

# 130335

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H12000082489 3)))



H120000824893ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : GRANT, FRIDKIN, PEARSON, ATHAN & CROWN, P.A.  
Account Number : 076402003516  
Phone : (239) 514-1000  
Fax Number : (239) 514-0377

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: azi.azami@naplesbeachhotel.com

COR AMND/RESTATE/CORRECT OR O/D RESIGN  
NAPLES GOLF AND BEACH CLUB, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$43.75

RECEIVED

12 MAR 29 AM 8:05

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

12 MAR 29 AM 9:19  
RECEIVED

APPROVED  
MAR 29 2012

*Meredith*  
T LEMERX  
MAR 29 2012

APR 11 11:11 AM '99  
12 MAR 29 PM 1:08  
RECEIVED BY REGISTER  
STATE OF FLORIDA

**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NAPLES GOLF AND BEACH CLUB, INC.**

The Amended and Restated Articles of Incorporation adopted as of January 22, 1998 and filed with the Florida Department of State on January 23, 1998, as amended March 29, 1999 and filed on April 5, 1999 with the Florida Department of State are hereby amended and fully restated in their entirety as follows:

**ARTICLE I**

**Name**

The name of this Corporation shall be **NAPLES GOLF AND BEACH CLUB, INC.**

**ARTICLE II**

**Nature of Business**

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

(a) To acquire by purchase, gift, devise, bequest or otherwise and to own, hold, develop, maintain, use, operate and dispose of by sale, exchange or otherwise, to lease, mortgage, pledge, assign and generally to deal in and with real and personal property, including hotels, apartments, restaurants, buildings, courts and fields for playing tennis and golf and any and all other games or amusements, and the doing of any and all other things incidental thereto.

(b) To acquire by purchase, gift, devise, bequest or otherwise, to manufacture or construct, to own, use, hold and develop, to dispose of by sale, exchange or otherwise, to lease, mortgage, pledge, assign and generally to deal in and with real and personal property of every sort and description, services, goodwill, franchises, inventions, patents, copyrights, trademarks, trade names and licenses, and interests of any sort in any such property.

(c) To enter into and perform contracts of every sort and description, with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency or agency of any of the foregoing.

(d) To issue, execute, deliver, endorse, buy, sell, draw, accept and discount notes, drafts, letters of credit, checks and other bills of exchange and other evidences of indebtedness.

(e) To borrow money, to lend money and extend credit, without limit in either case as

to amount in such amounts as the Board of Directors may from time to time determine; to guarantee and act as surety with respect to the debts of any other person, firm, association or corporation for any purpose and with or without consideration; and to secure any direct or contingent indebtedness of the Corporation by the execution and delivery of mortgages, pledges, assignments, transfers in trust or other instruments appropriate for encumbering any or all of the property of the Corporation, or any interest therein.

(f) To acquire, by purchase, merger or otherwise, all or any part of the goodwill, rights, property and business of any person, firm, association or corporation; in connection therewith to assume liabilities of any person, firm, association or corporation, and, in consideration of any such acquisition, to pay cash, to deliver stock, bonds, other securities, or property of any other kind.

(g) To issue, execute, deliver, guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, assign and otherwise deal in and with shares of capital stock, bonds, debentures, other evidences of indebtedness and any and all other securities of any description created, issued or delivered by this Corporation or by any other corporation, association, person or firm of the State of Florida or of any other state or nation, and, while owner thereof, to exercise, to the extent permitted by law, all the rights, powers and privileges of ownership including, without limitation, the right to vote stock or other securities having voting rights.

(h) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any or all of the things hereinbefore set forth as principal, agent, or otherwise, either alone or in conjunction with others, in any part of the world.

(i) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

(j) The objects and purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

### ARTICLE III Stock

The Corporation shall have two classes of shares, Class "A" Common and Class "B" Common.

The Corporation shall have the authority to issue 50,000 shares of Class "A" Common Stock with a par value of \$5.00 per share. Shareholders of the Class "A" Common Stock shall have exclusive and unlimited voting rights with regard to the Corporation as provided under law, these Articles and the Corporation's Bylaws.

The Corporation shall have the authority to issue 5,000,000 shares of Class "B" Common Stock with a par value of \$0.10 per share. Except as otherwise permitted by law, shareholders of the Class "B" Common Stock shall have no voting rights with regard to the Corporation.

Together, the shareholders of the Class "A" Common Stock and the Class "B" Common Stock shall be entitled to receive the distributions of the Corporation including, but not limited, to dividends and to the distribution of the Corporation's net assets upon its dissolution. There shall be no preference given to either class of stock.

**ARTICLE IV**  
**Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V**  
**Number of Directors**

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than three (3) persons, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the persons to serve as Directors until the next annual meeting of stockholders and thereafter until successors are elected are:

Name: Address:

Michael E. Watkins  
851 Gulf Shore Boulevard North  
Naples, Florida 34102

Henry B. Watkins, III  
851 Gulf Shore Boulevard North  
Naples, Florida 34102

Timothy G. Carroll  
851 Gulf Shore Boulevard North  
Naples, Florida 34102

**ARTICLE VI**  
**Officers**

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person

may hold more than one office.

#### ARTICLE VII

##### By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

#### ARTICLE VIII

##### Transactions in which Directors or Officers Are Interested

(a) No contract or transaction between the Corporation and one or more of the Directors or officers, or between the Corporation and any other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation as of the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves, or ratifies such contract or transaction.

#### ARTICLE IX

##### Indemnification of Directors and Officers

(a) The Corporation hereby indemnifies any officer or director made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(1) whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his

capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interest of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(2) By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director or officer of the Corporation, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

(b) Any indemnification under section (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful, such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of subsection (a) (1) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in subsection (a) (1) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this section. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between the corporation and such person, or conflicting interests between or among such person, or conflicting interests between or among such person and other

parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are for valid reasons objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this section.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

#### **ARTICLE X** **Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

#### **NAPLES GOLF AND BEACH CLUB, INC.** **CERTIFICATE**

The undersigned President and Secretary of NAPLES GOLF AND BEACH CLUB, INC., a Florida corporation, DO HEREBY CERTIFY:

1. That the present name of the corporation is NAPLES GOLF AND BEACH CLUB, INC.;
2. That pursuant to the provisions of the Florida Statutes, all of the directors of the corporation have consented, in writing, to the adoption of the foregoing Second Amended and Restated Articles of Incorporation in full conformity with the existing Articles of Incorporation and By-Laws of the Corporation, as amended, and the Florida Statutes;
3. That pursuant to the provisions of Florida Statutes, the holders of a majority of the outstanding stock of the Corporation have approved the adoption of the foregoing Second Amended and Restated Articles of Incorporation by written consent in full conformity with the existing Articles of Incorporation and By-Laws of the Corporation, as amended, and the Florida Statutes.
4. That the provisions of any and all prior versions of the Corporation's Articles of Incorporation and all amendments thereto as previously filed with the Secretary of State of Florida are amended and restated in their entirety by the provisions of the attached Second Amended and Restated Articles of Incorporation.
5. That the provisions of the attached Second Amended and Restated Articles of Incorporation replace and supersede the provisions of any and all prior versions of the Corporation's Articles of Incorporation and all amendments thereto as previously filed with the Secretary of State of Florida.-

6. That the text of the Articles of Incorporation of NAPLES GOLF AND BEACH CLUB, INC. is hereby amended and restated to read in full, as set forth in the attached Second Amended and Restated Articles of Incorporation.

7. That the Bear Stearns Funding, Inc. loan, as described in the January 22, 1998 Amended and Restated Articles of Incorporation, has been satisfied and/or consent given by its new holder.

IN WITNESS WHEREOF, the President and Secretary of the Corporation have caused these presents to be executed this 27 day of March, 2012.



\_\_\_\_\_  
Michael E. Watkins, President and  
Chairman of the Board



\_\_\_\_\_  
Jan Deas, Secretary