAINST DISTRIBUTION OF INCOME

The Corporation does not permit pecuniary gain or profit. No dividend shall be paid and no part of the income of the Corporation shall inure to the benefit of any member, Board member or officer, and as such they will have no interest in or title to any of the property or assets of the Corporation. Nothing herein shall prohibit the Corporation from reimbursing its Board members and officers for expenses reasonably incurred in performing services rendered to the Corporation. Nor shall anything herein be construed to prohibit payment by the Corporation of compensation in a reasonable amount to a Board member or officer for services rendered to the Corporation in a capacity other than as a Board member or officer, but only as approved by the Board..

ARTICLE VII

MEMBERS

The members of the Corporation shall be those persons whose applications for membership have been approved by the Board and who are in good standing under the Bylaws.

ARTICLE VIII

MEMBERSHIPS

The Corporation shall have members. Eligibility for and procedures for issuing such memberships shall be as provided in the Bylaws. Members shall have such voting rights and shall pay such membership, initiation and other fees, assessments, dues and charges as provided in the Bylaws.

ARTICLE IX

TRANSFER OF MEMBERSHIP

A membership may be transferred only in accordance with the Bylaws.

ARTICLE X

BOARD OF DIRECTORS

- A. The Board of Directors shall be comprised of members who are entitled to vote on all matters coming before the Board. The number, authority and qualifications of members of the Board of Directors shall be as provided in the Bylaws.
- B. The Board of Directors will be responsible for the administration of the Corporation and will have the exclusive authority to establish membership and initiation fees, set dues and assessments, establish rules and regulations and, in general, control the management and officers of the Corporation in accordance with the provisions of the Bylaws.
- C. The number of Directors may either be increased or decreased from time to time, in accordance with the Bylaws, but shall never be less than three (3).

ARTICLE XI

OFFICERS

The affairs of the Corporation shall be managed by a President, a Vice President, a Secretary, a Treasurer, and a Director(s) at Large, and such other officers and assistant officers as the Board from time to time determines appropriate. Officers of the Corporation shall be elected by the Members in accordance with the Bylaws. Each member of the Board of Directors shall serve for a term as set forth in the Bylaws.

ARTICLE XII

REMOVAL OF DIRECTORS AND OFFICERS

Any Board member or officer may be removed with or without cause and for any reason prior to the expiration of his or her term in the following manner:

- A. Any Board member may be removed with or without cause and for any reason, upon a petition to the Board of Directors in writing signed by twenty percent (20%) of the members then entitled to vote and the approval of such recall, at a meeting of the members at which

a quorum is present, by a two-thirds (2/3) vote of the members voting at such meeting, either in person or by proxy. The Board of Directors shall call a special meeting to be held within sixty (60) days after receipt of the petition and notice shall be given to all members at least ten (10) days prior to such meeting in the manner provided in the Bylaws for giving notice of special meetings. At any such meeting the subject Board member shall be given the opportunity to be heard.

- B. Any officer may be removed as set forth in the Bylaws.

ARTICLE XIII

LIABILITY FOR DEBTS AND INDEMNIFICATION

Neither the members nor the officers or Directors of the Corporation shall be liable for the debts of the Corporation. The Corporation shall indemnify and hold harmless each person who shall serve at any time as a Board member or officer of the Corporation from and against any and all claims and liabilities to which such persons shall become subject by reason of his having been, or hereafter being, a Board member or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him as a Board member or officer, and shall promptly pay each such person for all attorneys' fees (including appeals) and other expenses reasonably incurred by him in connection with any such claim or liability.

ARTICLE XIV

AMENDMENT OF BYLAWS

- A. The Bylaws may be altered or amended by two-thirds (2/3) of the votes cast in person or by proxy at any duly called and constituted Annual or Special meeting of the voting members at which a quorum is present. A proposed amendment must be set forth in or attached to the notice of the meeting.
- B. The Bylaws may also be altered or amended without a meeting by written consent, provided:
1. The request for the members' consents sets forth the text of the proposed amendment;
 2. Signed consents are delivered to the office of the Corporation within ten (10) business days from the date of mailing of the request for such consent to the voting members by the Corporation, and
 3. Such written consents are given within the specified time by two-thirds (2/3) of the members who are eligible to vote.

ARTICLE XV

AMENDMENT OF ARTICLES AND APPROVAL OF OTHER MAJOR ACTIONS

A majority vote of the voting members of the Corporation and a majority vote of the voting members of the Board of Directors will be required to authorize or approve any of the following actions:

1. Merger or consolidation of the Corporation with another entity, and
2. Voluntary dissolution of the Corporation

For all other purposes, these articles may be amended by a two-thirds (2/3) affirmative vote of those voting at a Special or Annual meeting of the members that has been properly called for such purpose and with an established quorum. A proposed amendment must be set forth in or attached to the notice of the meeting.

ARTICLE XVI

MEMBERSHIP FEES

Membership and initiation fees shall be in such amounts as may be fixed, from time to time, by the Board of Directors in accordance with the provisions of the Bylaws. All membership and initiation fees shall be paid to the Corporation.

ARTICLE XVII

DUES, ASSESSMENTS AND CHARGES

Members shall pay dues, assessments and charges in accordance with the Bylaws.

ARTICLE XVIII

MANAGEMENT AGREEMENT

The Board of Directors may authorize the officers of the Corporation to enter into a management agreement with any person, firm or corporation to manage the affairs of the Corporation.

ARTICLE XIX

CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction ("matter") between the Corporation and any other person, firm, association, corporation or partnership ("parties" or "party," as the case may be) shall be affected or invalidated by the fact that any Board member or officer of the Corporation is pecuniarily or otherwise interested in, or is a director, officer or member of any such other party, or is pecuniarily or otherwise interested in such matter, or in any way connected with any parties pecuniarily or otherwise interested therein, provided such contract or transaction has been fully disclosed in writing to the Board of Directors prior to its inception. Any Board member may be counted in determining the existence of a quorum at any meeting of the Board for the purpose of authorizing such matter with like force and effect as if he or she were not so interested, or were not a director, member or officer of such other party; however, a Board member who has disclosed a pecuniary or other interest in a matter may not cast a vote on any such matter.

ARTICLE XX

DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, all of the property and assets of the Corporation, after payment of its debts, shall be distributed among its members in accordance with the Bylaws.

ARTICLE XXI

INCORPORATOR

The name and address of the incorporator of the Corporation follows:

Name

Address

W. David McCoy

2506 Players Court
Wellington, FL 33414

ARTICLE XXII

REGISTERED OFFICE AND REGISTERED AGENT

Office address of the initial registered office of the Corporation shall be 700 Florida Mango Road, West Palm Beach, Florida, 33406. The name of the initial registered agent of the corporation at such address shall be W. David McCoy.

Acceptance of Appointment

I David McCoy hereby accepts appointment of Registered Agent in the State of Florida for National Croquet Club, Inc. I understand that as agent for the, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office of the corporation for which I am agent. I further agree to comply with the provisions of all statutes relating to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


W. David McCoy, Registered Agent

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 30th day of October, 2010.


W. David McCoy, Incorporator

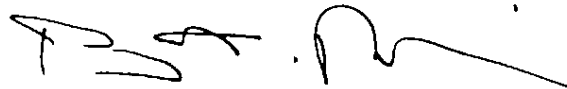
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AMENDED AND ADOPTED THIS 12th DAY OF JUNE 2023.

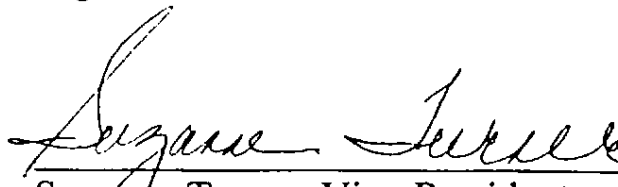
Signed :


Tom Lindley, President

Signed and Witnessed:


Bob Rochedieu, Secretary

Signed and Witnessed:


Suzanne Turner, Vice-President

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