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June 24, 2022

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Restatement for Royal Bay Villas Condominium Association, Inc.

To Whom It May Concern:

Please find enclosed herewith the Articles of Restatement of Articles of Incorporation and Check No. 8333 in the amount of \$70.00 which represents payment in full of the filing fees.

Please feel free to contact our office should you have any questions.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'J. Hamilton Mikes'.

Jason Hamilton Mikes, JD, MBA

Enclosures (as stated)

ARTICLES OF RESTATEMENT OF ARTICLES OF INCORPORATION

Pursuant to the provisions of Sections 617.01201 and 617.1007, Florida Statutes, the undersigned corporation restates its Articles of Incorporation.

- A. The name of the corporation is Royal Bay Villas Condominium Association, Inc.
- B. The restatement contains amendments to the Articles of Incorporation requiring member approval.
- C. The attached restated Articles of Incorporation were adopted by the membership.
- D. The attached restated Articles of Incorporation were adopted by the required vote of the members on the 26th day of March, 2022.
- E. The number of votes cast were sufficient for approval.
- F. Duly adopted restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

Dated this 26 day of April, 2022.

Witnesses:

Anna Danielle Carter

By: Anna Danielle Carter

Lee

By: Cristina Leon

STATE OF Florida
COUNTY OF Lee

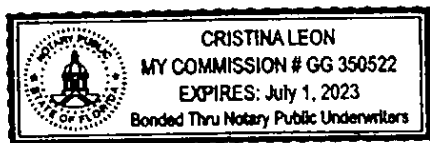
ROYAL BAY VILLAS CONDOMINIUM
ASSOCIATION, INC.

Laura E. Rigby

By: Laura E. Rigby
Association President

(Corporate Seal)

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 26th day of April, 2022, by Laura E. Rigby as Association President for Royal Bay Villas Condominium Association, Inc.



Lee
Signature of Notary Public

Print Name: Cristina Leon

Personally Known _____ OR Produced Identification ☒
Type of Identification Produced 6210 525 69 5030

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TALLAHASSEE, FL 0

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

ROYAL BAY VILLAS CONDOMINIUM ASSOCIATION, INC.

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION -
SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT**

These are the Amended and Restated Articles of Incorporation for Royal Bay Villas Condominium Association, Inc., originally filed with the Florida Department of State on March 19, 1975, under Charter Number 732214. Amendments included have been added pursuant to Chapter 617, Florida Statutes.

ARTICLE 1

NAME

The name of the corporation is Royal Bay Villas Condominium Association, Inc.

For convenience, the Corporation shall be referred to in this instrument as the Corporation. 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 registered agent, in the manner provided by law.

ARTICLE 2

PURPOSE

The purpose for which the Corporation is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of ROYAL BAY VILLAS, a condominium, located in Collier County, Florida.

ARTICLE 3

DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of the Act, unless herein provided to the contrary, or unless the context otherwise requires.

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ARTICLE 4

POWERS

The powers of the Corporation shall include the following provisions:

4.1 **General.** 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 provisions of the Declaration, these Articles, or the Act.

4.2 **Enumeration.** The Corporation shall have all of the powers and duties set forth in the Florida Condominium Act, except as limited by the Declaration of Condominium, these Articles, and the Bylaws, and all of the powers and duties reasonably necessary to operate the Condominium including but not limited to the following:

4.2.1. To make and collect Assessments against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

4.2.2. To buy, own, operate, lease, sell, and trade both real and personal property as may be necessary or convenient in the administration of the Corporation and the operation of the Condominium.

4.2.3. To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property and any other property acquired or leased by the Corporation.

4.2.4. The purchase of insurance upon the Condominium Property and insurance for the protection of the Corporation, its Officers, Directors, Committee Members, and its Members as Unit Owners.

4.2.5. The reconstruction of improvements after casualty and the future improvement of the property.

4.2.6. To make and amend Rules and Regulations concerning the transfer, use, appearance, maintenance, and occupancy of the Units, Common Elements, Limited Common Elements, and Association Property, and to enact rules, policies, and resolutions pertaining to the operation of the Corporation, subject to any limitations contained in the Declaration.

4.2.7. To approve or disapprove the leasing, transfer, mortgaging, ownership, and possession of Units as may be provided by the Declaration of Condominium.

4.2.8. To enforce by legal means the provisions of the Florida Condominium Act, the Declaration of Condominium, these Articles, the Bylaws, and the Rules and Regulations of the Corporation, and other applicable laws, and the policies of the Corporation.

4.2.9. To contract for the management of the Condominium and any facilities used by the Unit Owners, to delegate to the party with whom such contract has been entered into all of the

powers and duties of the Corporation except those that require specific approval of the Board of Directors or the membership of the Corporation.

4.2.10. To employ personnel to perform the services required for proper operation of the Condominium.

4.2.11 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, or income or rights.

4.2.12 The Corporation shall not have the power to purchase an apartment of the Condominium except at sales in foreclosure of liens for assessments for common expenses, at which sales the Corporation shall bid no more than the amount secured by its lien. This provision shall not be changed without unanimous approval of the members and the joinder of all record owners of the mortgages upon the condominium.

4.3 All funds and titles of all properties acquired by the Corporation and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Florida Condominium Act, Declaration of Condominium, these Articles of Incorporation 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 the distribution of insurance proceeds as provided in the Declaration, nor the distribution of proceeds affiliated with termination or condemnation, as provided in the Declaration and the Act, nor reimbursement for expenses as may be authorized by the Board.

4.5 **Limitation.** The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Florida Condominium Act, the Declaration of Condominium, these Articles, and the By-Laws.

ARTICLE 5

MEMBERS

5.1 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. If transfer of a Unit has occurred without approval of the Corporation, and if in contravention of the provisions of the Declaration, the Corporation need not recognize a record Owner as the "Member," unless the Corporation chooses to ratify or waive its objection to the transfer of title.

5.2 **Assignment.** The share of a member in the funds and assets of the Corporation cannot be assigned, hypothecated, pledged or transferred in any manner except as an appurtenance to his unit for which that share is held.

5.3 **Voting.** The owner of each Unit shall be entitled to at least one vote as a member of the Corporation. The exact number of votes to be cast by owners of a Unit and the manner of exercising voting rights shall be determined by the By-Laws of the Corporation. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned. Those Members whose voting rights are suspended pursuant to the terms of the Condominium Documents and/or Florida Law shall not be entitled to cast the vote assigned to the Unit for which the suspension was levied during the period of suspension, and such Voting Interests shall be subtracted from the required number of votes when calculating any required vote or quorum for the period during which suspension exists.

5.4 **Meetings.** The Bylaws shall provide for an annual meeting of Members, and may provide for regular and special meetings of Members other than the annual meeting.

ARTICLE 6

DIRECTORS

6.1 **Number and Qualification.** The property, business, and affairs of the Corporation will be managed by a Board consisting of the number of administrators determined by the Bylaws, but not less than three directors.

6.2 **Duties and Powers.** All of the duties and powers of the Corporation existing under the Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations shall be exercised exclusively by the Board of Directors, subject only to approval by Members when such approval is specifically required.

6.3 **Election; Removal.** 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 7

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. The Bylaws may provide for the removal of Officers, for filling vacancies, and for the duties of the Officers.

ARTICLE 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 attorney's fees and appellate attorney's 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 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 conduct was unlawful. It is the intent of the membership of the Corporation, 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 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 above, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him 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 is not entitled to be indemnified by the Corporation 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 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 before the final disposition of the subject action.

8.4 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 Bylaw, 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 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 Association, 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 Corporation would have the duty to indemnify him against such liability under the provisions of this Article.

ARTICLE 9
BY-LAWS

The Bylaws of the Corporation may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE 10
AMENDMENTS

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

10.1 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.

10.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Administration or by the members of the Corporation. Administrators and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the secretary at or prior to the meeting. Such approvals must be by not less than two-thirds (2/3rds) of the voting interests present in person or by proxy at any annual or special meeting called for the purpose, provided that notice of the proposed amendment has been given to the members in accordance with law.

10.3 Provided, however, that no amendment shall make any change in the qualifications for membership nor the voting rights of members, nor any change in Section 4.2.11, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

10.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Collier County, Florida.

ARTICLE 11
TERM

The term of the corporation shall be perpetual.

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