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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Del Mar Club, Inc.

**DOCUMENT NUMBER:** 713600

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

Please return all correspondence concerning this matter to the following:

Howard J. Perl, Esq.

(Name of Contact Person)

Katzman Garfinkel & Berger

(Firm/ Company)

5297 West Copans Road

(Address)

Margate, FL 33063

(City/ State and Zip Code)

Hperl@kgblawfirm.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Howard J. Perl, Esq. at ( 954 ) 486-7774

(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:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

Articles of Amendment  
to  
Articles of Incorporation  
of

Del Mar Club, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

713600

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

\_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
Signature of New Registered Agent, if changing

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14 FEB 10 AM 11:47

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

Type of Action  
(Check One)

Title

Name

Address

- 1) ☒ Change      P      COLLEEN WALKER      111-1300 GULF SHORE BLVD. N.  
      ☐ Add      NAPLES, FL. 34102  
      ☐ Remove
- 2) ☒ Change      T      JOSEPH MILLER      1781 SANCTUARY POINTE COURT  
      ☐ Add      NAPLES FL 34110  
      ☐ Remove
- 3) ☒ Change      S      BERNARD KEATING      604-1300 GULF SHORE BLVD N.  
      ☐ Add      NAPLES, FL 34102  
      ☐ Remove
- 4) ☒ Change      V      PATRICK DELAHUNTY      510-1300 GULF SHORE BLVD N.  
      ☐ Add      NAPLES, FL 34102  
      ☐ Remove
- 5) ☒ Change      D      JOHN MOLLOY      707-1300 GULF SHORE BLVD N.  
      ☐ Add      NAPLES, FL 34102  
      ☐ Remove
- 6) ☐ Change      \_\_\_\_\_      \_\_\_\_\_      \_\_\_\_\_  
      ☐ Add      \_\_\_\_\_      \_\_\_\_\_      \_\_\_\_\_  
      ☐ Remove

(attach additional sheets, if necessary). (Be specific)

[illegible]

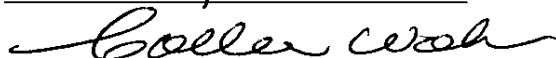
The date of each amendment(s) adoption: March 5, 2013 if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated January 29, 2014

Signature   
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Colleen Walker

(Typed or printed name of person signing)

President

(Title of person signing)

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DEL MAR CLUB, INC.  
(A Florida Corporation Not for Profit)**

We, the undersigned, being the President and Secretary of Del Mar Club, Inc., a Florida not for profit corporation, in accordance with its' Articles of Incorporation and By-Laws do hereby certify:

1. The Association was originally incorporated on November 9, 1967, pursuant to the laws of the State of Florida.
2. The originally filed Articles of Incorporation as amended ("**Original Articles**") recorded under Clerk's File No. 377464 in OR Book 615, pages 242 through 247, both inclusive, public records of Collier County, Florida on 25 March 1975 @ 3:04 pm., are hereby duly amended and restated in their entirety in accordance with the provisions of Section 617.1007(1), Florida Statutes, and Article VI of the Original Articles by the Board of Directors of the Association.
3. These Amended and Restated Articles of Incorporation were duly adopted by the members of the Association.
4. These Amended and Restated Articles of Incorporation contain amendments to the Original Articles which require the approval of the members by the affirmative vote of two thirds (2/3) of the entire membership, which includes proxies, pursuant to Article VI of the Original Articles.
5. These Amended and Restated Articles of Incorporation have been duly executed by the President and Secretary of the Association on the dates hereinafter set forth on the execution page.
6. As so adopted, these Amended and Restated Articles of Incorporation replace and restate the Original Articles in their entirety and are substituted therefore.

**DEFINITIONS**

The terms contained in these "Articles" are defined in the Cooperative Act, Chapter 719, Florida Statutes, as amended ("**Act**"), and shall have the meaning of such terms set forth in such Act, and, for clarification, the following terms will have the following meanings:

- 1.1. "**Act**" means the Cooperative Act, Chapter 719, Florida Statutes, as amended.

1.2. **"Articles"** means the Articles of Incorporation of the Association, attached as Exhibit A and incorporated herein by reference.

1.3. **"Association"** means Del Mar Club, Inc., a Florida corporation not for profit, responsible for operating the Del Mar Club, a residential cooperative.

1.4. **"Board"** means the Board of Directors of the Association.

1.5. **"By-Laws"** means the By-Laws of the Association.

1.6. **"Common Area"** means:

1.6.1. The Cooperative Property other than the Units;

1.6.2. Easements through the Units, as applicable, for conduit ducts, plumbing, wiring and other facilities for furnishing of utility services to Units and the Common Areas.

1.6.3. An easement of support in every portion of a Unit which contributes to the support of a Building;

1.6.4. Property and installations required for the furnishing of utility services and other services for more than one Unit, the Common Areas or a Unit other than the Unit containing the installation; and

1.6.5. Such portion or portions of the Land, when, as and if same are submitted to cooperative ownership.

1.7. **"Common Surplus"** means the excess of receipts of the Association collected on behalf of the Cooperative (including, but not limited to, Cooperative Assessments, rents, profits and revenues) over the Cooperative Common Expenses.

1.8. **"Cooperative"** means the Del Mar Club, Inc., a Florida not for profit corporation.

1.9. **"Cooperative Cooperative Assessments"** means the Cooperative Assessments for which all Owners are obligated to the Association and include:

1.9.1. **"Annual Cooperative Assessment"**, which includes, but is not limited to, each Owner's annual share of funds required for the payment of Cooperative Common Expenses as determined in accordance with any Lease; and

1.9.2. **"Special Cooperative Assessments"**, which include any Cooperative Assessments levied by the Board in addition to the Annual Cooperative Assessment.

1.10. **"Cooperative Common Expenses"** means Cooperative Common Expenses for



which the Owners are liable to the Association as defined in the Act and as described in the Cooperative Documents, and include:

1.10.1. The expenses for the operation, maintenance, repair or replacement of the Cooperative, costs of carrying out the powers and duties of the Association, cost of fire and extended coverage insurance, the rent due under any Lease; and

1.10.2. Any other expenses designated, not inconsistent with the Act, as Cooperative Common Expenses from time to time by the Board.

1.11. “**Cooperative Documents**” means in the aggregate the Lease, the Articles, By-Laws, any rules and regulations promulgated by the Association and all of the instruments and documents referred to therein and executed in connection with the Cooperative and all amendments to the foregoing.

1.12. “**Cooperative Property**” means the real property subject to cooperative ownership as part of the Cooperative and all improvements thereon, including, but not limited to, the Units and the Common Areas.

1.13. “**County**” means Collier County, Florida.

1.14. “**Directors**” shall mean the members of the Board.

1.15. “**Lease**” means the “Master Proprietary Lease for Del Mar Club” recorded in Official Records Book \_\_\_\_\_, Page \_\_\_\_\_, of the Public Records of Collier County, Florida.

1.16. “**Legal Fees**” means: (i) all fees for attorney and paralegal services incurred in connection with negotiations, mediation, arbitration, litigation, or preparation for same (whether or not such an action is actually begun), through and including all trial and appellate levels and post judgment or collection proceedings; and (ii) all costs incurred with respect to the matters set forth in (i) above.

1.17. “**Limited Common Areas**” means those Common Areas which are reserved for the use of certain Units to the exclusion of other Units.

1.18. “**Member**” means a member of the Association.

1.19. “**Owner**” means “Owner”, as defined in the Act, and is the owner of a Property Interest.

1.20. “**Public Records**” means the Public Records of the County.

1.21. “**Property Interest**” means an Owner’s real property interest in his or her

Membership Certificate and appurtenant leasehold interest created by way of the Lease.

1.22. "**Unit**" means "unit" as defined in the Act and is that portion of the Cooperative within the Cooperative which is subject to exclusive use including where applicable appurtenant balconies or terraces.

1.23. "**Voting Certificate**" means "a right to vote" as defined in the Act and is the document which designates one (1) of the record title owners, or the corporate, partnership or entity representative who is authorized to vote on behalf of a Unit owned by more than one (1) owner or by any entity.

1.24. "**Voting Interests**" means "voting interests" as defined in the Act and are the voting rights distributed to Members pursuant to the Lease.

#### ARTICLE 1 NAME, PRINCIPAL AND MAILING ADDRESS

The name of this Association is DEL MAR CLUB, INC., whose principal and mailing address is 1300 Gulf Shore Boulevard North, Naples, Florida 34102.

#### ARTICLE 2 PURPOSE OF ASSOCIATION

The Association shall be the Cooperative Association responsible for the operation of the Cooperative subject to the terms and restrictions of the Cooperative Documents. Each Owner shall be a Member of the Association as provided in these Articles.

The purpose for which the Association is organized is to maintain, operate and manage the Cooperative, and to own portions of, operate, lease, sell, trade and otherwise deal with certain of the improvements located therein now or in the future, all in accordance with the Cooperative Documents and all other lawful purposes.

#### ARTICLE 3 POWERS

The Association shall have the following powers which shall be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not for profit, which are not in conflict with the terms of the Cooperative Documents

or the Act.

B. The Association shall have all of the powers granted to the Association in the Cooperative Documents. All provisions of the Lease and By-Laws which grant powers to the Association are incorporated into these Articles, including, but not limited to, powers with respect to the operation, maintenance, management, repair and replacement of the Cooperative Property and the Common Areas and the levying and collection of Cooperative Assessments for the payment of Cooperative Common Expenses and the promulgation and enforcement of rules and regulations.

C. The Association shall have all of the powers of a Cooperative Association under the Act and shall have all of the powers reasonably necessary to implement the purposes of the Association including, but not limited to, the following:

1. To make, establish and enforce reasonable rules and regulations governing the use of the Cooperative Property (including the Units and the Common Areas);
2. To make, levy, collect and enforce Cooperative Assessments and special charges and any other charges and/or fees as provided in the Cooperative Documents against Owners, in order to provide funds to pay for the expenses of the Association, the maintenance, operation and management of the Cooperative and the payment of Cooperative Common Expenses and other expenses in the manner provided in the Cooperative Documents and the Act and to use and expend the proceeds of such Cooperative Assessments in the exercise of the powers and duties of the Association;
3. To maintain, repair, replace and operate the Cooperative Property in accordance with the Lease and the Act;
4. To reconstruct improvements on the Cooperative in the event of casualty or other loss;
5. To enforce by legal means the provisions of the Cooperative Documents and the Act;
6. To employ personnel, retain independent contractors and professional personnel, and to enter into service contracts to provide for the maintenance, operation and management of the Cooperative Property and to enter into any other agreements consistent with the purposes of the Association including, but not limited to, agreements as to the management of the Cooperative Property and agreements to acquire possessory or use interests in real property and to provide therein that the expenses of said real property and any improvements thereon, including taxes, insurance, utility expenses, maintenance and repairs, are Cooperative Common Expenses of the Cooperative, and to enter into agreements for the installation, maintenance, and operation of a "master" television antenna system and a cable television system, if any;

2. The Director or Directors in attendance at a meeting shall constitute a quorum.

C. Corporate action taken in good faith during an emergency under this Article 13 to further the ordinary affairs of the Association:

1. Binds the Association; and
2. May not be used to impose liability on a Director, officer, employee or agent of the Association.

D. A Director, officer or employee of the Association acting in accordance with any emergency by-laws is only liable for willful misconduct.

E. An emergency exists for the purposes of this Article 14 if a quorum of the Directors cannot readily assemble because of a catastrophic event.

#### ARTICLE 15

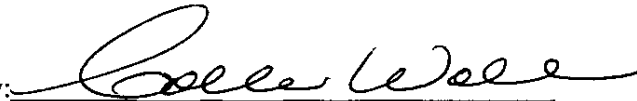
These Amended and Restated Articles rescind and make invalid the previous Articles of the Association as recorded on the 25<sup>th</sup> day of March, 1975.

#### ARTICLE 16

##### REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Association is 1300 GULF SHORE BLVD. N., NAPLES, FL 34102 and the initial registered agent of the Association at that address shall be \_\_\_\_\_.

The undersigned, being the President and Secretary of the Association, hereby affirm that the foregoing Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors and Members of the Association on the 5 day of MARCH, 2013.

By:   
Colleen Walker, President

Attest:   
Ed Peters, Secretary


The undersigned hereby accepts the designation of Registered Agent of Del Mar Club, Inc., as set forth in Article 15 of these Amended and Restated Articles of Incorporation and acknowledges that (he/she) is familiar with, and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.

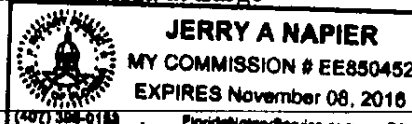
\_\_\_\_\_  
(NAME)

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF COLLIER )

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **Colleen Walker, the President and Ed Peters, the Secretary** of DEL MAR CLUB, INC. And who executed the foregoing Amended and Restated Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed. **Colleen Walker** is personally known to me or has produced \_\_\_\_\_ as identification and **Ed Peters** is personally known to me or has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the State and County last aforesaid this 5th day of March, 2013.

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large



Typed, printed or stamped name of Notary

My Commission Expires:

Nov. 6 / 2016

## **EXHIBIT "A"**

377464

REC 615 NOV 242

# State of Florida

Secretary of State



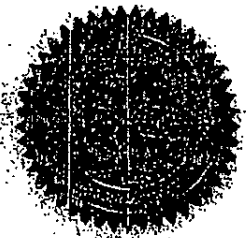
I, Tom Adams, Secretary of State of the State of Florida,  
Do Hereby Certify That the following is a true and correct copy of

Certificate of Incorporation  
of

DEL MAR CLUB, INC.

a corporation not for profit organized and existing under the Laws of the  
State of Florida, filed on the 9th day of November,  
A.D., 1967, as shown by the records of this office.

Given under my hand and the Great Seal of the  
State of Florida, at Tallahassee, the Capital,  
this the 9th day of November,  
A.D. 1967.



Secretary of State



THE FOLLOWING ARTICLES OF INCORPORATION WERE RECORDED UNDER CLERK'S FILE NO. 377464 IN OR BOOK 615, PAGES 242 THROUGH 247, BOTH INCLUSIVE, PUBLIC RECORDS OF COLLIER COUNTY, FLORIDA, ON 25 MARCH 1975 AT 3:04 P.M.

ARTICLES OF INCORPORATION  
OF  
DEL MAR CLUB, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:

DEL MAR CLUB, INC.,

whose address is Suite 11, Balch Building, 1170 3rd Street South, Naples, Collier County, Florida.

ARTICLE II

PURPOSES: The purposes for which this corporation is organized are as follows:

- A. To purchase or otherwise acquire, operate and manage a single housing project on a nonprofit basis and in the interests of and for the housing of its members and other lawful occupants.
- B. In connection with such project, the corporation shall either itself, or by or through a subsidiary corporation or by contract, lease or otherwise, provide such community facilities, services and benefits as may be necessary or convenient for the welfare of its members and the usefulness of the project.
- C. In furtherance of the foregoing purposes, the corporation shall have the power to purchase, lease or otherwise acquire land, both improved and unimproved, and to construct or locate an apartment building and facilities thereon to manage such property and to do any and all other things necessary or convenient for the fulfillment of the purposes of this corporation.

- D. To borrow or raise money for any of the purposes of the corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness and to secure the payment of any thereof, and of the interest thereon, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

#### ARTICLE III

MEMBERSHIP: The conditions of membership, rules and regulations of the corporation governing admissions to and terminations of membership, rights, duties, obligations and classification of members, if any, shall be set forth in the By-Laws.

#### ARTICLE IV

TERM OF EXISTENCE: This corporation is to exist perpetually.

#### ARTICLE V

BY-LAWS: During the first year of existence of this corporation, the Board of Directors shall have the power and authority to make, alter and amend the By-Laws of the corporation by a majority vote; thereafter, the power and authority to make, alter and amend the By-Laws shall vest in the membership on such terms and with such delegated rights in the directors as shall be expressly stated in the By-Laws.

#### ARTICLE VI

AMENDMENT OF CHARTER: This Charter may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the membership and approved at a members' meeting by a two-thirds majority of the members entitled to vote thereon, unless all the directors and members sign a written statement manifesting their intention that a certain amendment to these Articles be made.

#### ARTICLE VII

The names and residences of the subscribers are as follows:

<u>Name</u>	<u>Residence</u>
B. C. Nichols	1170 3rd Street South, Naples, Florida
Irene A. Kopp	1170 3rd Street South, Naples, Florida
June T. Whidden	1170 3rd Street South, Naples, Florida

#### ARTICLE VIII

DIRECTORS AND OFFICERS: The affairs of this corporation are to be managed by a Board of Directors. This corporation shall have at least three (3) directors and not more than nine (9) directors. The number of directors may be increased or diminished from time to time by By-Laws adopted by the charter members, but shall never be less than three (3). From the Board of Directors shall be elected the following officers:

President  
Vice President  
Secretary  
Treasurer

Such officers are to be elected by the members of the Board of Directors and serve for terms of one (1) year.

#### ARTICLE IX

INITIAL OFFICERS AND DIRECTORS: The names and post office addresses of the members of the first Board of Directors and Officers are:

<u>Name</u>	<u>Residence</u>	
B. C. Nichols	1170 3rd Street South Naples, Florida	Director and President
Irene A. Kopp	1170 3rd Street South Naples, Florida	Director and Vice President
June T. Whidden	1170 3rd Street South Naples, Florida	Director and Secretary- Treasurer

ARTICLE X

MISCELLANEOUS: This corporation shall not have or issue shares of stock. No dividends shall be paid and the income of the corporation shall not be distributable to its members, directors or officers. However, the corporation may pay compensation in a reasonable amount to be fixed by the Board of Directors to its members, directors and officers for services rendered.

/s/ B. C. Nichols  
B. C. Nichols

/s/ Irene A. Kopp  
Irene A. Kopp

/s/ June T. Whidden  
June T. Whidden

STATE OF FLORIDA  
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, personally appeared B. C. NICHOLS, IRENE A. KOPP and JUNE T. WHIDDEN, who acknowledged before me that they executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

(NOTARY SEAL)

/s/ JoAnn Elisabeth Lossing  
Notary Public

My commission expires: Dec. 27, 1968