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October 4, 2010

Reply To:
Fort Myers
sspector@becker-poliakoff.com

Florida Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: Brookshire Bath & Tennis Club Association, Inc.

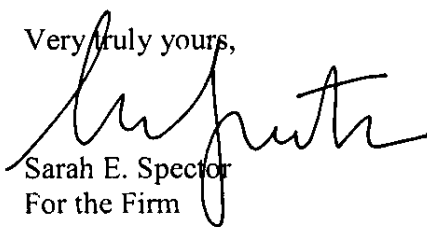
To Whom It May Concern:

Enclosed please find Articles of Amendment to the Articles of Incorporation for the above-referenced Corporation along with check number 987 in the amount of \$35.00 to cover the cost of filing.

Please return a copy of the filed document to my attention. An extra copy of the document is enclosed herewith for your use.

Thank you for your attention to this matter.

Very truly yours,



Sarah E. Spector
For the Firm

SES/sdc
Enclosures (as stated)
ACTIVE: 3113987_1

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is Brookshire Bath & Tennis Club Association, Inc.

SECOND: The attached amendment to the Articles of Incorporation was adopted by the membership:

THIRD: The attached amendment to the Articles of Incorporation was adopted by the required vote of the members at the duly noticed Annual Members' Meeting of the Association held on the 23rd day of February 2010 and adjourned to the 27th day of April 2010.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:
(TWO)

BROOKSHIRE BATH & TENNIS CLUB
ASSOCIATION, INC.

Alicia DeSantis
Signature
Alicia DeSantis
Printed Name

BY: Debbie Keller
Debbie Keller, President

Date: 9/17/10

(CORPORATE SEAL)

Linda E. Slawson
Signature
LINDA E SLAWSON
Printed Name

STATE OF FL)
) SS:
COUNTY OF Lee)

The foregoing instrument was acknowledged before me this 17 day of Sept, 2010, by Debbie Keller as President of Brookshire Bath & Tennis Club Association, Inc., a Florida Corporation, on behalf of the corporation. She is personally known to me or has produced (type of identification) _____ as identification.



Linda E. Slawson
Notary Public
LINDA E SLAWSON
Printed Name

My commission expires: 3/14/2012

Amendment: Article II, Amended and Restated Articles of Incorporation

**ARTICLE II
ADDRESS**

The principal office of the Association is located at 6670 Southwell Drive, Fort Myers, Florida a ~~33912~~ 33966.

Amendment: Article IV(a), Amended and Restated Articles of Incorporation

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within the property described in the Master Declaration of Covenants, Conditions and Restrictions for Brookshire Bath & Tennis Club, and as the same shall be amended from time to time, herein called the "Properties", and any additions thereto as may hereafter be brought within the jurisdiction of the Association. The purposes of this Association shall include, without limitation of the foregoing, the maintenance of the Common Area and certain other land within the Properties, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to that certain Master Declaration of Covenants, Conditions and Restrictions for BROOKSHIRE BATH & TENNIS CLUB, now or hereafter recorded among the Public Records of Lee County, Florida, and any amendments or modifications thereof, herein together called the "Declaration." The Association is empowered to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration applicable to the property located in Lee County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(Remainder of Article IV Remains Unchanged)

Amendment: Article V, Amended and Restated Articles of Incorporation

**ARTICLE V
MEMBERSHIP**

Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot or Unit which is subject to the provisions of the Declaration to assessment by the Association,

including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Ownership, as defined above, shall be the sole qualification for membership. Membership shall further be defined to include up to two (2) adults residing in a unit and to further include unmarried children residing with their families within the unit up to the age of twenty five (25) years. When any Lot or Unit is owned of record by two or more persons or other legal entity, only two (2) persons from such unit shall be members. An Owner of more than one (1) such Lot or Unit shall be entitled to one (1) membership for each Lot or Unit owned by him. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot or Unit which is subject to the provisions of the Declaration, but shall be automatically transferred by the conveyance of that Lot or Unit which is subject to the provisions of the Declaration, but shall be automatically transferred by the conveyance of that Lot or Unit.

Amendment: Article XI, Amended and Restated Articles of Incorporation

**ARTICLE XI
DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of ~~each class the~~ members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to in any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

Amendment: Article XIII, Amended and Restated Articles of Incorporation

**ARTICLE XIII
AMENDMENTS**

~~Amendment of these Articles shall require a vote in the affirmative of at least 50% plus 1 of the total membership present and voting in person or by proxy at any regular or special meeting of the membership duly called and convened~~ These Articles may be amended by a Resolution for the adoption of a proposed amendment adopted by a vote of sixty percent (60%) of the Lot or Unit Owners present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present.

ACTIVE: 2960860_1