

# N35955

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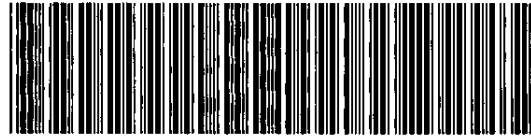
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*Amended &  
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**BECKER &  
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12140 Carissa Commerce Court, Suite 200  
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September 13, 2010

Reply To:  
Naples  
Gregory W. Marler, Esq.  
GMarler@becker-poliakoff.com

State of Florida  
Amendments Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Barefoot Beach Club Condominium Owners Association, Inc. (fka  
Barefoot Beach Club Homeowners Association, Inc. / Articles of  
Amended and Restated Articles of Incorporation**

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SARASOTA  
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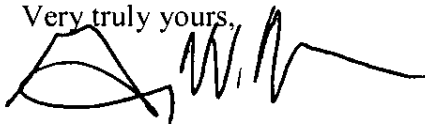
Dear Sir or Madam:

Enclosed please find Articles of Amended and Restated Articles of Incorporation for the above-referenced Corporation, together with check number 5777 in the amount of \$35.00 to cover the cost of filing.

Please return a filed copy of the document to my attention. An extra copy of the document is enclosed herewith for your use.

Thank you for your attention to this matter.

Very truly yours,



Gregory W. Marler  
For the Firm

GWM/jcm  
Enclosure (as stated)

ACTIVE: 3093987\_1

U.S. & GLOBAL OFFICES  
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NEW JERSEY  
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\* by appointment only

ARTICLES OF AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Barefoot Beach Club Homeowners Association, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 3<sup>rd</sup> day of June, 2010.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:

BAREFOOT BEACH CLUB HOMEOWNERS  
ASSOCIATION, INC.

(TWO)

Vilija Suziedelis  
Signature  
VILIA SUZIEDELIS  
Printed Name

BY: [Signature], President  
Date: 9.23.10

Frank Moffatt  
Signature  
FRANK MOFFATT  
Printed Name

(CORPORATE SEAL)

STATE OF Florida  
COUNTY OF Collier ) SS:

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of September 2010, by Floyd Larcis as President of Barefoot Beach Club Condominium Owners Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) \_\_\_\_\_ as identification.

NOTARY PUBLIC - STATE OF FLORIDA  
Deanna M. Davidson  
Commission #DD641748  
Expires: APR. 03, 2011  
BONDED THRU ATLANTIC BONDING CO., INC.

Deanna M. Davidson  
Notary Public  
Deanna M. Davidson  
Printed Name

My commission expires: 04/03/2011

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BAREFOOT BEACH CLUB CONDOMINIUM OWNERS 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 Barefoot Beach Club Homeowners Association, Inc., originally filed with the Florida Department of State the 4<sup>th</sup> day of January, 1990, under Charter Number N35955. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapters 617 and 718, Florida Statutes (2009).

**1. NAME.** The name of the corporation shall be Barefoot Beach Club Condominium Owners 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 an Association, including but not limited to the power to operate, administer, and manage the Common Areas in Barefoot Beach Club, a planned unit development, 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 Units in Barefoot Beach 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 Restrictive Covenants for Barefoot Beach Club, recorded in Official Records Book 1670, at Page 1408, *et seq.*, of the Public Records of Collier 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.

Exhibit "B" to Amended and Restated Declaration  
(Amended and Restated Articles of Incorporation)

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**4.2 Enumeration.** The Corporation shall have all the powers and duties set forth in Chapters 617 and 718, 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:

**4.2.1** To make and collect assessments and other charges against members as Owners of Units within Barefoot Beach Club, and to use the proceeds thereof in the exercise of its powers and duties.

**4.2.2** 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.

**4.2.3** 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.

**4.2.4** To purchase insurance upon the Corporation's property and insurance for the protection of the Corporation, its officers, Directors, and Members.

**4.2.5** 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.

**4.2.6** To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, and the Rules and Regulations.

**4.2.7** 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.

**4.2.8** To employ personnel to perform the services required for proper operation of the Corporation.

**4.2.9** Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.

**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.

Exhibit "B" to Amended and Restated Declaration  
(Amended and Restated Articles of Incorporation)

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**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.** The members of the Association shall consist of all of the record Owners of Units in the Condominium, and after termination of the Condominium shall consist of those who were members at the time of the termination and their successors and assigns.

**5.1 Assignment.** The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

**5.2 Voting.** On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

**5.3 Meetings.** The Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

**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.

**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.

Exhibit "B" to Amended and Restated Declaration  
(Amended and Restated Articles of Incorporation)

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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-five percent (25%) 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 entire Voting Interests of the Corporation, or by written agreement of two-thirds (2/3) of the entire Voting Interests. 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 Collier County, Florida.

**10.5 Automatic Amendment.** These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Declaration of Condominium. Whenever Chapter 718, Florida Statutes (2009) Chapter 617, Florida Statutes (2009) or other applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than set forth in these Articles, the Board may operate the Association pursuant to the less stringent requirements. The Board of Directors without a vote of the Unit Owners, may adopt by majority vote, amendments to these Articles of Incorporation as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607, 617, and 718 of the Florida Statutes (2009), or such other statutes or administrative regulations as required for the operation of the Association, all as amended from time to time.

**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.

ACTIVE: 2992715\_1

Exhibit "B" to Amended and Restated Declaration  
(Amended and Restated Articles of Incorporation)

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