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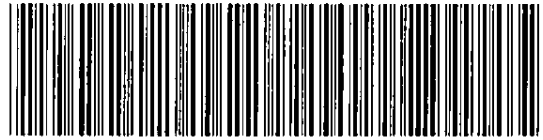
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Sarasota, FL 34236

October 28, 2024

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Second Amended and Restated Articles of Incorporation – High Point
Country Club, Inc. / Document Number 730305
Client/Matter No. H08014-225616

Dear Sir/Madam:

Enclosed please find Articles of Second Amended and Restated Articles of Incorporation for the
above-referenced Association. A check for \$35.00 is also enclosed for the filing fee.

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

Please feel free to call me should you have any questions regarding this matter.

Sincerely,



David G. Muller, Esquire
Office Managing Shareholder
For the Firm

DGM/mb
Enclosures (as stated)

**ARTICLES OF SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

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

FIRST: The name of the corporation is High Point Country Club, Inc.

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

THIRD: The attached Second Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 19th day of March 2024, which was reconvened on the 16th day of April 2024.

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

WITNESSES:
(TWO)

HIGH POINT COUNTRY CLUB, INC.

[Signature]
Signature
GARY DEFAZIO
Printed Name
7 BROOKSIDE DRIVE
Address
GARRISON, NY 10524

BY: [Signature]
Susan Limongello, President
8 BROOKSIDE DRIVE GARRISON NY
Print Address
Date: 10/17/24

[Signature]
Signature
MANC G. GAURA
Printed Name
19 Butterfield RD, 301
Address
Cold Spring, NY 10516-2570

(CORPORATE SEAL)

STATE OF NEW YORK)
) SS:
COUNTY OF PUTNAM)

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 17 day of OCTOBER 2024, by Susan Limongello as President of High Point Country Club, Inc., a Florida Corporation, on behalf of the corporation. She is ☐ personally known to me or ☒ has produced NY DRIVER LICENSE (type of identification) as identification.

ROBERT ANTENUCCI
NOTARY PUBLIC STATE OF NEW YORK
DUTCHESS COUNTY
LIC #01AN6355365
COM. EXP 03/06/2025

[Signature]
Notary Public
ROBERT Antenucci
Printed Name

My commission expires: 03/06/2025

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HIGH POINT COUNTRY CLUB, INC.**

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION
SEE CURRENT AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR CURRENT TEXT**

These are the Second Amended and Restated Articles of Incorporation of High Point Country Club, Inc., incorporated under the laws of the State of Florida, as a corporation not-for-profit, originally filed with the Florida Department of State on the 29th day of July 1974, under Charter Number 730305. Amendments included have been added pursuant to Chapter 617, Florida Statutes (2023). All prior Articles of Incorporation are hereby revoked and superseded in their entirety.

For historical purposes, the street address of the initial principal office was 1100 High Point Drive, Naples, Florida 33940, and the initial mailing address was 1100 High Point Drive, Naples, Florida 33940. The names of the original incorporations, and their addresses at the time of incorporation, were:

Robert G. Weilder	122 S. Wilson Avenue Freemont, Ohio 43420
George W. Henning	122 S. Wilson Avenue Freemont, Ohio 43420
John A. Steinwand	2599 13 th Avenue N. Naples, Florida 33940

The name of the current registered agent and address of the current registered office is Resort Management, 2685 Horseshoe Drive S., Suite 215, Naples, FL 34104. The Board 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.

1. NAME. The name of the Corporation is HIGH POINT COUNTRY CLUB, INC. (the "Corporation"). For convenience, the corporation is referred to in this instrument as the "Corporation," these Second Amended and Restated Articles of Incorporation as the "Articles," and the Second Amended and Restated By-Laws of the Corporation as the "By-Laws."

2. PURPOSE. The purpose for which the Corporation is organized is to provide an entity pursuant to the Condominium Act (the "Act") (2023), as amended from time to time, which is Chapter 718, Florida Statutes, for the management, operation and maintenance of HIGH POINT COUNTRY CLUB, including recreational facilities.

2.1 The Corporation shall make no distributions of income to its Members, Directors or Officers.

3. DEFINITIONS. The Terms used in these Articles have the same definitions and meaning as those set forth in the By-Laws and the Act, unless herein provided to the contrary, or unless the context otherwise requires.

4. POWERS. The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit under the laws of Florida that are not in conflict with the terms of these Articles, the By-Laws, or of the Act.

4.1 Enumeration. The Corporation shall have all of the powers and duties set forth in the Act and all of the powers and duties reasonably necessary to operate the property subject to its jurisdiction ("Corporation Property") pursuant to these Articles and By-Laws all as may be amended from time to time, including but not limited to the following:

4.1.1 To operate, maintain, repair, replace, add to, improve and manage, the recreational facilities, including but not limited to the golf course, club house, club house facilities, swimming pools, and to maintain sewer lines, situate upon all or a portion of the real estate, situate in Collier County, Florida, set forth and described on Exhibit "1" of the above-referenced Original Articles of Incorporation filed in the Official Records of Collier County, Florida at OR Book 665, Page 1591 et. seq.;

4.1.2 To operate, maintain, repair, replace, add to, improve and manage, the tennis courts and parking facilities situate upon all or a portion of the real estate situate in Collier County, Florida, set forth and described on Exhibit "2" of the Original Articles of Incorporation;

4.1.3 To operate, maintain, repair, replace, add to, improve and manage, the perimeter access roads and barriers situate upon all or a portion of the real estate, situate in Collier County, Florida, and set forth and described on a boundary survey made by Agnole, Barber and Brundage, Inc., May 2nd, 1997, and recorded in the Official Records of Collier County, Florida, of the above-referenced Original Articles of Incorporation;

4.1.4 To enter into leases for additional recreational areas for the use and benefit of the Members of the Corporation, and to charge the cost of such leases and maintenance of the same to the Member Corporations according to the number of individual Apartment Units in the condominium for which the respective Member Corporations were organized;

4.1.5 To make payment of taxes, insurance, repairs, management expenses, and all other necessary and/or proper operating expenses of the Corporation Property;

4.1.6 To make and collect assessments (including special assessments), subject to any requirements contained in the By-Laws, against each Member Corporation according to the number of Apartment Units therein for its pro rata share of such operating expenses as determined by the annual budget (including reasonable reserves);

4.1.7 To use the proceeds of assessments in exercise of its powers and duties;

4.1.8 To provide for the maintenance, preservation, repair, replacement,

improvement and operation of the Corporation Property:

4.1.9 To purchase insurance upon the Corporation Property and insurance for the protection of the Corporation, its Officers, Directors and Committee members;

4.1.10 To provide for the reconstruction of improvements after casualty and the future improvements of the Corporation Property;

4.1.11 To make and amend reasonable regulations respecting the use, appearance and maintenance of the Corporation Property, and to enact rules, policies, and resolutions pertaining to the operation of the Corporation;

4.1.12 To enforce by legal means the provisions of the Act, other applicable laws, these Articles, the By-Laws of the Corporation, and the regulations for the use of the Corporation Property and the policies of the Corporation;

4.1.13 To contract for the management of the Corporation Property and to delegate to such contractor all powers and duties of the Corporation except those which require specific, non-delegable approval of the Board or the Membership Corporations;

4.1.14 To employ personnel to perform the services required for proper operation of the Corporation;

4.1.15 To make contracts and incur liabilities, borrow money at such rates of interest as the Board may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, assessments, special assessments, income or rights.

4.2 All funds and the title of all properties acquired by the Corporation and their proceeds shall be held in trust for the Members in accordance with the provisions of these Articles of Incorporation, and the By-Laws.

4.3 The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of these Articles and the By-Laws.

4.4 Distribution of Income. The Corporation shall make no distribution of income to its Members, Directors or Officers. This provision shall not apply to reimbursement for reasonable expenses as may be authorized by the Board.

5. MEMBERS. The Members of the Corporation shall consist of the following thirteen (13) Condominium Corporations:

<u>Condominium</u>	<u>Number of Units</u>
High Point Country Club, Group One, Inc. - A Condominium	38 units

High Point Country Club, Group Two, Inc. - A Condominium	35 units
High Point Country Club, Group Three, Inc. - A Condominium	30 units
High Point Country Club, Group Four, Inc. - A Condominium	30 units
High Point Country Club, Group Five, Inc. - A Condominium	30 units
High Point Country Club, Group Six, Inc. - A Condominium	30 units
High Point Country Club, Group Seven, Inc. - A Condominium	30 units
High Point Country Club, Group Eight, Inc. - A Condominium	30 units
High Point Country Club, Group Nine, Inc. - A Condominium	60 units
High Point Country Club, Group Ten, Inc. - A Condominium	40 units
High Point Country Club, Group Eleven, Inc. - A Condominium	60 units
High Point Country Club, Group Twelve Inc. - A Condominium	30 units
High Point Country Club, Group Fourteen, Inc. - A Condominium	30 units
	<hr/>
TOTAL.	473 units

5.1 Voting. Each such Member Corporation shall have one vote in this Corporation for each Apartment Unit in the Condominium for which the Member Corporation was organized; such vote shall be cast by the designated representative of such Member Corporation or, in his absence, by the designated substitute representative of such Member Corporation. The manner of exercising voting rights shall be determined by the By-Laws of the Corporation.

5.2 Assignment. The share of a Member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner.

6. **DIRECTORS.** The affairs of the Corporation will be managed by a Board consisting of thirteen Directors, who shall be seated as provided in the By-Laws.

6.1 Directors of the Corporation shall be seated at the annual meeting of the Member Corporations in the manner determined by the By-Laws and shall consist of one representative from each Corporate Member. Director vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

7. **OFFICERS.** The affairs of the Corporation shall be administered by the Officers designated by the By-Laws. The Officers shall be elected by the Board of Directors at its meeting following the annual meeting of the Members and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers.

8. **INDEMNIFICATION.**

8.1 **Indemnity.** The Corporation 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 or she is or was a Director, Officer, or Committee member of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her 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 or she did not act in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her 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 or she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. It is the intent of the Member Corporations, 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 approves such settlement as being in the best interest of the Corporation.

8.2 **Defense.** To the extent that a Director, Officer, or Committee member of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Article 8.1, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

8.3 **Advances.** Reasonable expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation 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 or she is not entitled to be indemnified by the Corporation as authorized by this Article 8. However, if the Board, by majority vote, determines that the person seeking advancement did not act in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, the Corporation shall not be obligated to pay for any expenses incurred prior to the final disposition of the subject action.

8.4 Miscellaneous. The indemnification provided by this Article 8 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Laws, 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.

8.5 Insurance. The Corporation has 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 Corporation, or a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the duty to indemnify him or her against such liability under the provisions of this Article.

9. BY-LAWS: The By-Laws of the Corporation may be altered, amended or rescinded as provided therein.

10. AMENDMENTS. Amendments to the Articles shall be proposed and adopted in the following manner:

10.1 Proposed Amendment Format. 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. Proposals to amend existing Articles shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be lined through. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER ____ FOR PRESENT TEXT."

10.2 Proposal of Amendments. An amendment may be proposed by either a majority of the Directors or by twenty-five percent (25%) of the Apartment Unit Owners.

10.3 Adoption of Amendments. A resolution for the adoption of a proposed amendment may be adopted by a majority vote as provided in Section 2.4 of the By-Laws.

10.4 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 4.2 of Article 4, without approval in writing by all Members and the joinder of all record owners of mortgages upon

the Corporate Property. No amendment shall be made that is in conflict with the Act.

10.5 Effective Date. An amendment when adopted shall become effective after being recorded in the Collier County Official Records according to law and filed with the Secretary of State according to law.

10.6 Automatic Amendment. Whenever the Act, Chapter 617, Florida Statutes or other applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than set forth in these Articles, the Board may operate the Corporation pursuant to the less stringent requirements without the need to change these Articles. The Board, without a vote of the Members, may also adopt by majority vote, amendments to these Articles as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607, 617, and the Act, or such other statutes or administrative regulations as required for the operation of the Corporation, all as amended from time to time.

11. TERM. The term of the Corporation shall be perpetual.

12. REGISTERED AGENT. The registered agent of the Corporation shall be selected from time to time by the Board of Directors, as required by law.