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

Certificate of Status	0
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CERTIFICATE

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

1. The Amended and Restated Articles of Incorporation attached hereto as Exhibit "A" contain amendments to the Articles of Incorporation requiring approval from the Association's members.
2. The Association's members approved the Amended and Restated Articles of Incorporation at the duly called and noticed Annual Members' Meeting held on February 2, 2018, at which a quorum was present.
3. The number of votes cast by the Association's members at the Annual Members' Meeting was sufficient for approval.

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

NAPLES BAY CLUB, INC.
(SEAL)

Gunneth Segerstrom
Witness
Print Name: Gunneth Segerstrom

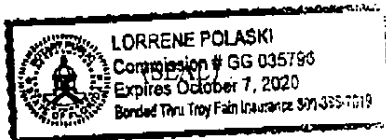
By: [Signature]
Rick Fellabaum, President

Therese A. Wagner
Witness
Print Name: Therese A. Wagner

STATE OF FLORIDA)
COUNTY OF COLLIER)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 20 day of February, 2018, by Rick Fellabaum, as President of Naples Bay Club, Inc., the corporation described in the foregoing instrument, who is ☒ personally known to me or who has produced _____ as identification.



[Signature]
Notary Public, State of Florida

Lorrene Polaski

Printed Name of Notary Public

Serial Number: GG 035796

My Commission Expires: 10-07-2020

EXHIBIT "A"

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF NAPLES BAY CLUB, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation for Naples Bay Club, Inc. 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 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 Amended and Restated Articles of Incorporation shall henceforth be as follows:

ARTICLE 1

NAME

The name of the corporation shall be: NAPLES BAY CLUB, INC. The corporate address is 800 River Point Drive, Naples, Florida 34102. The corporate address may be changed from time to time by the Board of Directors without need to further amend these Articles of Incorporation. For convenience the corporation shall be referred to in this instrument as the Corporation.

ARTICLE 2

PURPOSE

2.1. The purpose for which the Corporation is organized is to provide an entity pursuant to the Florida Condominium Act, as the same is amended from time to time, for the operation of:

NAPLES BAY CLUB
A CONDOMINIUM

2.2. The Corporation shall make no distributions of income to its members, directors or officers.

ARTICLE 3

POWERS

The powers of the Corporation shall include and be governed by the following provisions:

3.1. The Corporation shall have all of the common law powers and all of the statutory powers of a corporation not for profit as set forth in the Florida Not For Profit Corporation Act, except those powers limited by these Articles, the Declaration of Condominium or the Bylaws of the Association.

3.2. The Corporation shall have all of the statutory powers set forth in the Condominium Act except as limited by these Articles, the Declaration of Condominium or the Bylaws.

3.3. The Corporation shall not have the power to purchase a unit of the condominium except at sales in foreclosure of liens for unpaid assessments or except to take title by deed in lieu of foreclosure or except in connection with its exercise of a right of first refusal as provided in the Declaration of Condominium.

3.4. All funds and the titles of all properties acquired by the Corporation and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

3.5. The corporation shall not have the power to delegate to a manager the powers and duties of the Corporation which are specifically required by the Condominium Act or the Declaration of Condominium to have the approval of the Board of Directors or the membership of the Corporation.

3.6. The corporation shall have the power to make and amend reasonable rules and regulations concerning the use and occupancy of the units and the common elements. Provided, however, such rules and regulations shall not become effective until they have been approved by the members of the Association in the same manner and percentages as required for amending the Declaration of Condominium. Until such approval, the Corporation has no power to enforce such rules and regulations.

3.7. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws.

ARTICLE 4

MEMBERS

4.1. The members of the Corporation shall consist of all of the record owners of units in the condominium; and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2. Membership in the Corporation shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument establishing a record title to a unit in the condominium and the delivery to the Corporation of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Corporation and the membership of the prior owner is terminated.

4.3. The share of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to a unit.

4.4. Each unit shall entitle its owner to one vote. The manner of exercising voting rights shall be determined by the Bylaws of the Corporation.

ARTICLE 5

DIRECTORS

5.1. The affairs of the Corporation will be managed by a board consisting of the number of directors determined by the Bylaws, but not less than three directors, and in the absence of such determination shall consist of five directors.

5.2. Directors of the Corporation shall be elected at the annual meeting of 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.

ARTICLE 6

OFFICERS

The affairs of the Corporation shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors.

ARTICLE 7

INDEMNIFICATION

The Corporation shall indemnify any director, officer or employee of the Corporation to the full extent that the Corporation is authorized to do so pursuant to the Florida Not for Profit Corporation Act, and the Condominium Act, subject to all conditions and exceptions set forth in these Acts.

ARTICLE 8

AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

8.1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

The Board of Directors or any three voting interests may propose amendments to the Articles of Incorporation. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium. An amendment shall be approved in either of the following ways: (1) Approval of an amendment may be evidenced by the written agreement of 75% of all voting interests (18 units) which may be executed in counterparts or (2) Approval of an amendment may be evidenced by the affirmative vote of 75% of all voting interests present (in person or by proxy) and voting at a

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regular or special meeting of the Corporation at which the amendment is considered; notice of the consideration of a proposed amendment at such meeting, together with a copy of the proposed amendment, shall be given to each unit owner within the same time and in same manner as notice would otherwise be given for an annual meeting.

ARTICLE 9

TERM

The term of the Corporation shall be perpetual.