

569997

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Amend/cc
@ 9.15.14

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: North Captiva Island CLUB, INC.
DOCUMENT NUMBER: 569997

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

Please return all correspondence concerning this matter to the following:

Timothy J. Bruehl, Esq.
Name of Contact Person
Waggoner & Bruehl, P.A.
Firm/ Company
5400 Pine Island Rd. SUITE D
Address
Bokalia, FL 33922
City/ State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Timothy J. Bruehl at (239) 283-1076
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 type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

AUG 25 2014

August 18, 2014

TIMOTHY J. BRUEHL
WAGGONER & BRUEHL, P.A.
5400 PINE ISLAND RD - STE. D
BOKEELIA, FL 33922

SUBJECT: NORTH CAPTIVA ISLAND CLUB INC.
Ref. Number: S69997

RECEIVED
14 SEP 12 AM 7:57
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for NORTH CAPTIVA ISLAND CLUB INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

The document you submitted has been prepared pursuant to nonprofit statutes (chapter 617, Florida Statutes). As the entity was originally filed as a corporation for profit, this document should be filed pursuant to chapter 607, Florida Statutes.

We are enclosing the proper form(s) with instructions for your convenience.

The date of adoption of each amendment must be included in the document.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton

Regulatory Specialist II

Letter Number: 914A00017726

Articles of Amendment
to
Articles of Incorporation
of

North Captiva Island Club, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

869997

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action
(Check One)

Title

Name

Address

- 1) ☐ Change
☐ Add
☒ Remove

VP

ANDREW FUXA JR

4421 BARLETT PKWY
NORTH CAP TIVA, FL 33724

- 2) ☐ Change
☐ Add
☐ Remove
- 3) ☐ Change
☐ Add
☐ Remove

- 4) ☐ Change
☐ Add
☐ Remove

- 5) ☐ Change
☐ Add
☐ Remove

- 6) ☐ Change
☐ Add
☐ Remove

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

SEE ATTACHED "EXHIBIT A"
Amendment to the Amended And Restated
Articles

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

Amendment
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NORTH CAPTIVA ISLAND CLUB, INC.
A FLORIDA CORPORATION

Exhibit "A"

NORTH CAPTIVA ISLAND CLUB, INC., A Florida Corporation, Document Number S69997, whose original Articles of Incorporation were filed on July 29, 1991, a copy of which is attached, and amended and restated on April 30, 1999, a copy of which is attached, pursuant to Florida Statute, and adopted, authorized, and approved by the unanimous vote of all Stockholders and Directors of NORTH CAPTIVA ISLAND CLUB, INC., A Florida Corporation, at the Special Meeting of all Stockholders and Directors held on June 1, 2014, file this Amended and Restated Articles of Incorporation of the Corporation to amend and restate the Articles of Incorporation, as follows:

ARTICLE I – NAME AND ADDRESS

The name of the Corporation shall be NORTH CAPTIVA ISLAND CLUB, INC., A Florida Corporation. The principal office of the Corporation is 4421 Bartlett Parkway, North Captiva Island, Florida 33924; the mailing address of the Corporation is 5576 Doug Taylor Circle, Saint James City, Florida 33956.

ARTICLE II – TERM OF EXISTENCE

This Corporation is to have perpetual existence.

ARTICLE III – PURPOSE

The general nature of the business to be transacted by this Corporation shall be as follows:

- A. To organize and operate an Island Resort Club on North Captiva Island, Lee County, Florida, offering the highest level of services to members, and their guests and tenants.
- B. To transact any and all lawful business in the State of Florida pursuant to Florida Statutes, Chapter 607.

ARTICLE IV – AUTHORIZED SHARES

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time shall be one hundred (100) shares of stock, which shall have a par value of \$10.00 per share. The shares of stock may be issued and disposed of for such consideration as may be fixed by the Board of Directors from time to time.

ARTICLE V – AUTHORIZED CLUB MEMBERSHIP

The Corporation shall offer Club Memberships to property owners on North Captiva Island, Lee County, Florida. Club Membership is limited and appurtenant to a single completed dwelling unit or a single home site where a Club Member owns a vacant home site. The individual Club Memberships are transferrable and subject to thirty days prior written notice to North Captiva Island Club, Inc. and written proof of transfer of ownership.

ARTICLE VI – MEMBER'S USE OF CLUB FACILITIES

Use of Club facilities is limited to Club Members, a Club Member's immediate family, and a Club Member's guests when accompanied by the Club Member. Club Member's tenants occupying Club Member's property may also enjoy the use of Club facilities provided that the Club Member and his immediate family and guests shall have no use of Club privileges attributable to the Club Member's leased property during the term of any lease.

ARTICLE VII – REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4421 Bartlet Parkway, North Captive Island, Florida 33924, and the name of the initial Registered Agent of this Corporation is Bryan T. Brilhart.

ARTICLE VIII – DIRECTORS

This Corporation shall have one (1) director. The number of directors may be either increased or decreased from time to time by Bylaws, but shall never be less than one (1). The name and address of the director and office of this Corporation is:

Bryant T. Brilhart President/Secretary/Director
5576 Doug Taylor Circle
Saint James City, Florida 33956

ARTICLE IX – INITIAL INCORPORATORS

The name and address of the initial incorporator or subscriber of this corporation is:

Bryant T. Brilhart
P.O. Box 1000
Pineland, Florida 33945

IN WITNESS WHEREOF, Bryan T. Brilhart, individually and as President of NORTH CAPTIVA ISLAND CLUB, INC., A Florida Corporation, has hereunto set his hand and seal to this Amended and Restated Articles of Incorporation this 1st day of June, 2014.



Bryan T. Brilhart

The date of each amendment(s) adoption: JUNE 1ST, 2014, if other than the date this document was signed.

Effective date if applicable: N/A
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 9.3.14

Signature

Bryan T. Bri'l
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

BRYAN T. BRI'L

(Typed or printed name of person signing)

PRESIDENT / SOLE DIRECTOR / SOLE SHAREHOLDER
(Title of person signing)