

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on October 25, 2018, to Articles of Incorporation for ESPLANADE GOLF & COUNTRY CLUB AT LAKEWOOD RANCH, INC., a Florida corporation, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H18000309078. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this corporation is N11000009330.

Authentication Code: 718A00022077-102618-N11000009330-1/1

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Twenty-sixth day of October, 2018



*Ken Detzner*  
Ken Detzner  
Secretary of State

**CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION OF  
ESPLANADE GOLF & COUNTRY CLUB AT LAKEWOOD RANCH, INC.**

(A Florida corporation not for profit)

Pursuant to Chapter 617.1006 of the Florida Not For  
Profit Corporation Act

CHRISTOPHER G. LONG, Secretary of ESPLANADE GOLF & COUNTRY CLUB AT LAKEWOOD RANCH, INC., a Florida corporation not for profit ("Club"), does hereby certify under the seal of the Club as follows:

1. The Club was originally incorporated on October 3, 2011, Document Number N11000009330, under Chapter 617 of the laws of the State of Florida.

2. The Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements for Esplanade Golf & Country Club at Lakewood Ranch was recorded on September 6, 2013, in Official Records Book 2489, Page 2080, *et. seq.*, of the Public Records of Manatee County, Florida.

3. Article XIII, Section B, of the Articles provides that after the First Conveyance and prior to the Turnover Date the Articles may be amended solely by a majority vote of the Board, without the prior written consent of the Members, at a duly called meeting of the Board.

4. The Board of Directors of the Club is desirous of amending the Articles as provided herein.

5. The following Amendments were adopted by the Board of Directors by Written Consent in Lieu of Meeting on October 19, 2018, and there are no members entitled to vote on the Amendment.

NOW, THEREFORE, the Articles are hereby amended as follows:

1. Article X, Section A, is hereby amended to read as follows:

A. The number of Directors on the first Board of Directors of the Club ("First Board") and the "Initial Elected Board" (as hereinafter defined) shall be three (3). The number of Directors elected by the Members **at the "Initial Election Meeting" subsequent to the "Declarant's Resignation Event"** (as hereinafter defined) **and thereafter** shall be not less than ~~three (3)~~ nor more than seven (7) **as provided in Section D below**, as the Board shall from time to time determine prior to each meeting at which Directors are to be elected. Except for Declarant-appointed Directors, Directors must be Members or the parents, children or spouses or officers or directors of Members. There shall be only one (1) vote for each Director.

2. Article X, Section D, is hereby amended to read as follows:

D. Upon the Turnover Date, the Golf Members, Club Members and Original Resident Members (~~other than Declarant~~) ("Purchaser Members") shall be entitled to elect not less than a majority of the Board. **The Golf Members shall elect three (3) Directors, the Club Members and Original Resident Members shall elect three (3) Directors and one (1) Director shall be elected at large.** The election of not less than a majority of the Board by the Purchaser Members shall occur at a special meeting of the Membership to be called by the Board for such purpose ("Initial Election Meeting"). The First Board shall serve until the Initial Election Meeting.

3. Article X, Section F, is hereby amended to read as follows:

F. At the Initial Election Meeting, ~~Purchaser Members, the number of which may change from time to time, shall elect two (2) of the Directors,~~ **Golf Members shall elect three (3) Directors, the Club Members and Original Resident Members shall elect three (3) Directors** and Declarant, until the Declarant's Resignation Event, shall be entitled to (but not obligated to) designate one (1) Director, **or if Declarant elects not to designate a Director, one (1) Director shall be elected at large** (same constituting the "Initial Elected Board"). Declarant reserves and shall have the right, until the Declarant's Resignation Event, to name the successor, if any, to any Director it has so designated.

4. Article X, Section I, is hereby deleted in its entirety.

(words ~~struck through~~ are deleted; words **bolded and double-underlined** are added)

(signature page follows)

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by the Secretary of the Club this 19<sup>th</sup> day of October, 2018.

WITNESSES:

ESPLANADE GOLF & COUNTRY CLUB  
AT LAKEWOOD RANCH, INC.  
a Florida not-for-profit corporation

[Signature]  
Print Name: John Walker

By: [Signature]  
CHRISTOPHER G. LONG, Secretary

[Signature]  
Print Name: Briana Riti

(CORPORATE SEAL)

STATE OF FLORIDA            )  
COUNTY OF SARASOTA    )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by CHRISTOPHER G. LONG, as Secretary of ESPLANADE GOLF & COUNTRY CLUB AT LAKEWOOD RANCH, INC., a Florida not-for-profit corporation, freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 19<sup>th</sup> day of October, 2018.

My Commission Expires:

[Signature]  
Notary Public

Typed, printed or stamped name of Notary Public

