

756449

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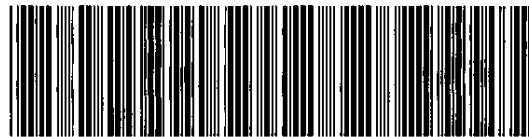
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Amend + N.C.
C.COULLETTE

SEP 24 2010

EXAMINER



121 Alhambra Plaza, 10th Floor
Coral Gables, Florida 33134
Phone: (305) 262-4433 Fax: (305) 442-2232

ADMINISTRATIVE OFFICE
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
954-987-7550

WWW.BECKER-POLIAKOFF.COM
BP@BECKER-POLIAKOFF.COM

September 22, 2010

Reply To:
Coral Gables
Lilliana M. Farinas-Sabogal, Esq.
Direct dial: (305) 351-1077
LFarinas@becker-poliakoff.com

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

Re: Articles of Amendment

Dear Sir or Madam:

Enclosed herein please find Articles of Amendment to the Articles of Incorporation for Bonefish Yacht Club Homeowners Association, Inc., as well as a check in the amount of \$35.00 to cover the cost of filing.

Thank you for your attention to this matter.

Sincerely,

Lilliana M. Farinas-Sabogal
For the Firm

LMF/as
Enclosure

ACTIVE: B11886/238039:3104206_1

FLORIDA OFFICES
BOCA RATON
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NEW JERSEY
NEW YORK CITY
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PRAGUE
TEL AVIV *

* by appointment only

This instrument was prepared by:
LILLIANA M. FARINAS-SABOGAL, ESQUIRE
BECKER & POLIAKOFF, P.A.
121 Alhambra Plaza, 10th Floor
Coral Gables, Florida 33134

FILED
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DIVISION OF CORPORATIONS
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BONEFISH YACHT CLUB HOMEOWNERS ASSOCIATION, INC.

WHEREAS, the Certificate of Incorporation of Bonefish Yacht Club Homeowners Association, Inc. (hereinafter the "Association") was issued by the Secretary of State of Florida on the 20th day of February, 1981; and

WHEREAS, at a duly adjourned and reconvened Annual Meeting of the Membership of the Association held on February 1, 2010, the Amended and Restated Articles of Incorporation as set out in Exhibit "A" hereto were adopted by a vote in excess of that required by the pertinent provisions of said Articles; and

NOW, THEREFORE, the undersigned hereby certifies that the Amended and Restated Articles of Incorporation as set forth in Exhibit "A" attached hereto and incorporated herein is a true and correct copy of the Amended and Restated Articles of Incorporation as approved as set forth above.

WITNESS my signature hereto this 15th day of September 2010 at Bank of America
Worcester County, State of Massachusetts

BONEFISH YACHT CLUB HOMEOWNERS
ASSOCIATION, INC.

BY: Donald Swatik

Donald Swatik, President

PRINT: Donald Swatik (Seal)

ATTEST: _____

Cathy Ozanick
Witness Cathy Ozanick

Aaron Kashnerman
Witness Aaron Kashnerman

Jim Carpenter
Witness Jim Carpenter

STATE OF Massachusetts
COUNTY OF Worcester

The foregoing instrument was acknowledged before me this 15 day of September 2010 by Donald Swatik, the President of Bonefish Yacht Club Homeowners Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. Who is personally known to me or has produced (Florida Drivers License) as identification and who did/did not take an oath.

NORMA J. SPOONER
(Florida Drivers License)

NOTARY PUBLIC

Commonwealth of Massachusetts
My Commission Expires Oct. 20, 2011

My commission expires:

ACTIVE: B11886/238039-3079047

Norma J. Spooner (SEAL)
NOTARY PUBLIC SIGNATURE
STATE OF Massachusetts AT LARGE

NORMA J. SPOONER
PLEASE PRINT OR TYPE NOTARY SIGNATURE

EXHIBIT "A"

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BONEFISH YACHT CLUB HOMEOWNERS ASSOCIATION, INC.**

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION.
SEE CURRENT AMENDED AND RESTATED ARTICLES
OF INCORPORATION FOR CURRENT TEXT**

These are the Amended and Restated Articles of Incorporation for Bonefish Yacht Club Homeowners Association, Inc., originally filed with the Florida Department of State the 20th day of February, 1981, under Charter Number 756449. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapters 617 and 720, Florida Statutes.

1. NAME. The name of the corporation shall be Bonefish Yacht Club Homeowners Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Corporation", the Declaration of Protective Covenants and Restrictions as "Declaration", these Articles of Incorporation as the "Articles", and the Bylaws of the Corporation as the "Bylaws".

2. PURPOSE. The purpose for which the Corporation is organized is to serve as a "Homeowners' Association" as described in Section 720.301, Florida Statutes, including but not limited to the power to operate, administer, and manage the Common Areas in Bonefish Yacht Club in accordance with the Declaration and other Governing Documents, and to provide for the architectural control and the administration and enforcement of covenants and restrictions applicable to the Parcels in Bonefish Yacht Club.

3. DEFINITIONS. The terms used in these Articles shall have the same definitions and meaning as those set forth in the original Declaration of Covenants, Conditions and Restrictions for Bonefish Yacht Club, recorded in Official Records Book 831, at Page 1202, *et seq.*, of the Public Records of Monroe County, Florida, and as subsequently amended, unless herein provided to the contrary, or unless the context otherwise requires.

4. POWERS The powers of the Corporation shall include and be governed by the following:

4.1 General. The Corporation shall have all of the common- law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of the Declaration, these Articles, the Bylaws or prohibited by law.

4.2 Enumeration. The Corporation shall have all the powers and duties set

forth in Chapters 617 and 720, Florida Statutes, as amended from time to time, except as they may be limited by the Declaration and as it may be amended from time to time, these Articles and as they may be amended from time to time, and the Bylaws and as they may be amended from time to time, including but not limited to the following:

- a. To make and collect Regular and Special assessments and other charges against members as Owners of Dwelling Units or Lots within Bonefish Yacht Club, and to use the proceeds thereof in the exercise of its powers and duties.
- b. To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Corporation.
- c. To maintain, repair, replace, reconstruct, add to, and operate the Corporation property and other property acquired or leased by the Corporation for use by Owners.
- d. To purchase insurance upon the Corporation's property and insurance for the protection of the Corporation, its officers, Directors, and Members.
- e. To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Corporation property and for the health, comfort, safety and welfare of the Owners.
- f. To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, and the Rules and Regulations.
- g. To contract for the management of the Corporation and any facilities used by the Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Corporation except those which require specific approval of the Board of Directors or the membership of the Corporation.
- h. To employ personnel to perform the services required for proper operation of the Corporation.

4.3 Corporation property. All funds and the titles of all properties acquired by the Corporation and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

4.4 Distribution of income. The Corporation shall make no distribution of income to its members, directors or officers.

4.5 Limitation. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

5. MEMBERS AND VOTING: The qualification of Members, the manner of their admission to membership and voting by Members shall be as follows:

5.1 Members. The membership of the Corporation shall be comprised of the Owner Members. Membership shall be established as follows:

a Owner Members.

The Owner of every **DWELLING UNIT** shall become an Owner Member upon recordation in the Public Records of an instrument establishing the ownership by said Owner of such Dwelling Unit or Lot. Each such Owner shall notify this Corporation of said recordation within thirty (30) days thereof and shall transmit to the Corporation true copies of such instrument.

5.2 Voting Rights. The voting rights of the Members shall be as follows:

Number of Votes. Each Member shall possess one vote for any Lot owned by such Member.

5.3 Each and every Member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the Governing Documents.

6. TERM OF EXISTENCE. The Corporation shall have perpetual existence.

7. OFFICERS. The affairs of the Corporation shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors of the Corporation at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

8. DIRECTORS.

8.1 Number and Qualification. The property, business and affairs of the Corporation shall be managed by a board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors. In order to provide for a continuity of experience, a system of staggered terms of office shall be maintained as set forth in the Bylaws. All Directors shall be elected for two (2) year terms. A Director's term ends at the annual election at which his successor is to be duly elected, or at such other time as may be provided by law. No Director may serve more than two consecutive two year terms. However, there shall be no limit to the total number of nonconsecutive terms that any Director may serve.

8.2 Duties and powers. All of the duties and powers of the Corporation existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to members when such approval is specifically required.

- 8.3 Election; removal.** Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- 9. BYLAWS.** The Bylaws of this Corporation may be altered, amended or replaced in the manner provided in the Bylaws.
- 10. AMENDMENTS.** These Articles may be amended in the following manner:
- 10.1 Method of proposal.** A resolution for the adoption of a proposed amendment may be proposed either by the President of the Association, a majority of the Directors, or by not less than twenty percent (20%) of the voting interests of the Corporation.
- 10.2 Notice.** The subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.
- 10.3 Adoption.** An amendment so proposed may be approved by two thirds (2/3) of the voting interests of the Corporation, present, in person or by proxy, and voting at a duly noticed meeting of the Association at which a quorum is present. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Corporation, upon Board approval, without need for Corporation membership vote.
- 10.4 Recording.** A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Monroe County, Florida.
- 11. REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT.**
The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

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