

708389

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

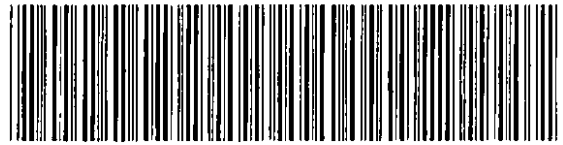
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S. CHATHAM 07/10/23--01013--024 **43.75
OCT 12 2023

2023 OCT 12 PM 5:50



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 11, 2023

BOND SCHOENECK & KING
4001 TAMiami TRAIL NORTH, SUITE 105
NAPLES, FL 34103 US

Ref. Number: 708389'

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

The addresses of the officers and directors should have complete legal addresses, including the zip code.

If you have any further questions concerning your document, please call (850) 245-6000.

Summer Chatham
Regulatory Specialist III
Director's Office

Letter Number: 923A00020771

RECEIVED

SEP 25 2023

BOND SCHOENECK & KING, FL

October 5, 2023

VIA EMAIL

Amendment Section
Department of State
Division of Corporations
Attn: Summer Chatham
Regulatory Specialist III
Director's Office
summer.chatham@dos.myflorida.com

2023 10 PM 5:50

Re: Resubmission of Restated Articles of Incorporation
Naples Sailing and Yacht Club, Inc. (708389)

Dear Ms. Chatham:

Enclosed herein, please a copy of the Restated Articles of Incorporation with respect to the above captioned not-for-profit corporation, with the necessary corrections made in response to your correspondence dated September 11, 2023 (Letter Number 923A0002077), a copy of which is also included for your reference.

In accordance with Fla. Stat. § 617.0123(3), we request that the Division deem the enclosed Restated Articles of Incorporation as being filed as of the original filing date. Please let me know if there is any issue with this request.

If you have any questions, please do not hesitate to contact the undersigned. Thank you.

Respectfully

BOND, SCHOENECK & KING, PLLC



Christopher J. Hoertz, Esq.
Associate | Business

enc: Restated Articles of Incorporation (corrected)
Letter Number 923A00020771 (09/11/2023)

16588632.1 10/5/2023

Naples Sailing and Yacht Club, Inc.,
a Florida not-for-profit corporation

Restated Articles of Incorporation

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned officer of NAPLES SAILING AND YACHT CLUB, INC, a Florida not-for-profit corporation, adopts the following Restated Articles of Incorporation:

I. NAME

The name of this corporation shall be: Naples Sailing and Yacht Club, Inc. and it shall be located in Naples, Florida, Collier County and its address shall be 896 River Point Drive, Naples, Florida 34102.

II. PURPOSE

The object and purpose of Naples Sailing and Yacht Club, Inc. (The Club) shall be to encourage the sport of yachting; to promote water safety and the science of seamanship and navigation; to promote the social welfare of and to provide entertainment and diversion for its members; and to hold title to real and personal property for the benefit of The Club. The Corporation is organized and shall be operated for one or more purposes which will permit the Corporation to qualify as an organization exempt from Federal income taxation pursuant to Section 501(c)(7) of the Internal Revenue Code. The Corporation is organized for pleasure, recreation, and other nonprofitable purposes, substantially all of the activities of which are for such purposes and no part of the net earnings of which inures to the benefit of any Member.

III. DURATION

The Corporation shall exist perpetually.

IV. SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation were as follows:

Don Bell	1376 11 th Street North, Naples, Florida 34102
George Lake	1244 3 rd Street South, Naples, Florida 34102
Jack Messmer	672 16 th Avenue South, Naples, Florida 34102
Virginia Moore	768 6 th Avenue North, Naples, Florida 34102
Arthur Newmann	1801 Crayton Road, Naples, Florida 34102

V. OFFICERS AND DIRECTORS

The names and titles of the officers and directors who were to manage the affairs of this Corporation until their successors were duly appointed or elected were as follows:

Don Bell	Commodore and Director, 1376 11 th Street North, Naples, Florida 34102
George Lake	Vice Commodore and Director, 1244 3 rd Street South, Naples, Florida 34102
Jack Messmer	Rear Commodore and Director, 672 16 th Avenue South, Naples, Florida 34102
Virginia Moore	Secretary and Director, 768 6 th Avenue North, Naples, Florida 34102
Arthur Newmann	Treasurer and Director, 1801 Crayton Road, Naples, Florida 34102

VI. BYLAWS, ARTICLES OF INCORPORATION

Upon resolution of the Executive Board, these Articles of Incorporation or the By-laws may be amended, repealed or altered in whole or in part at a regular meeting or special meeting called for that purpose and if voted upon favorably by two-thirds (2/3) of the Voting Members present at said meeting and voting in person or by absentee ballot. The proposed amendment or amendments shall be mailed to each registered member at his or her last known address, together with a notice of the meeting at least thirty (30) days prior to the date of the meeting. Articles and sections may be rewritten in accordance with amendments and thereafter labeled accordingly.

By-laws as amended will be effective at midnight of the date of the meeting at which they were adopted, unless otherwise stated.

VII. NOT FOR PROFIT

Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501 (c) 7 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

Upon dissolution of the Corporation, and prior to the completion thereof, all liabilities and obligations of the Corporation (including reimbursements to former equity members pursuant to their membership agreements) shall be paid, satisfied and discharged and all of the remaining assets, property and income owned or held by the Corporation, but not so owned or held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall first be applied to refunding the initiation fees paid by all active Members on the date of dissolution. If the remaining assets, property and income are insufficient to refund the initiation fees paid by all active Members on the date of dissolution, the initiation fees shall be refunded on a pro-rata

basis. Any remaining assets, property and income owned or held by the Corporation after refunding the initiation fees to the active Members on the date of dissolution, shall be distributed equally to all active Voting Members on the date of dissolution.

VIII. REGISTERED AGENT AND OFFICE

The address of the registered office for the Corporation is 896 River Point Drive, Naples, Florida 34102, and the name of its registered agent at that address is Manuel Blanco, Jr.

CERTIFICATION

The Corporation's Executive Board of Directors approved and adopted the Restated Articles of Incorporation on June 22, 2023. Pursuant to Section 617.1007, Florida Statutes, the Corporation's board of directors may restate its articles of incorporation at any time with or without a vote of the members. Pursuant to Section 617.1007(a), Florida Statutes, the undersigned certifies that the restatement does not contain an amendment to the articles of incorporation requiring member approval.

NAPLES SAILING & YACHT CLUB, INC.

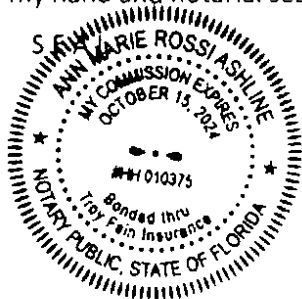
BY: *Robert Leach*
Robert Leach, Commodore

Dated: 10/2/2023

STATE OF FLORIDA)

COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me on October 2, 2023,
by means of ☒ physical presence or ☐ online notarization, by Bob Leach, who is either ☐
personally known to me, or who ☐ produced October 2 as identification.
Given under my hand and notarial seal on October 2, 2023.




Ann Marie Rossi Ashline
Name: Ann Marie Rossi Ashline
Notary Public
My commission expires: October 15, 2024

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of NAPLES SAILING AND YACHT, INC., which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent.

Dated this 2 day of October, 2023.



Manuel Blanco, Jr.
Registered Agent

2023.10 PM 5:50