

N00000006951

Requester's Name

02 JUN -7 PM 3:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

City/ Mike Hoyt
759 Park Ave
Naples, FL 34110

File #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #) 500005726485--2
-06/07/02--01071--019
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- 2. _____ (Corporation Name) _____ (Document #)
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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials *PS 6/12/02*
Amended/Registered

FILED

Ballot Item #1

02 JUN -7 PM 3:59

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

OF

**GULF HARBOR MOORINGS, INC.
a Florida not-for-profit corporation**

The undersigned hereby certifies that these Amended and Restated Articles of Incorporation of Gulf Harbor Moorings, Inc. were adopted on FEBRUARY 12, 2001² by the members and that the number of votes cast for the Amendment was sufficient for approval. The former Articles of Incorporation are deleted in their entirety and replaced with the following:

ARTICLE I

Corporate Name

The name of the corporation is Gulf Harbor Moorings, Inc., hereinafter called the "Association".

ARTICLE II

Address

The street address of the initial principal office and the initial mailing address of the Association shall be c/o Michael T. Hoyt, 759 Park Avenue, Naples, Florida 34110.

ARTICLE III

Registered Agent

Michael T. Hoyt, whose address is 759 Park Avenue, Naples, Florida 34110, is hereby appointed the registered agent of this Association.

ARTICLE IV

Purpose of the Association

The purposes for which the Association is organized is to function and operate as a homeowners' association for those owners that desire to join the Association and who own lots within the community known as Gulf Harbor which community is legally described in the plat of Gulf Harbor, as recorded in Plat Book 4, Page 31 of the Public Records of Collier County, Florida (the "Community"); to hold title to the real property adjacent to the boat basin within the Community and to construct, operate, lease or grant license to boat docks/slips in said boat basin consistent with Article XIV hereof and on such terms and conditions as the Board of Directors may from time to time determine. Membership in the Association is voluntary. No part of the income of the Association shall be distributed to the members, directors or officers, however, the Association may reimburse its directors, officers and committee members for expenses reasonably incurred in performing services to the Association.

ARTICLE V

Powers of the Association

The Association shall have all of the common law and statutory powers granted to it under Florida law which are not in conflict with the terms of these Articles or Chapter 617 of the Florida Statutes. The Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following powers:

- (a) To purchase such insurance and bonds as the Board of Directors of the Association deem advisable;
- (b) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (c) To reconstruct improvements after casualty and make further improvements upon its property;
- (d) To employ personnel to perform the services required for proper operation of the Association;
- (e) To borrow money and to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (f) To grant, modify or move any easement and to enter into easement and license agreements;
- (g) To employ or retain accountants, attorneys, engineers or other personnel;
- (h) To employ or retain management companies or personnel to assist in the management of the Association;
- (i) To appoint committees as the Board of Directors may deem appropriate;
- (j) To make reasonable rules and regulations concerning its property and the conduct of Association affairs which are not inconsistent with these Articles;
- (k) To bring or defend legal actions;
- (l) To dedicate, sell or transfer all or any part of the Association property, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be determined by the Board of Directors;
- (m) To obtain or annex additional property and common areas;
- (n) To enter into contracts;
- (o) To establish qualifications for membership and to set initial, annual and other membership dues.

ARTICLE VI

Membership

Section 4.1. Type of Memberships. Membership in the Association is entirely voluntary and no owner within the Community may be compelled to be a Member. The Association shall have two (2) classes of membership as follows:

(a) Full Membership. Full Membership is available to owners of non-waterfront property in the Community which non-waterfront property is more particularly described as Lots 90 through 162. No more than one full membership shall be available for each lot as defined by the county tax rolls. The Board of Directors may from time to time establish additional qualifications and requirements for initial membership and/or continuing membership including the payment of membership dues. A full membership shall automatically terminate at such time as said Member no longer owns non-waterfront property within the Community, however, a Member may transfer his/her membership to the purchaser of the Member's lot provided that the new owner applies for and otherwise qualifies for admission to the Association.

(b) Associate Membership. Associate Membership is available to owners of waterfront property in the Community which waterfront property is more particularly described as Lots 1 through 89 and Lots 163 through 164. No more than one Associate Membership shall be available for each waterfront lot. The Board of Directors may from time to time establish additional qualifications and requirements for initial membership and/or continuing membership including the payment of membership dues. An associate membership shall automatically terminate at such time as said member no longer owns waterfront property within the Community. An associate membership is not transferable and any new owner of a lot will need to apply for and qualify for admission.

Section 4.2. Termination of Membership. The Board of Directors shall have the power to terminate or suspend any membership for failure to comply with the Articles, Bylaws or Rules and Regulations of the Association. Any member may resign at any time by written resignation, however, any such resignation shall not entitle a member to a refund of any membership fees or dues.

ARTICLE VII

Voting Rights

Only full members shall be entitled to vote on Association matters. Each full member shall be entitled to one (1) vote, however, no more than one (1) vote shall be available for each Full Membership lot. Affiliate members shall have no voting rights.

ARTICLE VIII

Board of Directors

The affairs of this Association shall be managed and governed by a Board of Directors consisting of at least three (3) Directors, who must be Members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are currently the Directors are as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------|----------------------------------------------|
| Michael T. Hoyt | 759 Park Avenue Naples, Florida 34110 |
| Robert DiModica | 751 Glendale Avenue Naples, Florida 34110 |
| Susan Adkins | 747 Glendale Avenue Naples, Florida 34110 |

ARTICLE IX

Officers

The affairs of the Association shall be administered by a President, a Secretary and a Treasurer and such other vice presidents and officers as may be designated from time to time by the Board of Directors. The officers shall be elected or designated by the Board of Directors. The names and addresses of the current officers are as follows:

| | |
|---------------------------|-----------------------------------------------------------------|
| President | Michael T. Hoyt 759 Park Avenue Naples, Florida 34110 |
| Treasurer /Vice President | Susan Adkins 747 Glendale Avenue Naples, Florida 34110 |
| Secretary/Vice President | Robert DiModica 751 Glendale Avenue Naples, Florida 34110 |

ARTICLE X

Indemnification

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director of, every Officer of, every Committee Member of and every Member serving at the request of, the Association against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on him/her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he/she may be a party because of his/her being or having been a Director of, Officer of, Committee Member of or Member serving the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his/her actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his/her action was unlawful or had reasonable cause to believe his/her action was lawful.
- (C) A transaction from which the Director or Officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply if the Association believes that one of the above exceptions to indemnification applies, and thereafter, such an exception is established by a judgment or other final adjudication. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or Officer may be entitled.

ARTICLE XI

Dissolution

The Association may be dissolved upon a vote of or the written consent signed by Members holding not less than three-fourths (3/4ths) of the voting interest of the Association.

ARTICLE XII

Term

The term of the Association shall be perpetual.

ARTICLE XIII

Amendments

Amendments to the Articles of Incorporation shall require the affirmative vote of at least two-thirds (2/3rds) of the votes cast at a meeting of which a quorum of the voting interest is present in person or by proxy or by the written consent of at least two-thirds (2/3rds) of the total voting interest of the Association. Amendments shall be effective upon approval and filing with the Secretary of State.

ARTICLE XIV

Boat Docks


Section 14.1 Development Plan. The Association holds title to certain real property adjacent to the boat basin as shown on the plat of the Community. The Association intends on constructing boat docks/slips within the boat basin provided that the Association can obtain the necessary permits and approvals. The Association may obtain the funds to construct the boat docks by way of assessment to the full members who are granted a license or other right to use the boat docks.

Section 14.2 Board Rules. The Board of Directors shall have the right to make and enforce reasonable rules and regulations concerning the licensing and use of the boat docks.

Section 14.3 Granting of Licenses. The Board of Directors may grant licenses and exclusive use rights to certain docks to full members and may reserve a certain number of docks for the general use of the full members. The licenses may require initial payments and periodic payments to the Association. To the extent that there are more full members desiring the use of a boat dock than available boat docks, the Board of Directors shall determine the method of prioritizing the granting of a license to use the boat dock which method may be by seniority of membership, lottery or other method.

Section 14.4 Non-transferability of Dock Licenses. Once a dock license is granted to a full time member, the license shall continue for only so long as the licensee: (a) owns non-waterfront property; (b) remains a full member; and (c) complies with all of the terms and obligations of the license agreement including the payment of any dues and fees. The license shall not be transferable except that a licensee may transfer the license in conjunction with the transfer of the licensee's non-waterfront lot to a relative or to a trust, partnership, corporation, limited liability company or other entity in which the transferor retains a beneficial interest. The purpose of this exception is to allow flexibility in titling the property for family and estate planning transfers. The Board of Directors shall have the power to determine whether or not a transfer satisfies this exception. Any permitted transferee shall be required to execute an assignment and assumption agreement or new license agreement in the form approved by the Board of Directors and to pay a transfer fee to the Association. The transfer fee is initially set at \$100.00 but is subject to adjustment by the Board of Directors from time to time to offset the cost of processing the transfer.

IN WITNESS WHEREOF, for the purpose of amending and restating the Articles of Incorporation, I, the undersigned, as President of this Association, have executed these Amended and Restated Articles of Incorporation this 28th day of MAY, 2001

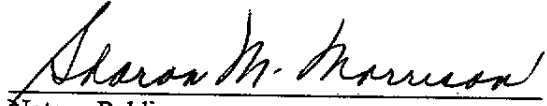

Michael T. Hoyt

STATE OF FLORIDA)
) SS
COUNTY OF COLLIER)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Michael T. Hoyt, to me well known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that the matters and things contained in the above and foregoing are true and correct, and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 27th day of May, 2001.


(SEAL)  Sharon M. Morrison
MY COMMISSION # CC853680 EXPIRES
July 12, 2003
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public
SHARON M. MORRISON
Typed/Printed Name of Notary

My Commission Expires: 7/12/03

REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



MICHAEL T. HOYT

Registered Agent

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

GULF HARBOR MODRINGS, INC.
(present name)

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

ALL - RESTATEMENT OF ARTICLES

SECOND: The date of adoption of the amendment(s) was: FEBRUARY 12, 2002

THIRD: Adoption of Amendment (CHECK ONE)

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



Signature of Chairman, Vice Chairman, President or other officer

MICHAEL T. HOYT

Typed or printed name

PRESIDENT

Title

5/16/02

Date