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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
LAGO MAR OF NAPLES, INC.**

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Restated

CERTIFICATE

THE UNDERSIGNED, being a duly elected and acting officer of Lago Mar of Naples, Inc., a Florida corporation not for profit ("Association"), does hereby certify that:

1. The Amended and Restated Articles of Incorporation attached hereto as Exhibit "A" contain amendments to the Amended and Restated Articles of Incorporation requiring approval from the Association's members.
2. The Association's members approved the Amended and Restated Articles of Incorporation at the duly called and noticed Members' Meeting held on March 19, 2001, at which a quorum was present.
3. The number of votes cast by the Association's members at the Members' Meeting was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and the seal of the corporation.

LAGO MAR OF NAPLES, INC. (SEAL)

Witness

Print Name: Thomas A. Bullinger

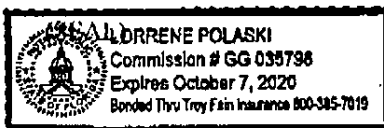
Witness

Print Name: Catherine A. Bullinger

By

Print Name: Christopher S. LuedePrint Title: President, Board of Trustees
Lago Mar, Naples FloridaSTATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 31 day of November, 2017, by CHRISTOPHER S. LUEDE, as PRESIDENT of Lago Mar of Naples, Inc., the corporation described in the foregoing instrument, who is personally known to me or who has produced _____ as identification.



Notary Public, State of Florida

Lorrene Polaski

Printed Name of Notary Public

Serial Number: 66 035-796My Commission Expires: 10/07/20

EXHIBIT "A"

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Prepared by:
Christopher N. Davies, Esquire
Swalm, Bourgeau, & Davies, P.A.
2375 Tamiami Trail, N., Suite 308
Naples, FL 34103

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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LAGO MAR OF NAPLES, INC.**

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of LAGO MAR OF NAPLES, INC., a Florida corporation, are hereby amended and restated in their entirety, including any amendments thereto. 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), Florida Statutes, and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of LAGO MAR OF NAPLES, INC., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association," is LAGO MAR OF NAPLES, INC., and its address is 1550 Gulf Shore Boulevard, North, Naples, Florida 34102.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Cooperative Act for the operation of LAGO MAR OF NAPLES, a residential cooperative, located in Collier County, Florida.

The Association is organized under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation under the laws of the State of Florida, except as expressly limited or modified by these Articles, the Proprietary Lease, the Ninety-Nine Year Lease, the Bylaws or Chapter 719, Florida Statutes, as they may be amended from time to time, including but not limited to the following:

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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 Cooperative property.
- (C) To purchase insurance upon the Cooperative property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the Cooperative property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the common areas, and the operation of the Association.
- (F) To approve or disapprove the transfer, leasing and occupancy of units, as provided in the Bylaws.
- (G) To enforce the provisions of the Florida Cooperative Act, these Articles, the Proprietary Lease, the Bylaws and any rules and regulations of the Association.
- (H) To contract for the management and maintenance of the Cooperative property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Proprietary Lease or Bylaws 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 Association.
- (J) To borrow money if 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 Bylaws, the Proprietary Lease, the Ninety-Nine Year Lease, and these Articles of Incorporation.

ARTICLE III

MEMBERSHIP:

- (A) The members of the Association shall be the record owners of an Assignment of Proprietary Lease to one or more units in the Cooperative, 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.

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(C) The members 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) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, 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 Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(C) 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 by written petition, signed by at least one-fourth (1/4) of the voting interests.

(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.

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(C) Vote Required. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by at least two-thirds (2/3rds) of the members voting in person or by proxy at any annual or special meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.

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

ARTICLE VIII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director, officer and volunteer of the Association against all expenses and liabilities, including attorneys' 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, officer or volunteer of the Association. The foregoing right of indemnification shall not be available if a judgment 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 judgment in its favor.

(B) Violation of criminal law, unless the person seeking indemnification 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 person seeking indemnification derived an improper personal benefit.

(D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the association or a member.

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.

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ARTICLES OF INCORPORATION