

Division of Corporations

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N36643

Florida Department of State
Division of Corporations
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BASIC AMENDMENT

SAN MARINO IN PELICAN BAY CONDOMINIUM ASSOCIATION, I

Certificate of Status	1
Certified Copy	1
Page Count	07
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Amended + Restated

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 6, 2003

SAN MARINO IN PELICAN BAY CONDOMINIUM ASSOCIATION, INC.
1044 CASTELLO DR.
SUITE 206
NAPLES, FL 34103US

SUBJECT: SAN MARINO IN PELICAN BAY CONDOMINIUM ASSOCIATION, INC.
REF: N36643

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Our records show the Articles of Incorporation were filed on February 25, 1990. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
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Letter Number: 103A00027985

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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SAN MARINO IN PELICAN BAY CONDOMINIUM ASSOCIATION, INC.**

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FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

SAN MARINO IN PELICAN BAY CONDOMINIUM ASSOCIATION, INC.

Pursuant to Section 617.0201(4), Florida Statutes, the Articles of Incorporation San Marino in Pelican Bay Condominium Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on February 15, 1990, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.0201(4), 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 pursuant to Section 617.0201(4) and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of San Marino in Pelican Bay Condominium Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is San Marino in Pelican Bay Condominium Association, Inc., and its address is 6900 Pelican Bay Boulevard, Naples, FL 34108.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of San Marino in Pelican 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, except as expressly limited or modified by these Articles, the Declaration of Condominium, the By-Laws or the Florida Condominium Act; and it shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to said Declaration as it may hereafter be amended, including but not limited to the following:

- (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 use of the common

elements, and the operation of the Association.

(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 By-Laws 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 as necessary to perform its other functions hereunder.

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 By-Laws.

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 By-Laws.

(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 By-Laws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

BY-LAWS: The By-Laws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS:

(A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than five (5) Directors, and in the absence of such determination shall consist of five (5) Directors.

(B) Directors of the Association shall be elected by the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

(C) The business of the Association shall be conducted by the officers designated in the By-Laws. 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 by a written petition to the Board, signed by at least one-fourth (1/4th) of the voting interests of the Association.

(B) Procedure. Upon any amendment to these Articles being proposed by said Board or unit owners, 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 Florida law, a proposed amendment shall be adopted if it is approved by at least two-thirds (2/3rds) of the voting interests present at any annual or special meeting called for the purpose. These Articles shall be deemed amended by virtue of revisions to laws, regulations and judicial decisions that control over conflicting provisions of these Articles. The Board of Directors shall have the authority to amend these Articles in order to conform the provisions hereof with such revisions to laws, regulations and judicial decisions. In addition, the Board of Directors may amend these Articles to correct scrivener's errors or omissions, and amend and restate these 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). The Board shall supply the members with a copy of the adopted amendments.

(D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida, with the formalities required by the Condominium Act.

ARTICLE VIII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgement or other final adjudication establishes that his 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 judgement in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his

action was unlawful or had reasonable cause to believe his action was lawful.

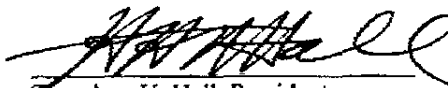
(C) A transaction from which the Director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being 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.

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FAX AUDIT NUMBER: (((H03000187691 8)))

In Witness whereof, the undersigned certifies that these Amended and Restated Articles of Incorporation were adopted by the membership of San Marino in Pelican Bay Condominium Association, Inc. on the 9th day of April, 2002.


Theodore H. Hall, President

CERTIFICATE OF APPOINTMENT OF REGISTERED AGENT

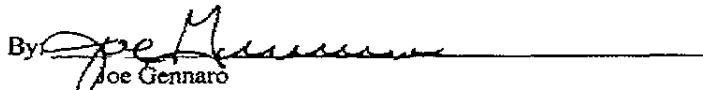
Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the above statement in designating the registered agent/office in the State of Florida to be Southwest Property Management Corp., 1044 Castello Drive, Suite 206, Naples, FL 34103.


Theodore H. Hall, President

DATE: 4/23/03

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.

SOUTHWEST PROPERTY MANAGEMENT CORP.

By 
Joe Gennaro
Its: Vice President

DATE 4/23/03

403538

FAX AUDIT NUMBER: (((H03000187691 8)))