5/27/2021 Division of Corporations

N13000004697

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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

REBEKAH NORTON, 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 May 19, 2021, and there are no members entitled to vote on the Amendment.

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

1. Article X, Section (I) of the Articles is hereby deleted and left blank for future use.

I. **Intentionally left blank for future use.**

~~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 who 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' term 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.~~

2. **Article XIII, Section (C) of the Articles is hereby amended as follows:**

C. After the Turnover Date, these Articles may be amended in the following manner:

1. (a) The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Members, which may be at either the Annual Members' Meeting or a special meeting. Any number of proposed amendments may be submitted to the Members and voted upon by them at one (1) meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member within the time and in the manner provided in the Bylaws for the giving of notice of meetings.

(c) At such meeting, a vote of the Members shall be taken on the proposed amendment(s). The proposed amendment(s) shall be adopted upon receiving the affirmative vote of a majority of **all Lots**~~**the total number of Members in the Club**~~.

2. An amendment may be adopted by a written statement (in lieu of a meeting) signed by all Members and all members of the Board setting forth their intention that an amendment to the Articles be adopted.

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

(SIGNATURES APPEAR ON THE FOLLOWING PAGE)

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by the Secretary of the Club this 19th day of May, 2021.

WITNESSES:

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

Tanya
Print Name: Tanya Holden

Gina Delevieleuse
Print Name: GinaDelevieleuse

BY: _____
REBEKAH NORTON, 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 means of [x] physical presence or [ ] online notarization by REBEKAH NORTON, as Secretary of ESPLANADE GOLF & COUNTRY CLUB OF NAPLES, INC., a Florida not-for-profit corporation, freely and voluntarily under authority duly vested in her 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 27 day of May, 2021.

My Commission Expires:

JESSICA K LINN
State of Florida-Notary Public
Commission # GG 170813
My Commission Expires
April 18, 2022

Notary Public
Jessica K. Linn
Typed, printed or stamped name of Notary Public

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