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APR 25 2019

S. YOUNG

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Country Club at Woodfield, Inc.

DOCUMENT NUMBER: N20299

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Stephen Robinson, CFO
(Name of Contact Person)

Woodfield Country Club
(Firm/ Company)

3650 Club Place
(Address)

Boca Raton, FL 33496
(City/ State and Zip Code)

SRobinson@woodfield.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kristina Rosenblum at 561 995-5229
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
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Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|---|---|--|

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

The date of each amendment(s) adoption: March 27, 2019, if other than the date this document was signed.

Effective date if applicable: March 27, 2019
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 4-11-19

Signature Maxine Hochhauser

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Maxine Hochhauser

(Typed or printed name of person signing)

Secretary, The Country Club at Woodfield, Inc.

(Title of person signing)

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE COUNTRY CLUB AT WOODFIELD, INC.
(A Corporation Not-For-Profit)

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ARTICLE I
NAME

The name of the Corporation shall be The Country Club at Woodfield, Inc.

ARTICLE II
DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III
PURPOSE AND POWERS

The purpose of the Corporation is to own and operate a private country club exclusively for the pleasure and recreation of its Members and such other persons as may be entitled to use of the country club. To carry out this purpose, the Corporation shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to corporations not-for-profit, as those laws now exist or as they may hereafter provide.

ARTICLE IV
PROHIBITION AGAINST DISTRIBUTION OF INCOME

No part of any earnings of the Corporation shall inure to the benefit of any Member, any member of the Board of Directors or officer, and they will have no interest in or title to any of the property or assets of the Corporation. The Corporation shall not pay compensation to members of the Board of Directors and officers for services rendered to the Corporation, but may reimburse reasonable costs incurred related to such services.

ARTICLE V CAPITAL STOCK

The Corporation shall have no capital stock and shall be composed of Members rather than shareholders.

ARTICLE VI MEMBERSHIPS

Membership in the Corporation shall be set forth in the By-Laws, as amended from time to time.

ARTICLE VII DUES, ASSESSMENTS, CHARGES, FEES AND FINES

Members shall pay dues, assessments, fines, and other billings and charges to the members and their guests in accordance with the terms of the By-Laws.

ARTICLE VIII DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, all of the property and assets of the Corporation, after payment of its debts, shall be distributed, as permitted by a court having jurisdiction, among the Members as provided in the By-Laws.

ARTICLE IX LIABILITY FOR DEBTS

Neither the Members nor the officers nor the members of the Board of Directors of the Corporation shall be liable for the debts of the Corporation.

ARTICLE X AMENDMENT OF BY-LAWS

Amendment, repeal or supplementing of the By-Laws shall be as provided for in the By-Laws.

ARTICLE XI
VOTING RIGHTS

Voting rights for Members shall be as set forth in the By-Laws.

ARTICLE XII
MEMBERSHIP CONTRIBUTIONS

The Contributions for Memberships, respectively, shall be as determined in accordance with the terms of the By-Laws.

ARTICLE XIII
BOARD OF DIRECTORS

The Corporation shall have nine (9) members of the Board of Directors. The number of members of the Board of Directors may either be increased or diminished from time to time pursuant to or by amendment of the By-Laws but shall never be less than three (3).

ARTICLE XIV
AMENDMENT OF ARTICLES

A vote of the Equity Members, as defined in the By-Laws, will be required to amend the Articles of Incorporation, including:

1. Merger or consolidation of the Corporation with another entity;
2. Sale, lease, exchange, transfer or other disposition of all or substantially all of the Corporation's assets;
3. Voluntary dissolution of the Corporation; and
4. Adoption of a plan of distribution of remaining assets upon dissolution of the Corporation.

ARTICLE XV
OFFICERS

The affairs of the Corporation shall be managed by such officers and assistant officers as may be designated by the Board of Directors pursuant to the By-Laws.

ARTICLE XVI
INDEMNIFICATION

The Corporation shall indemnify, defend and hold harmless each person who shall serve at any time hereafter as a member of the Board of Directors or officer of the Corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being, a member of the Board of Directors or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him or her as such member of the Board of Directors or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her gross negligence or willful misconduct.

I HEREBY CERTIFY that this Amended and Restated Articles of Incorporation was duly adopted by the Members of the Incorporation on March 27, 2019. The number of votes cast by the Members for the Amended and Restated Articles of Incorporation was sufficient for approval.

Maxine Hochhauser

Name: Maxine Hochhauser

Title: Secretary