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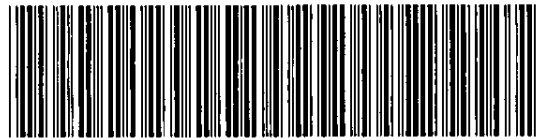
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Emmy- Lu Inc., of Naples

Signature _____

Requested by: SETH

12/14/15

Name

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Prepared by:
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Naples, FL 34108

FILED
2015 DEC 14 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EMMY-LOU INC., OF NAPLES**

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of EMMY-LOU INC., OF NAPLES, 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 filed on May 12, 1966, with the Florida Secretary of State and the provisions of these Amended and Restated Articles of Incorporation 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 EMMY-LOU INC., OF NAPLES, shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association," is EMMY-LOU INC., OF NAPLES (a/k/a The Billows), a Florida not for profit corporation, and its address is 2601 Gulf Shore Boulevard, North, Naples, Florida 34103.

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 EMMY-LOU INC., OF NAPLES, a Cooperative, located in Collier County, Florida in the interests of and for the housing of its members and other lawful occupants providing such community facilities, services and benefits as may be necessary or convenient for the welfare of its members.

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 Cooperative

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Owners Agreement, the Bylaws or Chapter 719, Florida Statutes, as they may be amended from time to time, including but not limited to the following:

(A) 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 Cooperative Owners Agreement or Bylaws to be exercised by the Board of Directors or the membership of the Association.

(B) To enforce the provisions of the Florida Cooperative Act, these Articles, the Cooperative Owners Agreement, the Bylaws and any Rules and Regulations of the Association.

(C) To protect, maintain, repair, replace and operate the Cooperative property.

(D) To approve or disapprove the transfer, occupancy and leasing of units, as provided in the Bylaws.

(E) 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.

(F) To make, amend and enforce reasonable rules and regulations governing the use of units, limited common areas, Cooperative property, and the operation of the Association.

(G) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.

(H) To purchase insurance upon the Cooperative property for the protection of the Association and its members.

(I) To make improvements and after casualty reconstruction of the Cooperative property.

(J) To borrow money if necessary to perform its other functions hereunder from time to time without limit as to amount and to secure the payment and interest thereon by mortgage, pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation.

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 Cooperative Owners Agreement and these Articles of Incorporation.

ARTICLE III

MEMBERSHIP:

(A) The conditions of membership, rules and regulations of the Association governing admissions to and terminations of membership, rights, duties, obligations and classifications of members, if any, shall be provided for 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.

(C) The member(s) 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 power and authority to make, alter and amend the Bylaws of the Association shall vest in the membership on such terms as shall be expressly stated in the Bylaws.

ARTICLE VI

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 twelve (12) or more members.

(B) Procedure. Upon any amendment to these Articles being proposed by said Board or members, such proposed amendment shall be submitted to a vote of the owners at a special meeting called for that purpose or not later than the next annual meeting for which proper notice can be given.

(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 twenty-five (25) of the members 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 proper filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

ARTICLE VII

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 not more than seven (7) 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 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 and one of the following:

(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.

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(C) A transaction from which the person seeking indemnification derived an illegal 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.

CERTIFICATE

THE UNDERSIGNED, being the duly elected and acting President of Emmy-Lou Inc. of Naples, hereby certifies that the foregoing were duly proposed by at least a majority of the entire membership of the Board of Directors at a special meeting called for the purpose. The undersigned further certifies that the foregoing were approved by at least a majority of the votes of the entire membership of the Association after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said vote is sufficient for their approval. The foregoing both amend and restate in their entirety any previously filed Articles of Incorporation.

Executed this 8th day of December, 2015.

Leslie Thompson
Signature of Witness #1

Leslie Thompson
Printed Name of Witness #1

EMMY-LOU INC., OF NAPLES

By: John Herlihy
John Herlihy, President

Frank Murphy
Signature of Witness #2

FRANK MURPHY
Printed Name of Witness #2

STATE OF FLORIDA)
) ss:
COUNTY OF COLLIER)

Subscribed to before me this 8th day of December, 2015 by John Herlihy, President of Emmy-Lou Inc., of Naples, a Florida corporation not for profit, on behalf of the corporation. John Herlihy is personally known to me or did produce _____ as identification, and did not take an oath.

My Commission Expires:

SEAL



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Leslie C. Thompson
Notary Public
Leslie C. Thompson
Printed Name

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