

N14659

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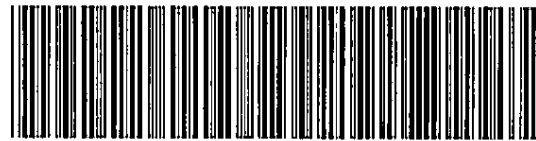
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JUN 22 2020

2020 JUN 22 PM 3:23

Amend

AUG 07 2020
I ALBRITTON

McCabe & Ronsman

ATTORNEYS AT LAW

June 17, 2020

Via Certified Mail

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment

Name of Corporation: 5200 Club Association, Inc.

Document Number: N14659

To Whom It May Concern:

The enclosed Articles of Amendment and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

McCabe & Ronsman
Attn: Chase Mills, Esq.
110 Solana Road, Suite 102
Ponte Vedra Beach, FL 32082

For further information concerning this matter, please contact me at (904) 396-0090 ext. 280. Enclosed is a check in the amount of \$35.00 for the filing fee.

Sincerely,
MCCABE & RONSMAN



Chase Mills, Esq.

Enclosures:

Articles of Amendment
Check #1249

2020 JUN 22 PM 3:23

**AMENDED & RESTATED ARTICLES OF INCORPORATION
OF
5200 CLUB ASSOCIATION, INC.**

A Florida Not-for-Profit Corporation

*(Substantial rewording of Articles of Incorporation. See current Articles of
Incorporation for present text)*

These are the Amended and Restated Articles of Incorporation (hereinafter "Articles") of 5200 Club Association, Inc., originally filed with Florida Department of State on April 30, 1986, under Charter Number N14659. Amendments included have been added pursuant to the Florida Not for Profit Corporation Act, F.S. Chapter 617.

For historical reference, the street address of the initial principal office was 5200 San Jose Blvd., Jacksonville, FL 32207, and the initial mailing address was 5200 San Jose Blvd., Jacksonville, FL 32207. The names of the original incorporators, and their addresses at the time of incorporation, were George Auchter, III, 5200 San Jose Blvd., Jacksonville, FL 32207, and Larry K. Henson, 5200 San Jose Blvd., Jacksonville, FL 32207. The street address of the initial registered office was 850 Edward Ball Building, Jacksonville, FL 32202, and the name of the initial registered agent was William A. Hamilton, III. The name and address of the current registered office is Becker & Poliakoff, PA, 111 N. Orange Ave., #1400, Orlando, FL 32801. The Board of Directors may, from time to time, change the designation of the principal office, the mailing address of the corporation, the registered office and the registered agent, in the manner provided by law.

ARTICLE I
NAME

The name of this corporation is 5200 CLUB ASSOCIATION, INC. (herein referred to as the "Association").

ARTICLE II
PURPOSES

The purposes and object of the Association shall be to administer the operation and management of 5200 Club, a condominium (the "Condominium"), established pursuant to Chapter 718, Florida Statutes (the "Condominium Act"), on the real property in Duval County, Florida and described in the Declaration of Condominium of 5200 Club, a Condominium (the "Declaration") and to undertake and perform all acts and duties incident to the administration, operation and management of the Condominium in accordance with the terms, provisions, conditions and authorizations contained herein and in the Declaration; and to own, operate, lease, sell, manage and otherwise deal with such real and personal property as may be necessary or convenient for the administration of the Condominium. The Association shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III

DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration or the Condominium Act, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV

QUALIFICATIONS OF MEMBERS

The qualification of the members, their admission to membership, termination of membership, and voting by members shall be as follows:

1. Members of the Association shall consist of all of the Owners of condominium Units in the Condominium, and no other persons or entities shall be entitled to membership.

2. A person shall become a member by the acquisition of a fee ownership interest in a Unit in the Condominium, whether by conveyance, devise, judicial decree or otherwise. The membership of any person shall be automatically terminated upon his being divested of his title to or interest in the Unit. Transfer of membership shall be recognized by the Association upon its being provided with a certified copy of the recorded deed conveying title to a Unit to the new member. If a corporation is the recorded Owner of a Unit, the corporation shall designate one officer or director as the member.

3. Except as an appurtenance to his Unit, no member can assign, hypothecate or transfer in any manner, his membership in the Association or his interest in the funds and assets of the Association. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws which may be hereafter adopted.

4. On all matters on which the membership shall be entitled to vote, there shall be only one vote for each Condominium Parcel in the Condominium. A vote may be exercised or cast by the Owner or Owners of each Condominium Parcel in such manner as may be provided in the Bylaws hereafter adopted by the Association. Those Members whose voting rights are suspended pursuant to the terms of the Condominium Documents and/or Florida law shall not be entitled to cast the vote assigned to the Unit for which the suspension was levied during the period of suspension, and such Voting Interests shall be subtracted from the required number of votes when calculating any required vote or quorum for the period during which such suspension exists.

ARTICLE V

TERM OF EXISTENCE

This Association is to exist perpetually.

ARTICLE VI
OFFICERS

1. The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal of Officers, for filling vacancies, and for the duties of the Officers.

ARTICLE VII
BOARD OF DIRECTORS

1. The property, business, and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors.

2. Each director shall be a member of the Association. All of the duties and powers of the Association existing under the Condominium Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations shall be exercised exclusively by or under the direction of the Board of Directors, as provided in the Bylaws, subject only to approval by Members when such approval is specifically required.

3. Subject to the Declaration, the Board of Directors shall be elected by the members of the Association from among the membership at the annual membership meeting as provided in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

ARTICLE VIII
BYLAWS

1. The Board of Directors of this Association may provide such Bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time.

2. The Bylaws may be amended, altered or rescinded in the manner provided in the Bylaws.

ARTICLE IX
AMENDMENTS

These Articles of Incorporation may be amended as follows:

1. Amendments shall be proposed by the Board of Directors of the Association acting upon a vote of a majority of the directors.

2. Such proposed amendments shall become effective when approved by an affirmative vote of at least a majority of the entire voting interest of the Association (5 votes). The membership shall vote on the proposed amendments at any regular or specially called meeting for such purpose, the notice of which shall describe the amendment or amendments being proposed. Vote may be in person or by written proxy. An amendment when adopted shall become effective after being recorded in the Duval County Public Records according to law and filed with the Secretary of State according to law.

ARTICLE X **LOCATION**

The location of this Association shall be at 5200 San Jose Blvd., Jacksonville, Duval County, Florida or at such other place or places as the Board of Directors may designate.

ARTICLE XI **NONPROFIT STATUS**

1. No part of the net earnings of the Association shall inure to the benefit of any individual or member.

2. The Association shall not carry on propaganda, or otherwise act to influence legislation.

ARTICLE XII **INDEMNITY**

The Association shall indemnify any Officer, Director, or Committee Member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, Officer, or Committee Member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, unless (1) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (2) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person failed to act in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and Committee Members as permitted by Florida law. In the event of a settlement, the right to

indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association.

IN WITNESS WHEREOF, the undersigned officers certify these Amended and Restated Articles of Incorporation were approved by a majority of the entire voting interest of the Association as provided for in Article IX of the Articles of Incorporation for the Association.

Witnesses

5200 Club Association, Inc.

Lynn S. Fowler
Signature of Witness 1

Mary O'Brien
Mary O'Brien, President

Lynn S. Fowler
Printed

Alan Isolda
Alan Isolda, Treasurer

Edward R. Corrigan
Signature of Witness 2

EDWARD R. CORRIGAN
Printed

STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 13th day of May, 2020, by Mary O'Brien as President, and Alan Isolda, as Treasurer, of 5200 Club Association, Inc., on behalf of the corporation.

Margery A. Corrigan
(Signature of Notary Public - State of Florida)
(Print, Type, or Stamp Commissioned Name of Notary Public)

☒ Personally Known or ☐ Produced Identification
Type of Identification Produced: _____



EXHIBIT B

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF 5200 CLUB ASSOCIATION, INC.

The undersigned officers of 5200 Club Association, Inc. ("Association"), a not for profit corporation organized and existing under the Florida Not For Profit Corporation Act, F.S. Chapter 617, hereby certify that the following Amended and Restated Articles of Incorporation of 5200 Club Association, Inc. ("Amended and Restated Articles") were approved by not less than a majority of the entire voting interests of the membership of the Association at a special membership meeting held on April 27, 2020, and by not less than a majority of the entire membership of the Board of Directors of the Association on the same date. The number of votes cast in favor of the adoption of the amendments was sufficient for approval under the terms of the articles of incorporation of the association and applicable law.

IN WITNESS WHEREOF, the undersigned officers of 5200 Club Association, Inc. have executed this certificate on this 13th day of May 2020.

Witnesses

Lynn S. Fowler
Signature of Witness 1

Lynn S. Fowler
Printed

Edward R. Corristan
Signature of Witness 2

EDWARD R. CORRISTAN
Printed

5200 Club Association, Inc.

Mary O'Brien
Mary O'Brien, President

Alan Isolda
Alan Isolda, Treasurer

STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me by means of ☐ physical presence or ☐ online notarization this 13th day of May, 2020, by Mary O'Brien as President, and Alan Isolda, as Treasurer, of 5200 Club Association, Inc., on behalf of the corporation.

Margery A. Corristan
(Signature of Notary Public - State of Florida)
(Print, Type, or Stamp Commissioned Name of Notary Public)

☒ Personally Known or ☐ Produced Identification
Type of Identification Produced: _____

