

711889

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300324611513

02/19/19--01049--014 **35.00

FILED

2019 FEB 19 PM 2:10

STATE
TALLAHASSEE, FL

R. W. ...
FEB 20 2019

Joseph E. Adams, Esq.
Phone: (239) 433-7707 Fax: (239) 433-5933
jadams@beckerlawyers.com

Becker

Becker & Poliakoff
Six Mile Corporate Park
12140 Carissa Commerce Court, Suite 200
Fort Myers, Florida 33966

4001 Tamiami Trail North, Suite 410
Naples, Florida 34103

February 15, 2019

Florida Department of State
Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: The Port Royal Club, Inc. (Document No. 711889)

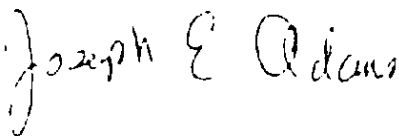
To Whom It May Concern:

Enclosed please find Articles of Amended and Restated Articles of Incorporation for the above-referenced Corporation along with check number 058598 in the amount of \$35.00 to cover the cost of filing.

Please return a copy of the filed document to my attention. An extra copy of the document is enclosed herewith for your use.

Thank you for your attention to this matter.

Very truly yours,



Joseph E. Adams
For the Firm

JEA/sdi
Enclosures (as stated)
ACTIVE: 11838332_1

ARTICLES OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION

FILED

2019 FEB 19 PM 2:11

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is The Port Royal Club, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 9th day of February 2019.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES (TWO):

THE PORT ROYAL CLUB, INC.

Robert G. Seletti
Signature

Robert G. Seletti
Printed Name

Thomas Birmingham
Signature

Thomas Birmingham
Printed Name

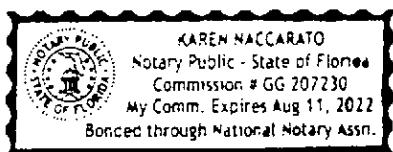
BY: Chad N. Ott
Chad N. Ott, President

Date: 02/14/2019

(CORPORATE SEAL)

STATE OF Florida)
) SS:
COUNTY OF Collier)

The foregoing instrument was acknowledged before me this 14 day of February, 2019 by Chad N. Ott as President of The Port Royal Club, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) personally known as identification.



Karen Naccarato
Notary Public
Karen Naccarato
Printed Name

My commission expires: August 11, 2022
ACTIVE: 11962274_2

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

PORT ROYAL CLUB, INC.

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION –
SEE CURRENT ARTICLES OF INCORPORATION FOR PRESENT TEXT**

These are the Amended and Restated Articles of Incorporation of The Port Royal Club, Inc., originally filed with the Florida Department of State on the 1st day of December 1966, under Charter Number 711889. Amendments included have been added pursuant to Chapter 617, Florida Statutes (2017).

For historical reference, the street address of the initial principal place of business was 2900 South Gordon Drive, Naples, Florida. The name and address of the current registered office is Karen Naccarato, 2900 Gordon Drive, Naples, Florida 34102. The Board of Directors may, from time to time, change the designation of the principal office, the mailing address of the corporation, the registered office and the registered agent, in the manner provided by law.

ARTICLE I – NAME

The name of this corporation shall be: PORT ROYAL CLUB, INC., and its principal place of business shall be located at 2900 South Gordon Drive, Naples, Florida.

ARTICLE II – PURPOSES

The general nature of the objects and purposes of the corporation shall be as follows:

(a) To secure the benefits of a social club for: owners of real estate in PORT ROYAL, Naples, Florida, who have applied for membership in the club; owners of property in certain other geographical locations near Port Royal who have applied for membership in the Club; and members who have qualified for membership based on prior property ownership. All membership opportunities are subject to admission and availability, as provided in the By-Laws.

(b) To promote the best interests and common good of all its members.

ARTICLE III – QUALIFICATION OF MEMBERS

The qualifications of members and the manner of their application and admission to membership shall be as provided in the By-Laws.

ARTICLE IV – TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual.

ARTICLE V – OFFICERS

The officers of this corporation shall consist of a President, one or more Vice Presidents, a Secretary, and a Treasurer, and such other officers as may be prescribed by the By-Laws and shall be elected by the Board of Directors at such times and for such terms as may be fixed by the By-Laws.

ARTICLE VI – BOARD OF DIRECTORS

The direction and management of the affairs of the corporation and the control of its property shall be vested in a board of directors of not less than three nor more than twelve, the exact number of which shall be determined by the By-Laws.

ARTICLE VII – BY-LAWS

The By-Laws may be amended, altered or rescinded by a majority vote of the members present in person or by proxy, at any meeting called for that purpose upon notice given.

ARTICLE VIII – AMENDMENTS

These Articles of Incorporation may be amended, altered or rescinded by a majority vote of the members present at any meeting called for that purpose upon notice given.

ARTICLE IX - INDEMNIFICATION.

Section 1. Indemnity. The Club shall indemnify any officer, Director, or committee member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, officer, or committee member of the Club, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Club, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person failed to act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Club, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Club, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, Directors, and committee members as permitted by Florida law. 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 Club.

Section 2. Defense. To the extent that a Director, officer, or committee member of the Club has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to

in Section 1 above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 3. Advances. Reasonable expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Club in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, officer, or committee member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Club as authorized by this Article. However, if the Board, by majority vote, determines that the person seeking advancement did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Club, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, the Club shall not be obligated to pay for any expenses incurred prior to the final disposition of the subject action.

Section 4. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person. Any reference in this Article to masculine gender shall also be deemed to include the female gender.

Section 5. Insurance. The Club shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, committee member, employee, or agent of the Club, or a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Club would have the duty to indemnify him against such liability under the provisions of this Article.

ACTIVE: 11677986_2