

Division of Corporations

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
ESPLANADE GOLF & COUNTRY CLUB OF NAPLES, INC.

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**CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION OF
ESPLANADE GOLF & COUNTRY CLUB OF NAPLES, INC.**

(A Florida corporation not for profit)

Pursuant to Chapter 617.1006 of the Florida Not For
Profit Corporation Act

CHRISTOPHER G. LONG, Secretary of ESPLANADE GOLF & COUNTRY CLUB OF
NAPLES, INC., a Florida corporation not for profit ("Club"), does hereby certify under the seal of
the Club as follows:

1. The Club was originally incorporated on May 20, 2013, Document Number
N13000004697, under Chapter 617 of the laws of the State of Florida.
2. The Declaration of Covenants, Conditions, Restrictions and Easements for Esplanade
Golf & Country Club of Naples was recorded on June 12, 2013, in Official Records Book 4932,
Page 1245, *et. seq.*, of the Public Records of Collier County, Florida.
3. Article XIII, Section B, of the Articles provides that after the First Conveyance and
prior to the Turnover Date the Articles may be amended solely by a majority vote of the Board,
without the prior written consent of the Members, at a duly called meeting of the Board.
4. The Board of Directors of the Club is desirous of amending the Articles as provided
herein.
5. The following Amendments were adopted by the Board of Directors by Written
Consent in Lieu of Meeting on October 19, 2018, and there are no members entitled to vote on the
Amendment.

NOW, THEREFORE, the Articles are hereby amended as follows:

- I. Article X, Section A, is hereby amended to read as follows:

A. The number of Directors on the first Board of Directors of the Club
("First Board") and the "Initial Elected Board" (as hereinafter defined) shall be no
less than three (3) and no more than five (5) as determined by Declarant. The
number of Directors elected by the Members at the "Initial Election Meeting"
~~subsequent to the "Declarant's Resignation Event"~~ (as hereinafter defined) and

~~thereafter~~ shall be ~~not less than~~ an odd number of not less than three (3) nor more than seven (7) as provided in Section D below, as the Board shall from time to time determine prior to each meeting at which Directors are to be elected. Except for Declarant-appointed Directors, Directors must be Members or the parents, children or spouses or officers or directors of Members. There shall be only one (1) vote for each Director.

2. Article X, Section D, is hereby amended to read as follows:

D. Upon the Turnover Date, the Golf Members and Club Members ~~(other than Declarant)~~ ("Purchaser Members") shall be entitled to elect not less than a majority of the Board. The Golf Members shall elect three (3) Directors, the Club Members and Original Resident Members shall elect three (3) Directors and one (1) Director shall be elected at large. The election of not less than a majority of the Board by the Purchaser Members shall occur at a special meeting of the Membership to be called by the Board for such purpose ("Initial Election Meeting"). The First Board shall serve until the Initial Election Meeting.

3. Article X, Section F, is hereby amended to read as follows:

F. At the Initial Election Meeting, Golf Members shall elect three (3) Directors, the Club Members shall elect three (3) Directors and one (1) Director shall be elected at large ~~Purchaser Members shall elect all of the Directors unless Declarant, until the Declarant's Resignation Event, exercises its right to, designate one (1) Director (same constituting the "Initial Elected Board"). Declarant reserves and shall have the right, until the Declarant's Resignation Event, to name the successor, if any, to any Director it has so designated.~~

4. Article X, Section I, is hereby deleted in its entirety.

(words ~~struck through~~ are deleted; words **bolded and double-underlined** are added)

(signature page follows)

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by the Secretary of the Club this 19th day of October, 2018.

WITNESSES:

ESPLANADE GOLF & COUNTRY CLUB
OF NAPLES, INC.
a Florida not-for-profit corporation

[Signature]
Print Name: John Wallard

Briana Riti
Print Name: Briana Riti

By: [Signature]
CHRISTOPHER G. LONG, Secretary

(CORPORATE SEAL)

STATE OF FLORIDA)
COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by CHRISTOPHER G. LONG, as Secretary of ESPLANADE GOLF & COUNTRY CLUB OF NAPLES, INC., a Florida not-for-profit corporation, freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of October, 2018.

My Commission Expires:

[Signature]
Notary Public

Typed, printed or stamped name of Notary Public

