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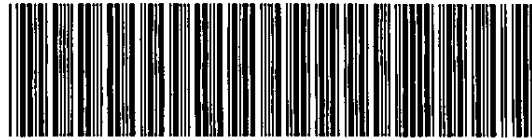
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CC

Amended/Restated

NOV 02 2016  
I ALBRITTON



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 21, 2016

SAMOUCÉ & GAL, P.A.  
% ROBERT SAMOUCÉ  
5405 PARK CENTRAL COURT  
NAPLES, FL 34109

SUBJECT: ROYAL PALM CLUB OF NAPLES, INC.  
Ref. Number: 706601

We have received your document for ROYAL PALM CLUB OF NAPLES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 316A00022648

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**ROYAL PALM CLUB OF NAPLES, INC.**

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Royal Palm Club of Naples, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on December 26, 1963, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1002, 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 617.1002 and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Royal Palm Club of Naples, Inc., shall henceforth be as follows:

**ARTICLE I**

**NAME:** The name of the corporation, herein called the "Association", is Royal Palm Club of Naples, Inc., and its address is 2121 Gulf Shore Blvd. N., Naples, Florida 34102-4639.

**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 the Royal Palm Club of Naples, a Cooperative, located in Collier County, Florida.

The Association is organized and shall exist as a corporation not for profit 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, officer or Director. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation for profit under the laws of the State of Florida, except as limited or modified by these Articles, the Bylaws, Proprietary Leases, or the Florida Cooperative Act 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 cooperative and Association property.
- (C) To purchase insurance upon the cooperative property and Association property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the property.

**ARTICLES OF INCORPORATION**

**EXHIBIT A**

**-1-**

- (E) To make, amend and enforce reasonable rules and regulations governing the use of the common areas and Association property, and the operation of the Association.
- (F) To approve or disapprove the transfer, leasing, subleasing, and occupancy of units, as provided in the Bylaws of the Association and the Proprietary Leases.
- (G) To enforce the provisions of the Cooperative Act, the Proprietary Leases, these Articles, the Bylaws and any Rules and Regulations of the Association.
- (H) To contract for the management and maintenance of the cooperative and the cooperative property and Association property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Bylaws or Florida Statutes to be exercised by the Board of Directors or the membership of the Association.
- (I) To employ accountants, attorneys, engineers, architects, and other professional personnel to perform the services required for proper operation of the Cooperative.
- (J) To lease property of the Association and, when and as authorized by the affirmative vote of two-thirds (2/3rds) of the voting interests, present and voting in person or by proxy at a meeting of the members duly called for that purpose, or when authorized by the written consent of two-thirds (2/3rds) of the voting interests, to acquire leaseholds, memberships, and other possessory, ownership or use interests in lands. It has this power whether or not the lands or facilities are contiguous to the lands of the cooperative property, if they are intended to provide enjoyment, recreation or other use or benefit to the members and their families, subleasees and guests.
- (K) When and as authorized by the affirmative vote of three-fourths (3/4ths) of the members present and voting in person or by proxy at a meeting of the members duly called for that purpose, or when authorized by the written consent of three-fourths (3/4ths) of the members, to sell, lease or exchange or mortgage all of the property and assets of the Association, including its good will and its corporate franchises, upon such terms and conditions as its Board of Directors shall deem expedient and for the best interest of the Association.
- (L) 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 all members in accordance with the provisions of the Proprietary Leases, these Articles of Incorporation and the Bylaws.

### **ARTICLE III**

#### **MEMBERSHIP:**

- (A) The members of the Association shall be the owners of the forty-two (42) Membership Certificates issued by the Association.

- (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 Membership Certificate, collectively, shall be entitled to one vote in Association matters. The resident member/primary occupant shall be the person entitled to cast the vote. 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 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 three (3) Directors, and in the absence of such determination shall consist of three (3) 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 (1/4th) of the voting interests.
- (B) **Procedure.** Upon any amendment to these Articles being proposed by said Board or unit owners (voting interests), such proposed amendment shall be submitted to a vote of the voting interests not later than the next annual meeting for which proper notice can be given.

- (C) Vote Required. Except as otherwise provided for by Florida law, these Articles of Incorporation may be amended by vote of two-thirds (2/3rds) of the voting interests present, in person or by proxy, and voting 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 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 and Federal law, the Association shall indemnify and hold harmless every Director and every officer 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 or officer 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) 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.

**CERTIFICATE**

The undersigned, being the duly elected and acting President of Royal Palm Club, Inc., hereby certifies that the foregoing Articles of Incorporation were approved by the affirmative vote of at least a majority of the voting interests present in person or by proxy and voting at a special meeting on September 30, 2016 after notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that the number of votes casts was sufficient for their amendment.

*Amended and Restated*  
Executed this 10 day of OCTOBER, 2016. *of the members*

**ROYAL PALM CLUB, INC.**

*[Signature]*  
Joseph Altieri, President  
2121 Gulf Shore Blvd. N. Apt. 207  
Naples, FL 34102

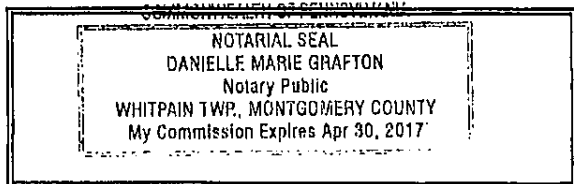
Attest:

*Ralph Hinckley*  
Ralph Hinckley, Secretary

(SEAL)

STATE OF Pennsylvania  
COUNTY OF Montgomery

Subscribed to before me this 10<sup>th</sup> day of October, 2016 by Joe Altieri, President of Royal Palm Club, Inc., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce PA drivers license as identification.

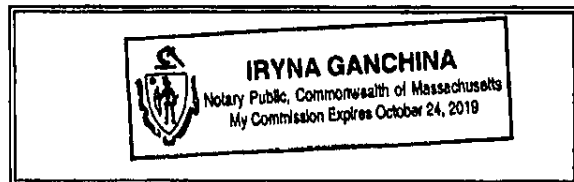


*Danielle Marie Grafton*  
Signature of Notary Public

(Print, Type or Stamp Commissioned Name of Notary Public) (Affix Notarial Seal)

STATE OF ma.  
COUNTY OF Middlesex

Subscribed to before me this 12<sup>th</sup> day of October, 2016 by Ralph Hinckley, Secretary of Royal Palm Club, Inc., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce MA DL as identification.



*Iryna Ganchina*  
Signature of Notary Public

(Print, Type or Stamp Commissioned Name of Notary Public) (Affix Notarial Seal)