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PEBBLE POINTE COMMUNITY ASSOCIATION, INC.

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NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION. FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION.

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF PEBBLE POINTE COMMUNITY ASSOCIATION, INC.

WHEREAS, the Articles of Incorporation of Pebble Pointe Community Association, Inc. were filed with the Florida Department of State on August 19, 2014, under Charter Number N14000007753 and recorded on September 17, 2014, as Exhibit "D" to the Declaration of Covenants, Conditions, Restrictions and Easements for Pebble Pointe at Instrument No. 2014000191525 of the Public Records of Lee County, Florida; and

WHEREAS, the Original Articles were subsequently amended by First Amendment to Articles of Incorporation recorded on October 9, 2014, at Instrument No. 2014000208735; and Amendment to Articles of Incorporation recorded on January 23, 2018, at Instrument No. 2018000017528, all in the Public Records of Lee County, Florida; and

WHEREAS, not less than a majority of the Members of the corporation at a duly noticed and convened membership meeting held on February 27, 2024, approved these Amended and Restated Articles of Incorporation; and

WHEREAS, the number of membership votes cast for the amendments were sufficient for approval under the corporation documents and applicable law.

NOW, THEREFORE, the following are adopted as the Amended and Restated Articles of Incorporation of Pebble Pointe Community Association, Inc.

1. **NAME AND PRINCIPAL OFFICE.** The name of the corporation is Pebble Pointe Community Association, Inc., a Florida not-for-profit corporation (the "Association"); and the principal address of the Association is 4670 Cardinal Way, Suite 302, Naples, Florida 34112, in Collier County, Florida.

2. **DEFINITIONS.** The terms used in these Articles shall have the same definitions and meaning as those set forth in the Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements for Pebble Pointe Community Association, as amended (the "Declaration"), recorded in the Public Records of Lee County, Florida, unless herein provide to the contrary, or unless the context otherwise requires.

3. **PURPOSE.** The purposes for which this Association is organized are as follows:

3.1 To operate as a Florida corporation not-for-profit pursuant to Chapters 617 and 720, Florida Statutes.

3.2 To administer, enforce and carry out the terms and provisions of the Declaration and Bylaws, as the same may be amended from time to time.

3.3 To promote the health, welfare, and comfort of the Association members and residents of the Association, as authorized by the Declaration, by these Articles, and by the Bylaws.

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4. POWERS. The Association shall have the following powers:

4.1 All of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles, including, but not limited to, all of the powers of a corporation under Chapters 617 and 720, Florida Statutes.

4.2 To enter into, make, establish and enforce, rules, regulations, bylaws, covenants, restrictions and agreements to carry out the purposes of the Association.

4.3 To make and collect Assessments against members of the Association to defray costs, expenses, reserves and losses incurred or to be incurred by the Association; and to use the proceeds thereof in the exercise of the Association's powers and duties; and to enforce such levy of Assessments through a lien and the foreclosure thereof or by other action pursuant to the Declaration.

4.4 To hold funds for the exclusive benefit of the Members of the Association as set forth in these Articles and as provided in the Declaration and Bylaws.

4.5 To purchase insurance for the protection of the Association, its property, officers, directors and Members, and such other parties as the Board may determine to be in the best interests of the Association. Homes shall be insured by the owner(s) thereof.

4.6 To operate, maintain, repair and improve any and all of the Common Areas, and such other portions of the Properties as may be determined by the Board from time to time.

4.7 To exercise architectural control over all buildings, structures and improvements to be placed or constructed upon any portion of the Properties pursuant to the Declaration.

4.8 To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, streetlights and other structures, landscaping, paving and equipment, both real and personal, related to the health and social welfare of the Members of the Association and the Owners and residents of the Association as the Board in its discretion determines necessary or appropriate.

4.9 To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and/or to contract with others for the performance of such obligations, services or duties.

4.10 To bring suit and to litigate on behalf of the Association as may be desirable or necessary for the proper management of the Association by vote of the Directors only.

4.11 All other powers necessary to effectuate the purposes for which the Association is organized.

5. MEMBERS AND MEMBERSHIP.

5.1 Members. The Owner of any Lot and/or Home in the Association shall be a Member of the Association.

5.2 Transfer of Membership. Transfer of membership in the Association shall be established by the recording in the Public Records of Lee County, Florida, of a deed or other

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instrument establishing a transfer of record title to any Lot or Home for which membership has already been established as hereinabove provided, the Owner designated by such instrument of conveyance thereby becoming a Member, and the prior Owner's membership thereby being terminated. In the event of a death of a Member, his or her membership shall be automatically transferred to his or her heirs or successors in interest.

5.3 Assignment. The share of a Member in the funds and assets of the Association may not be assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot associated with the membership of the Member, nor may a membership be separately assigned, hypothecated or transferred in any manner except as an appurtenance to a Lot or Home.

5.4 Members Voting Rights. The total number of Members' votes shall be equal to the total number of Lots and/or Homes within the Association from time to time. On all matters upon which the membership shall be entitled to vote, there shall be one (1) vote for each Lot and/or Home as further described in the Bylaws. Each Member shall have the number of votes equal to the number of Lots within the Association owned by the Member at the time of such vote.

5.5 Members' Meetings. The Bylaws shall provide for an annual meeting of the Members of the Association and shall make provision for special meetings of the Members.

6. DIRECTORS AND OFFICERS.

6.1 Number of Directors. The affairs of the Association shall be managed by a Board of Directors as described in the Bylaws but not less than five (5) Directors.

6.2 Election of Directors. The directors of the Association shall be elected by the Members in accordance with the Bylaws.

6.3 Powers and Duties. All the duties and powers of the Association existing under the Florida Statutes, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to the approval of the Members only when specifically required.

6.4 Removal and Vacancies. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

6.5 Officers. The officers of the Association shall be as stated in the Bylaws. The officers shall serve at the pleasure of the Board, and the Bylaws may provide for the removal from office of officers, for the filling of vacancies, and for the duties of officers.

7. TERM. The term of the Association shall be perpetual.

8. INDEMNIFICATION. To the fullest extent permitted by law, every officer and director of the Association shall be indemnified by the Association against all expenses and liability including reasonable attorney's fees, incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been an officer or director of the Association, whether or not he or she is an officer or director at the time such expenses are incurred. The foregoing right of indemnification shall not be available and the officer or director shall be liable for monetary damages as provided in Section 617.0834, Florida Statutes, as amended, if such officer or director breached or failed to perform his or her duties as an officer or director; and the breach of, or failure to perform

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his or her duties constitutes: (1) a violation of criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law estops that officer or director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the officer or director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful; (2) a transaction from which the officer or director derived an improper personal benefit, directly or indirectly; (3) recklessness or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property; or (4) 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. In the event of a settlement, the right to indemnification is subject to the finding by at least a majority of the disinterested Directors that the settlement is in the best interest of the Association. 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. Claims for reimbursement as permitted under this Section shall be paid by the Association as incurred.

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9. **BYLAWS.** The Bylaws shall be adopted and amended in the manner provided in the Bylaws.

10. **AMENDMENTS.** Amendments to these Articles shall be proposed and adopted in the following manner:

10.1 **Proposal.** Amendments to these Articles of Incorporation may be proposed by the Board of Directors or by written petition signed by at least twenty percent (20%) of the Members.

10.2 **Vote Required.** Except as otherwise provided by law, or by specific provision of the Governing Documents, these Articles of Incorporation may be amended by approval of a majority of the Members present, in person or by proxy, and voting at any annual or special meetings of the Members at which there is a quorum, in accordance with law.

10.3 **Certificate Recording.** A copy of each amendment shall be attached to a certificate that the amendment was duly adopted as an amendment to the Articles of Incorporation, which certificate shall be in the form required by law and shall be executed by officers of the Association with the formalities of a deed. The amendment shall be effective when the certificate and copy of the amendment are filed with the Florida Secretary of State and recorded in the Public Records of Lee County, Florida.

10.4 **Effective Date.** An amendment to these Articles shall not be effective until it has been recorded in the Public Records of Lee County, Florida and with the Florida Division of Corporations.

CERTIFICATE

The undersigned, being the duly elected and acting President and Secretary of Pebble Pointe Community Association, Inc., hereby certify that the foregoing were proposed and approved by affirmative vote of a majority of the Members in the Association present and voting, in person or by proxy, at a Special Meeting called for the purpose and held on February 27, 2024, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said vote is sufficient for their amendment. The foregoing both amends and restates the Articles of Incorporation in their entirety.

Executed this 18th of March, 2024.

PEBBLE POINTE COMMUNITY ASSOCIATION, INC., a Florida not-for-profit corporation

Janet S. Felts
Janet S. Felts, President

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Erica B. Nelson
Erica B. Nelson, Secretary
Print Name: Erica B. Nelson

STATE OF FLORIDA)
COUNTY OF Lee)

The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this 18th of March, 2024, by Janet S. Felts and Erica B. Nelson, President and Secretary, of Pebble Pointe Community Association, Inc., a Florida corporation not for profit, on behalf of the corporation, both of whom are personally known to me or have produced _____ as identification.



Aaron McCormick
Notary Public
My Commission Expires: 12-13-2026

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