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Special Instructions to Filing Officer:

#316440

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05/15/17--01003--001 **35.00

05/03/17--01005--008 **35.00

FILED
17 MAY -3 PM 2:00
CLERK OF STATE
COURT HOUSE 4000

70.00

JONESFOSTER

JOHNSTON & STUBBS, P.A.

Mark H. Dahlmeier

Florida Bar Board Certified

Real Estate Attorney

561-650-0437

Fax: 561-650-5300

mdahlmeier@jonesfooster.com

April 28, 2017

Via FedEx

Florida Department of State
Division of Corporations-Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Restated Articles of Incorporation

Dear Filing Clerk:

Enclosed please find our check in the amount of \$35.00 along with the original Restated Articles of Incorporation of The Beach Club, Inc. for filing with the Florida Department of State. Also enclosed is a self-addressed stamped envelope for return of the filed document to us.

Thank you for your assistance in this matter. Please do not hesitate to contact the undersigned if you need anything further from us.

Very truly yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By

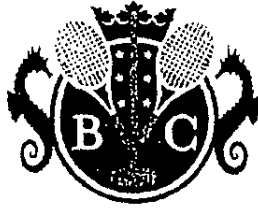


Kathy Scialpi, Secretary to
Mark H. Dahlmeier

/kas

Enclosures

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THE
BEACH CLUB

FILED
17 MAY -3 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESTATED ARTICLES OF INCORPORATION
OF
THE BEACH CLUB, INC.**

WHEREAS, the original Articles of Incorporation for The Beach Club, Inc. (the "Corporation") were filed with the Florida Department of State on May 5, 1967 under document number 316440; and

WHEREAS, said original Articles were amended on April 10, 1968 (first), April 8, 1969 (second), December 29, 1972 (third), April 22, 1975 (fourth) and December 17, 1991 (fifth) (as so amended, the "Articles"); and

WHEREAS, the Board of Directors of the Corporation (the "Board") has determined that the current version of the Articles lacks cohesion and could benefit from a restatement thereof, subject to the approval of the shareholders of the Corporation (the "Shareholders"); and

WHEREAS, the Board has submitted the following Restated Articles to the Shareholders at a duly noticed meeting thereof, and, at such meeting, the Shareholders approved, without objection, of (a) the change in the nature of the Corporation from a corporation for profit to a corporation not-for-profit and (b) the following Restated Articles; and

NOW, THEREFORE, the Board shall submit said Restated Articles for the approval of a Circuit Judge of The Fifteenth Judicial Circuit in and for Palm Beach County, Florida, pursuant to Sections 617.1805 – 617.1807, Florida Statutes, and after such latter approval, submit the same for filing with the Florida Department of State pursuant to Section 617.1007(3), Florida Statutes.

**ARTICLE 1
NAME**

The name of the Corporation shall be The Beach Club, Inc.

ARTICLE 2
PRINCIPAL PLACE OF BUSINESS; MAILING ADDRESS

The principal place of business of the Corporation shall be at 755 North County Road, Palm Beach, Florida 33480 (the "Facility"). The mailing address of the Corporation shall also be 755 North County Road, Palm Beach, Florida 33480.

ARTICLE 3
PERPETUAL EXISTENCE

The Corporation shall have perpetual existence except to the extent set forth herein below.

ARTICLE 4
CORPORATE PURPOSE

The purpose of the Corporation (the "Corporate Purpose") shall be to own, operate and maintain the Facility as a private club for the sole benefit of its members (the "Club") and not for pecuniary profit.

ARTICLE 5
CORPORATE POWERS

The Corporation shall be controlled by the Board, which shall have all of the corporate powers which are necessary or convenient for it to pursue the Corporate Purpose, including, but not limited to, all those powers conferred pursuant to Sections 617.0302 and 617.0303, Florida Statutes.

ARTICLE 6
CAPITAL STOCK

The capital stock of the Corporation (the "Stock") shall consist of Five Thousand (5,000) shares of common stock of one class (Class "A") having a par value of One Hundred Dollars (\$100.00). Ownership of the Stock shall be restricted to shareholder-members of the Club ("Shareholders"). The procedure for acquiring the Stock, the rights and privileges of ownership of the Stock, the limitations on ownership of the Stock, and the restrictions upon the transfer of the Stock, shall be set forth in the By-Laws of the Corporation (the "By-Laws") and/or the Rules and Regulations adopted pursuant thereto.

ARTICLE 7
TAX STATUS

The Corporation has and intends to continue to meet the requirements for a mutual benefit not-for-profit corporation under Chapter 617, Florida Statutes, as well as Section 501(e)(7) of the Internal Revenue Code. The Corporation shall take no act inconsistent with such status, including but not limited to, paying any of its net earnings as an ordinary dividend or other distribution to its Shareholders.

ARTICLE 8
FISCAL YEAR

The fiscal year of the Corporation shall be from December 1st to November 30th of the following year.

ARTICLE 9
DIRECTORS

The Corporation shall have so many directors as the Board shall from time to time specify in the By-Laws, but, in no event less than three (3). The method of election of the directors shall be as specified in the By-Laws.

ARTICLE 10
BY-LAWS

The Board shall adopt and may amend from time to time pursuant to such process as it may specify, the By-Laws; provided, however, that the By-Laws must specify: (1) the maximum number of directors of the Corporation, (2) the officers of the Corporation, their terms, and how they are elected, (3) the time, place, and manner of notice for the annual meeting of the Shareholders (the "Annual Meeting"), (4) the quorum, voting, and proxy requirements for the Annual Meeting, and (5) such other corporate, board, or membership governance provisions as it may deem appropriate for deviation from those otherwise specified in Chapter 617, Florida Statutes.

ARTICLE 11
DISSOLUTION

The Corporation's perpetual existence may only be terminated pursuant to the corporate dissolution procedures set forth in Chapter 617, Florida Statutes, or any successor statute of similar purpose or intent.

ARTICLE 12
INCORPORATORS

The name and address of each incorporator of this Corporation shall be as set forth in the original Articles of Incorporation for the Corporation as filed with the Florida Department of State on May 5, 1967 under document number 316440.

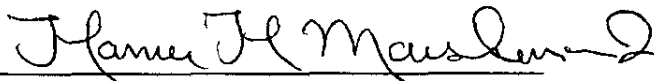
ARTICLE 13
REGISTERED AGENT AND REGISTERED AGENT

The street address of the registered office of the Corporation and place for service of process for the Corporation is 250 31st Street, West Palm Beach, Florida 33407, and the name of the registered agent at such address is Homer H. Marshman, Jr.

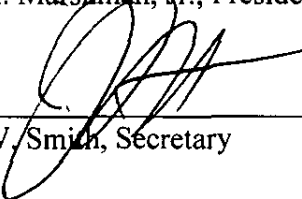
ARTICLE 14
AMENDMENT

These Articles may be amended at any time and from time to time pursuant to a resolution adopted by the Board and submitted to the Shareholders for their approval by a majority vote at a regular or special meeting called for such purpose; such amendment shall become effective upon the date of filing with the Florida Department of State.

IN WITNESS WHEREOF, the President and the Secretary of THE BEACH CLUB, INC. have executed these Restated Articles of Incorporation as of this 15th day of NOVEMBER, 2016.



Homer H. Marshman, Jr., President



Jeffery W. Smith, Secretary

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation as set forth in Article 13 of these Restated Articles of Incorporation at the place designated in said Article 13, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all applicable statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent as provided for under the Florida Not For Profit Corporation Act.



Homer H. Marshman, Jr., Registered Agent

FILED
17 MAY -3 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVAL OF CIRCUIT JUDGE

The undersigned Circuit Judge of the Fifteenth Judicial Circuit in and for Palm Beach County, Florida, does hereby find the foregoing Restated Articles of Incorporation of The Beach Club, Inc. (the "Restated Articles") together with the accompanying Petition To Convert To Not-For-Profit Corporation to be in proper form pursuant to Florida Statutes, Sections 617.1805 – 617.1807. By my signature below, I endorse my approval hereon pursuant to Florida Statutes, Section 617.1807, such approval providing that all of the property of the Petitioner shall become the property of the successor corporation not for profit, subject to all indebtedness and liabilities of the Petitioner. I do hereby further order the Petitioner to file said Restated Articles with the Department of State, and upon such filing and payment of all taxes due and the appropriate filing fees specified in Florida Statutes, Section 617.0122, the Petitioner shall from thenceforth become a corporation not for profit under the name adopted in said Restated Articles and subject to all the rights, powers, immunities, duties and, liabilities of corporations not for profit under Florida law, and its rights, powers, immunities, duties, and liabilities as a corporation for profit shall cease and determine.



Donald W. Hafele, Circuit Court Judge

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FILED
17 MAY -3 PM 2:00
CLERK OF STATE
ALL CHASEE FLOKUA

FINAL DISPOSITION FORM

(Fla.R.Civ.P. Form 1.998)

THE CLERK IS DIRECTED TO CLOSE THIS FILE
MEANS OF FINAL DISPOSITION

- | | |
|---|---|
| <input type="checkbox"/> Dismissed Before Hearing | <input type="checkbox"/> Disposed by Non-Jury Trial |
| <input checked="" type="checkbox"/> Dismissed After Hearing | <input type="checkbox"/> Disposed by Jury Trial |
| <input type="checkbox"/> Dismissed by Default | <input type="checkbox"/> Other |
| <input type="checkbox"/> Disposed by Judge | |

IN THE COUNTY COURT FOR THE
FIFTEENTH JUDICIAL CIRCUIT
IN AND FOR PALM BEACH COUNTY,
FLORIDA

CIVIL DIVISION
Case No. 502017CA000770XXXMB-AG

CLERK OF THE COURT
PALM BEACH COUNTY, FLORIDA

17 MAY -3 PM 2:00

FILED

IN RE: The Beach Club, Inc.,

Petitioner.

ORDER
APPROVING CONVERSION FROM A FOR-PROFIT CORPORATION
TO A NON-PROFIT CORPORATION AND CLOSING FILE

THIS CAUSE came to be heard upon the Petition to Convert to Not-for-Profit Corporation (the "Petition") of Petitioner The Beach Club ("Petitioner"), pursuant to Florida Statutes, § 617.1805 to § 617.1807. Based upon review of the same,

IT IS HEREBY ORDERED that:

1. The Court, having reviewed the Petition and proposed Restated Articles of Incorporation and having found them to be in proper form, does hereby endorse its approval pursuant to Florida Statute § 617.1807.

2. The Court hereby further orders Petitioner to file said Restated Articles of Incorporation with the Department of State and, upon such filing and payment of all taxes due and the appropriate filing fees specified in Florida Statutes, § 617.0122. Petitioner shall from thenceforth become a corporation not-for-profit under the name adopted in said Restated Articles and subject to all the rights, powers, immunities, duties and liabilities of corporations not-for-profit under Florida law, and its rights, powers, immunities, duties and liabilities as a corporation for-profit shall cease and determine, and all of the property of Petitioner shall become the

The Beach Club, Inc., Case No.: 50-2017-CA000770XXXXMB-A6

property of the successor corporation not-for-profit, subject to all indebtedness and liabilities of Petitioner.

3. There being no further tasks before the Court, the Clerk is directed to administratively close this file.

DONE AND ORDERED, in West Palm Beach, Palm Beach County, Florida this 27th day of April, 2017.



Honorable Donald W. Hafele
Circuit Court Judge

Conformed copies to:

Margaret L. Cooper, Esq., Jones, Foster, Johnston & Stubbs, P.A., 505 So. Flagler Dr., Ste. 1100,
West Palm Beach, FL 33401



STATE OF FLORIDA • PALM BEACH COUNTY

I hereby certify that the foregoing is a true copy of the record in my office with redactions, if any as required by law.

THIS 10 DAY OF May, 2017
SHARON R. BOCK
CLERK & COMPTROLLER

By


DEPUTY CLERK