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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE NAPLES CONTINENTAL CLUB, INC.**

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**CERTIFICATE**

THE UNDERSIGNED, being the duly elected and acting President of The Naples Continental Club, Inc., a Florida corporation not for profit ("Association"), does hereby certify that:

1. The Second Amended and Restated Articles of Incorporation attached hereto as Exhibit "A" contain amendments to the Amended and Restated Articles of Incorporation requiring approval from the Association's members.

2. The Association's members approved the Second Amended and Restated Articles of Incorporation at the duly called and noticed Special Members' Meeting held on April 17, 2017, at which a quorum was present.

3. The number of votes cast by the Association's members at the Special Members' Meeting was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and the seal of the corporation.

THE NAPLES CONTINENTAL CLUB, INC.  
(SEAL)

By: [Signature]  
Gary Crum, President

Witness

Print Name: Cheryl Sloss

Witness

Print Name: JAMES E. THOMAS

STATE OF Florida  
COUNTY OF Collier

The foregoing instrument was acknowledged before me this 21 day of April, 2017, by Gary Crum, as President of The Naples Continental Club, Inc., the corporation described in the foregoing instrument, who is ☒ personally known to me or who has produced as identification.

(SEAL)



[Signature]  
Notary Public, State of Florida

Printed Name of Notary Public

Serial Number: FF 229891

My Commission Expires: 8/31/19



**NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION.  
FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION**

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**THE NAPLES CONTINENTAL CLUB, INC.**

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation for The Naples Continental Club, Inc., a Florida corporation not for profit, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Chapter 617, Florida Statutes, and there is no discrepancy between the Association's Articles of Incorporation as heretofore amended and the provisions of these Second Amended and Restated Articles, other than the inclusion of amendments adopted pursuant to Chapter 617, Florida Statutes and the omission of matters of historical interest. The definitions set forth in Section 4 of the Declaration shall apply to terms used herein. The Second Amended and Restated Articles of Incorporation shall henceforth be as follows:

**ARTICLE I**

**NAME:** The name of the Association is The Naples Continental Club, Inc., and its address is 3443 Gulf Shore Boulevard North, Naples, FL 34103.

**ARTICLE II**

**PURPOSE AND POWERS:** The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act for the operation of The Naples Continental Club, a Condominium, located in Collier County, Florida.

The Association is organized and shall exist on a non-stock basis 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, Director or Officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by the Condominium Documents or the Condominium Act; and it shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Condominium Documents as they 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 Condominium Property.
- (C) To purchase insurance upon the Condominium Property for the protection of the Association and its Members.
- (D) To reconstruct improvements after casualty, and to make improvements of the Condominium Property, as well as to purchase items of furniture, furnishings, fixtures and equipment.
- (E) To make, amend and enforce Rules and Regulations, subject to any limits set forth in the Condominium Documents.



(F) To approve or disapprove the transfer, leasing and occupancy of Units, as provided in the Declaration.

(G) To enforce the provisions of the Condominium Act and the Condominium Documents.

(H) To contract for the management and maintenance of the Condominium Property and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Condominium Documents to be exercised by the Board of Directors or the membership of the Association.

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

(J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities. It has this power whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation, or other use or benefit to the Owners.

(K) To borrow money as necessary to perform its other functions hereunder.

(L) To sue and be sued.

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 Condominium Documents.

### ARTICLE III

#### MEMBERSHIP:

(A) The Members of the Association shall be the record Owners of legal title to the Units in the Condominium, as further provided 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, but nothing shall prevent the Association from pledging, assigning or otherwise encumbering its Assessments as collateral for a loan.

(C) The Owners 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 Bylaws of the Association may be altered, 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 in no event less than 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, 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. An amendment to these Articles may be proposed by the Board of Directors or by written petition to the Board of Directors signed by 25% of the Voting Interests.

(B) Upon any amendment being proposed as provided above, the proposed amendment shall be submitted to a vote of the Members not later than the next annual meeting for which proper notice can still be given. The text of the proposed amendment shall accompany the notice of meeting or a notice that a vote will occur by written consents in lieu of a meeting. A proposed amendment shall contain the full text of the language with proposed new words in the text underlined and words to be deleted lined through with hyphens, unless the proposed change is so extensive that this procedure would hinder rather than assist the understanding of the proposed amendment. In the latter case, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of Articles. See Articles, Section \_\_\_\_ for present text."

(C) Except as otherwise provided by law, a proposed amendment must be approved by at least 2/3 of the Voting Interests, provided that notice of the proposed amendment has been given to the Members in accordance with the Condominium Act and the Bylaws. These Articles shall be deemed amended by virtue of revisions to statutes and regulations which control over conflicting provisions of these Articles. The Board of Directors shall have the authority to amend these Articles in order to conform the provisions thereof with such revisions to statutes and regulations. In addition, the Board of Directors may amend these Articles to correct scrivener's errors or omissions, and amend and restate these Articles in order to consolidate into one document amendments previously adopted by the members or the Board of Directors. Amendments adopted by the Board of Directors shall occur at a duly noticed Board of Directors meeting (with adoption of the amendments set forth on the agenda).

(D) Effective Date. An amendment shall become effective upon filing with the Florida Department of State and recording a Certificate of Amendment in the Public Records of Collier County, Florida, with the formalities required by the Condominium Act.

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#### ARTICLE VIII

**INDEMNIFICATION:** To the fullest extent permitted by Florida 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.