

10/19/2015

15:04

P.002/005

Division of Corporations

Page 1 of 1

P150000056396

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H15000248460 3)))



H150002484603ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : G.I. HOMES  
Account Number : I20060000023  
Phone : (954) 753-1730  
Fax Number : (954) 575-5295

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*  
Email Address: steve.helfman@glhomes.com

COR AMND/RESTATE/CORRECT OR O/D RESIGN  
FCC CLUB HOLDINGS CORPORATION

Certificate of Status	1
Certified Copy	1
Page Count	01
Estimated Charge	\$52.50

RECEIVED

15 OCT 19 AM 4:05

Electronic Filing Menu

Corporate Filing Menu

Help

OCT 20 2015  
C McNAIR

10/19/2015 16:04

From: 850-877-6381

Page: 1/1

Date: 10/19/2015 8:35:55 AM (FAX)

P.001/005



October 19, 2015

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

FCC CLUB HOLDINGS CORPORATION  
1600 SAWGRASS CORPORATE PARKWAY  
SUITE 400  
SUNRISE, FL 33323US

SUBJECT: FCC CLUB HOLDINGS CORPORATION  
REF: P15000056396

*Please see attached. Thank you.*

15 OCT 19 AM 10:42

PM 1:50

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair  
Regulatory Specialist II

FAX Aud. #: H15000248460  
Letter Number: 315A00022020

RECEIVED  
15 OCT 19 PM 4:05

P.O BOX 6327 - Tallahassee, Florida 32314

((H15000248460 3)))

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FCC CLUB HOLDINGS CORPORATION**

The undersigned, the Incorporator named in those certain Electronic Articles of Incorporation of FCC Club Holdings Corporation, a Florida corporation, filed with the Department of State of the State of Florida on June 29, 2015 as Document No. P15000056396 (the "Original Articles of Incorporation"), does hereby make, subscribe, file and acknowledge these Amended and Restated Articles of Incorporation for the purpose of amending, restating and replacing the Original Articles of Incorporation, in their entirety, as follows:

**ARTICLE I  
NAME OF CORPORATION**

The name of this Corporation shall be:

FCC Club Holdings Corporation

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address and the principal office of this Corporation is:

1600 Sawgrass Corporate Parkway, Suite 400  
Sunrise, Florida 33323

**ARTICLE III  
CAPITAL STOCK**

1. *Authorized Capital Stock.* Except as otherwise provided by law, authorized shares of capital stock of the Corporation, regardless of class or series, may be issued by the Corporation, from time to time in such amounts, for such lawful consideration and for such corporate purposes as the Board of Directors may from time to time determine. All capital stock when issued and fully paid for shall be deemed fully paid and non-assessable. The total number of shares of all classes of capital stock which the Corporation shall have authority to issue shall be 20,000 consisting of:

- (a) 10,000 shares of Class A Common Stock, having a par value of \$.001 per share; and
- (b) 10,000 shares of Class B Common Stock, having a par value of \$.001 per share.

((H15000248460 3)))

(((H15000248460 3)))

**2. Terms of Common Stock.**

(a) **General.** Except as otherwise required by law or as otherwise provided in these Articles of Incorporation, each share of each class of Common Stock shall have identical powers, preferences, qualifications, limitations and other rights. The Class A Common Stock, and Class B Common Stock are hereinafter collectively referred to as the "Common Stock."

(b) **Voting Rights.** Except as otherwise required by law or as otherwise provided in these Articles of Incorporation: (i) each share of Class A Common Stock shall be entitled to one vote per share; and (ii) each share of Class B Common Stock shall be non-voting.

(c) **Dividends.** Dividends may be paid upon Common Stock in cash, property or securities as and when declared by the Board of Directors out of funds legally available therefor. As and when dividends are so declared and paid, the holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis; provided that: (i) if dividends are declared that are payable in shares of Common Stock, such dividends shall be declared and payable at the same rate to holders of each class of Common Stock, but the holders of Class A Common Stock shall receive dividends in Class A Common Stock (rather than dividends in Class B Common Stock), and the holders of Class B Common Stock shall receive dividends in Class B Common Stock (rather than dividends in Class A Common Stock), and (ii) if the dividends consist of other voting securities of the Corporation, the Corporation shall declare and pay such dividends in separate classes of securities, identical in all respects, except that the voting rights of each such security shall correspond to the class of security held.

(d) **Liquidation.** In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of each class of Common Stock are entitled to share ratably in the net assets, if any, remaining after payment in full of all debts and liabilities of the Corporation.

(e) **Stock Splits.** The Corporation may not split, divide or combine the shares of any class of Common Stock unless, at the same time, the Corporation splits, divides or combines, as the case may be, the shares of the other class of Common Stock in the same proportion and manner.

**ARTICLE IV  
ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of this Corporation in the State of Florida is:

(((H15000248460 3)))

((H15000248460 3)))

1600 Sawgrass Corporate Parkway, Suite 400  
Sunrise, Florida 33323

The initial registered agent of this Corporation at that address shall be Steven M. Helfman, Esq.

**ARTICLE V  
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

Steven M. Helfman, Esq.  
1600 Sawgrass Corporate Parkway, Suite 400  
Sunrise, Florida 33323

**ARTICLE VI  
ADOPTION OF AMENDMENT(S)**

The foregoing Amended and Restated Articles were adopted by the incorporator without shareholder action and shareholder action was not required.

I have hereunto subscribed my hand and seal and adopt the foregoing Amended and Restated Articles of Incorporation as of the 29<sup>th</sup> day of June, 2015.

  
Steven M. Helfman, Esq., Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

  
Steven M. Helfman, Esq., Registered Agent

((H15000248460 3)))