

N15000008553

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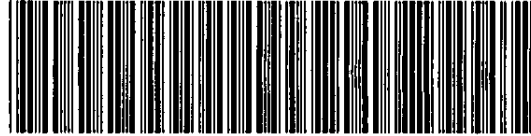
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2016 MAR -4 P 4:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

MAR 08 2016  
T. EMELIX

March 1, 2016

**Via Federal Express**

Secretary of State  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center  
Tallahassee, Florida 32301


Re: Quarry Golf Club, Inc.  
Doc # N15000008553

Dear Sir/Madam:

Enclosed please Amended Articles of Incorporation for filing with the Secretary of State.  
Also enclosed is our check in the amount of \$35.00 representing your filing fee.

If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

  
James F. Caudill  
Partner

Enclosures

**AMENDED ARTICLES OF INCORPORATION  
OF  
QUARRY GOLF CLUB, INC.  
(A Florida corporation not-for-profit)**

**FILED**

2016 MAR -4 P 4:41

THESE AMENDED ARTICLES OF INCORPORATION HERBY AMEND RESTATE AND REPLACE THOSE CERTAIN ARTICLES OF INCORPORATION FILED ON AUGUST 31<sup>ST</sup>, 2015, WITH THE SECRETARY OF STATE AS DOCUMENT NUMBER N15000008553.

The undersigned hereby executes these Amended Articles of Incorporation pursuant to the provisions of Chapter 617 Florida Statutes:

**ARTICLE I  
NAME**

The name of the corporation shall be Quarry Golf Club, Inc. (the "Club") and its duration shall be perpetual.

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The initial principal office of the Club shall be 9083 Graphite Circle, Naples, FL 34120, or, at such other place as may be designated from time to time, by the Board of Directors.

**ARTICLE III  
PURPOSE**

The purpose for which the Club is organized is to engage as a not-for-profit organization to acquire, own and operate golf, social and other recreational facilities, and any other related purposes.

**ARTICLE IV  
POWERS**

A. General. The Club shall have all powers provided in these Articles and the Bylaws for the Club, as the same may be amended from time to time. In addition, the Club shall have all common law and statutory powers of a corporation not-for-profit which are reasonably necessary to carry out the purposes of the Club and are not in conflict with the terms of these Articles or the Bylaws, as the same may be amended from time to time.

B. Prohibited Distributions. All funds and title to all properties acquired by the Club and the proceeds thereof shall be held in accordance with the provisions of the Bylaws. No part of any net earnings shall inure to the benefit of any member, director or officer, and as such they will have no interest in or title to any of the property or assets of the Club.

C. Board Authority. The Board of Directors shall have full authority to exercise powers of the Club subject to restrictions in the Bylaws or otherwise provided by law.

**ARTICLE V**  
**MEMBERSHIP**

The Club will have no capital stock, but shall issue Membership Certificates, and shall be composed of members rather than shareholders. Qualification for, and acquisition of, membership in the Club shall be regulated by the Bylaws. Members of the Club shall have such voting rights as are provided in the Bylaws. A membership may be transferred only through the Club in accordance with the procedure set forth in the Bylaws. Neither the members, nor the Officers or Directors of the Club shall be liable for the debts of the Club.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The affairs of the Club shall be managed by a Board of Directors consisting of not less than three (3), but not more than nine (9) Directors. Directors shall be elected or appointed as provided in the Bylaws. The initial members of the Board of Directors are as set forth below:

Michael Chappelow	9083 Graphite Circle Naples, FL 34120
Peggy Gifford	18 Wedgewood Drive Oakland, ME 04963
Jim Keenan	9356 Slate Court Naples, Florida 34120
Chris O'Connell	9775 Nickel Ridge Circle Naples, FL 34120
Ron Young	13105 Vanderbilt Drive Naples, FL 34110

**ARTICLE VII**  
**INDEMNIFICATION OF OFFICERS,  
DIRECTORS, AND COMMITTEE MEMBERS**

The Club shall indemnify its Directors, officers and committee members, as provided in the Bylaws.

**ARTICLE VIII**  
**BYLAWS**

The Bylaws of the Club may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation. In the event of any conflict between the terms of the Articles of Incorporation and the Bylaws, the Articles of Incorporation shall prevail.

**ARTICLE IX**  
**DISSOLUTION**

In the event of dissolution or final liquidation of the Club, all of the property and assets of the Club, after payment of its debts, shall be distributed, as permitted by Florida law or a court having jurisdiction, among the holders of the Equity Memberships in the Club in proportion to the value of their Equity Memberships.

**ARTICLE X**  
**AMENDMENT**

These Articles of Incorporation may be altered, amended or repealed or new Articles may be adopted only by (a) a majority vote by all of the members of the Board of Directors, and (b) a majority of the votes cast by members of the Club entitled to vote, in person or by proxy, at any duly called and constituted annual or special meeting of the members of the Club at which a quorum of the voting members is present. A proposed amendment must be set forth in the notice of the meeting.

**ARTICLE XI**  
**SOLE INCORPORATOR**

The name and address of the sole incorporator is as follows:

Michael Chappelow  
9083 Graphite Circle  
Naples, FL 34120

**ARTICLE XI**  
**REGISTERED AGENT AND REGISTERED OFFICE**


The name and Florida street address of the registered agent is:

James F. Caudill, Esq.  
9045 Strada Stell Court  
Suite 400  
Naples, FL 34109

IN WITNESS WHEREOF, the undersigned has executed these Amended Articles of Incorporation this 16 day of February 2016.



  
Michael Chappelow, Incorporator

  
*Michael Chappelow personally*

**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: \_\_\_\_\_



James F. Caudill

DATE: \_\_\_\_\_



2016