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Amended
&
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ADAMCZYK LAW FIRM, PLLC
REAL ESTATE, CONDO/HOA & BUSINESS LAW

August 15, 2019

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

**Re: Amended and Restated Articles of Incorporation – Grand Bay
Condominium, Inc.**

Dear Sir or Madame:

We respectfully request you file the enclosed Amended and Restated Articles of Incorporation. Enclosed is Check No. 3361, in the amount of \$43.75, which represents the filing fee and certified copy fee.

Also enclosed is a stamped, self-addressed envelope for return of the filed and certified documents. Please do not hesitate to contact me at (239) 631-6199 with any questions or concerns you may have.

Sincerely,



Jamie C. Muni
Paralegal

NOTE: SUBSTANTIAL AMENDMENTS OF ENTIRE ARTICLES OF INCORPORATION - FOR PRESENT TEXT SEE EXISTING ARTICLES

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GRAND BAY CONDOMINIUM, INC.

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation of Grand Bay Condominium, Inc., a Florida corporation not for profit, incorporated on November 10, 1992, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Chapter 617, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted and the omission of matters of historical interest. Any terms used herein that are defined terms in the Amended and Restated Declaration of Condominium for Grand Bay, a Condominium as the same may be amended, shall have the same meaning as set forth in these Amended and Restated Articles of Incorporation.

The Amended and Restated Articles of Incorporation shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Grand Bay Condominium, Inc., and its address is c/o Newell Property Management Corporation, 5435 Jaeger Road, #4, Naples, Florida 34109, or at such other address designated by the Board of Directors.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Chapter 718, Florida Statutes, for the operation of Grand Bay, a Condominium, located in Collier County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earning of the Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida and of a condominium association under the Chapter 718, Florida Statutes, except as expressly limited or modified by these Articles, the Declaration of Condominium, and the Bylaws; and it shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to the condominium documents as they may hereafter be amended, including but not limited to the following:

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CLERK OF STATE
TALLAHASSEE, FL

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A. To make and collect Assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.

B. To protect, maintain, repair, replace and operate the condominium property and Association property.

C. To purchase insurance for the protection of the Association and its members.

D. To repair and reconstruct improvements after casualty, and to make further improvements of the condominium property.

E. To make, amend and enforce reasonable rules and regulations governing the operation of the Association and the use, maintenance, occupancy, alteration, transfer and appearance of units, common elements and limited common elements, subject to any limits set forth in the Declaration of Condominium.

F. To approve or disapprove the transfer, leasing and occupancy of units, as provided in the Declaration of Condominium.

G. To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.

H. To contract for the management and maintenance of the condominium and the condominium property, and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by law or by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.

I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.

J. To borrow money and encumber Association's assets and property as necessary to perform its other functions hereunder.

K. To grant, modify or move any easement in the manner provided in the Declaration of Condominium.

L. To purchase Unit(s) and other real and/or personal property as determined by the Association in compliance with the Declaration of Condominium and applicable law.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of the Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

- A. The members of the Association shall be the record owners of a fee simple interest in one or more units in the Condominium, as further provided in the Bylaws.
- B. The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.
- C. The owners of each unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS:

- A. Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- B. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE VII

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

- A. Proposal. Amendments to these Articles may be proposed by a majority of the Board or upon written petition to the Board, signed by at least one-fourth (1/4) of the total voting interests.

B. Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or members, such proposed amendment shall be submitted to a vote of the owners not later than the next annual meeting for which proper notice can be given.

C. Vote Required. Except as otherwise provided by law, or by a specific provision of the condominium documents, a proposed amendment to these Articles shall be adopted if it is approved by at least two-thirds (2/3) of members present and voting, in person or by proxy, at any annual or special meeting called for the purpose, provided that notice of the proposed amendment has been given to the members in accordance with law. The Board of Directors may amend these Articles to correct scrivener's errors or omissions and amend and restate the Articles in order to consolidate into one document amendments previously adopted by the members or the Board. Amendments adopted by the Board shall occur at a duly noticed Board meeting (with adoption of the amendments set forth on the agenda).

D. Certificate; Recording. A copy of each adopted amendment shall be attached to a certificate that the amendment was duly adopted as an amendment to the Articles, which certificate shall be in the form required by law and shall be executed by the President or Vice-President with the formalities of a deed. The amendment shall be effective when the certificate and copy of the amendment are recorded in the Public Records of Collier County, Florida.

ARTICLE VIII

INDEMNIFICATION.

A. Indemnity. The Association shall indemnify any officer, Director, or committee member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, officer, or committee member of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction, finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, Directors, and committee members as permitted by Florida law.

B. Defense. To the extent that a Director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section (A) above, or in defense of any claim, issue, or matter therein, he

shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

C. Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, officer, or committee member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by this Article VIII.

D. Miscellaneous. The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

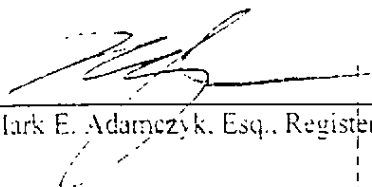
E. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, committee member, employee, or agent of the Association, or a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT: The street address of the registered office of the Association is Adamezyk Law Firm, PLLC, 9130 Galleria Court, Suite 201, Naples, Florida 34109, and the registered agent of the Association at that address shall be Mark E. Adamezyk, Esq.

The undersigned hereby accepts the designation of Registered Agent as set forth in Article IX of these Articles of Incorporation and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.



Mark E. Adamezyk, Esq., Registered Agent

The date of each amendment(s) adoption: April 19, 2019 if other than the date this document was signed

Effective date if applicable: April 19, 2019
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records

Adoption of Amendment(s) **(CHECK ONE)**

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

Dated April 19, 2019

Signature Donald Hornung

(By the chairman or vice chairman of the board, president or other officer if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Donald Hornung

(Typed or printed name of person signing)

President:

(Title of person signing)