

Division of Corporations

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Florida Department of State

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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

JOHN WOLLARD, 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 February 19, 2019, and there are no members entitled to vote on the Amendment.

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

1. 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 added as follows:

I. At each Annual Members' Meeting held subsequent to Declarant's Resignation Event, all of the Directors shall be elected by the Golf Members and Club Members. At the first Annual Members Meeting held after the Initial Election Meeting, a "staggered" term of office of the Board shall be created as follows:

1. a number equal to fifty percent (50%) of the total number of Directors rounded to the nearest whole number is the number of Directors whose term of office shall be established at two (2) years and the Directors serving for a two (2) year term will be the Directors receiving the most votes at the meeting; and

2. the remaining Directors' terms of office shall be established at one (1) year.

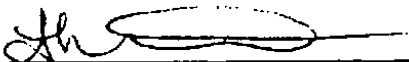
At each Annual Members' Meeting thereafter, as many Directors of the Club shall be elected as there are Directors whose regular term of office expires at such time, and the term of office of the Directors so elected shall be for two (2) years, expiring when their successors are duly elected and qualified.

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

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by the Secretary of the Club this 19th day of February, 2019.

WITNESSES:

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



Print Name: Angeline L. Lardopoulos



Print Name: Lindsay Gayheart

By: 

JOHN WOLLARD, 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 JOHN WOLLARD, 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 February, 2019.

My Commission Expires:


Notary Public

Typed, printed or stamped name of Notary
Public

