

704274

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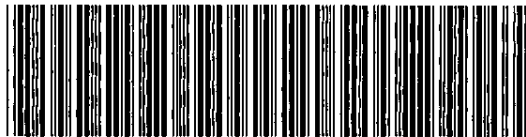
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended & Restated  
Articles / MC

102908

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Garden Court of Naples, Inc.

DOCUMENT NUMBER: 704274

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

James E. Willis, Esq.  
(Name of Contact Person)

\_\_\_\_\_  
(Firm/ Company)

975 Sixth Ave. S. #200  
(Address)

Naples, FL 34102  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Alicia at ( 239 ) 435-0094  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☒ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
GARDEN COURT OF NAPLES, INC.  
RENAMED AS  
GARDEN COURT OF NAPLES CONDOMINIUM ASSOCIATION, INC.**

FILED  
2008 OCT 27 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WHEREAS**, the original Articles of Incorporation of Garden Court of Naples, Inc. was filed on July 12, 1962 with the Florida Department of State bearing document number 704274, and

**WHEREAS**, the purpose of said corporation was to operate a co-operative housing complex on 8<sup>th</sup> Avenue South, Naples, Florida, known by the name of Garden Court of Naples; and

**WHEREAS**, The Board of Directors and Membership of Garden Court of Naples, Inc. did unanimously resolve to convert to condominium form of ownership at membership and board meeting held on the 5<sup>th</sup> day of December, 2007. By resolution approved by the Board and Membership the President and Secretary were authorized to sign these Amended and Restated Articles on behalf of the Association and the members thereof;

**NOW, THEREFORE**, the following are the Amended and Restated Articles of Incorporation of Garden Court of Naples, Inc. We, the undersigned natural persons competent to contract, acting as members and authorized agents of a corporation not for profit under Chapter 617 of the Florida Statutes, hereby adopt the following Amended and Restated Articles of Incorporation:

**ARTICLE I.**  
**NAME**

**Name.** The name of the corporation is hereby changed from Garden Court of Naples, Inc. to GARDEN COURT OF NAPLES CONDOMINIUM ASSOCIATION, INC., a corporation not for profit. For convenience the corporation shall herein be referred to as the "Association."

**ARTICLE II.**  
**PURPOSES**

(1) **Purpose.** The purposes for which the Association is organized are to provide an entity pursuant to Section 718.111, Florida Statutes, for the maintenance, preservation, administration, and management of The Garden Court of Naples Condominium, located in Collier County Florida.

(2) **Distribution of Income.** The Association shall make no distribution of income to and no dividend shall be paid to its members, directors, or officers.

- (3) No Shares of Stock. The Association shall not have or issue shares of stock.

### **ARTICLE III.** **MEMBERS**

(1) Members. The membership the Association shall consist of all the record owners of Units in the Condominium from time to time, and after termination of the Condominium shall consist of those who are members at the time of such termination and their successors and assigns.

(2) Change of Membership. After receiving any approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by the recording in the Public Records of Collier County, Florida, of a deed or other instrument establishing a change of record title to a Unit in the Condominium. The Owner designated by such instrument thereby automatically becomes a member of the Association and the membership of the prior owner is terminated.

(3) Limitation on Transfer of Shares of Assets. 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 member's unit.

(4) Voting. The Owner of each Unit shall be entitled to one vote as a member of the Association.

### **ARTICLE IV.** **DURATION**

Term. The period of duration of the corporation is perpetual, unless the Condominium is terminated pursuant to the provisions of the Declaration and, in the event of such termination, the corporation shall be dissolved in accordance with the law.

### **ARTICLE V.** **SUBSCRIBERS**

The names and residences of the subscribers are:

John Slager  
President and Member of the Association

261 8<sup>th</sup> Avenue South, Naples, Florida  
Garden Court Unit 281

Douglas J. DeCaster  
Treasurer, Secretary & Member of the Association

261 8<sup>th</sup> Avenue South, Naples, Florida  
Garden Court Unit 289-B

**ARTICLE VIII.**  
**BYLAWS.**

**Bylaws.** Bylaws regulating operation of the corporation are annexed to the declaration. The bylaws shall be amended by the members in the manner set forth in the bylaws.

**ARTICLE IX.**  
**REGISTERED OFFICE AND AGENT.**

**Registered Agent.** The registered agent of this corporation shall be as designated by the Board of Directors from time to time.

**ARTICLE X.**  
**AMENDMENTS TO ARTICLES.**

(1) **Amendments.** Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(b) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the membership of the Association as set forth in the By-laws.

(c) Proposed amendments must be approved by not less than a majority (51%) of the voting interests present in person or by limited proxy at a properly called members' meeting of the Association. Members not present in person at the meeting considering the amendment may express their approval in writing, by limited proxy, providing such limited proxy is delivered to the Secretary at or prior to the meeting.

(2) **Certification.** A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Collier County, Florida.

**ARTICLE XI.**  
**POWERS OF CORPORATION**

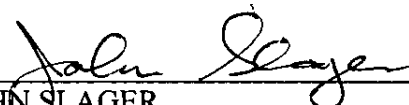
**Powers and Duties.** To promote the health, safety, and welfare of the residents of Garden Court of Naples Condominium, the corporation may exercise the powers and duties set forth in the Declaration of Condominium and Bylaws of the Association.

**ARTICLE XI.**  
**INDEMNIFICATION**

Indemnification. Every board member and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a board member or officer at the time such expenses are incurred, except when the board member or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such board member or officer may be entitled.

The undersigned being members of the Association and the duly elected President and Secretary being duly authorized by the Board of Directors and membership of the Association do hereby affirm that the preceding Amended and Restated Articles were unanimously approved by the Membership and Board of Directors effective on 5<sup>th</sup> day of December, 2007 and that they were instructed by said membership and Board of Directors to execute this instrument.

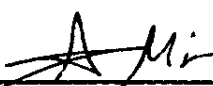
Dated this 9<sup>th</sup> day of October, 2008.

  
\_\_\_\_\_  
JOHN SLAGER  
President of the Association

  
\_\_\_\_\_  
DOUGLAS J. DECASTER  
Secretary of the Association

STATE OF FLORIDA    }  
                              } ss.  
COUNTY OF COLLIER }

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of October, 2008, by: **JOHN SLAGER** and **DOUGLAS DECASTER** who have produced FL Drivers Licenses as identification.

  
\_\_\_\_\_  
Notary Public -- State of FLORIDA  
Printed Name: Alicia Mick  
My Commission Expires: 6/20/2009  
(Seal)



ALICIA MARIE MICK  
MY COMMISSION # DD 410681  
EXPIRES: June 20, 2009  
Bonded Thru Budget Notary Services

### STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

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 designation as registered agent to accept service of process for the above stated corporation at the place designated in this statement. 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 under Chapter 617, Florida Statutes.



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Robert Fritz. - Registered Agent  
1622 Triangle Palm Terrace  
Naples, FL 34119