

Division of Corporations

Page 1 of 1

744986

Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850)617-6380

From:
Account Name : ROETZEL & ANDRESS
Account Number : I20000000121
Phone : (239)649-6200
Fax Number : (239)261-3659

The name change was submitted on 2.23.09 & I have received certification from you. However, there were other amendments that were to be filed also.

Questions please call Wanda Knudson 239-649-2732

FOR AMND/RESTATE/CORRECT OR O/D RESIGN

AREFOOT BEACH PROPERTY OWNERS ASSOCIATION, INC.

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*Amended
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TALLAHASSEE FLORIDA

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TALLAHASSEE, FLORIDA

H09000043272 3

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Lely Barefoot Beach Property Owners Association, Inc.

DOCUMENT NUMBER: 744986

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

Please return all correspondence concerning this matter to the following:

Steven M. Falk, Esq.
(Name of Contact Person)

Roetzel & Andress, LPA
(Firm/ Company)

850 Park Shore Drive
(Address)

Naples, FL 34103
(City/ State and Zip Code)

For further information concerning this matter, please call:

Steven M. Falk, Esq. at (239) 649-6200
(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:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
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☐ \$52.50 Filing Fee
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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

H09000043272 3

H09000043272 3

09 FEB 24 AM 11:03
FILED
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TALLAHASSEE FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

Lely Barefoot Beach Property Owners Association, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

744986

(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:

Barefoot Beach Property Owners Association, Inc.

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:

New Registered Office Address:

(Florida street address)

(City)

Florida

(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

H09000043272 3

H09000043272 3

The date of each amendment(s) adoption: February 9, 2009

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

2-11-2009

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)

Gene Windfeldt

(Typed or printed name of person signing)

President

(Title of person signing)

H09000043272 3

Exhibit "A"

H09000043272 3

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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
BAREFOOT BEACH PROPERTY OWNERS ASSOCIATION, INC.**

The Articles of Incorporation for Lely Barefoot Beach Property Owners Association, Inc., a Florida not for profit corporation, are hereby amended and restated in their entirety, with a resulting change of name to Barefoot Beach Property Owners Association, Inc. All amendments included herein have been adopted pursuant to Chapter 617, Florida Statutes, and there is no discrepancy between the corporation'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. All capitalized terms herein shall have the meanings set forth in Amended and Restated Declaration of Protective Covenants for Barefoot Beach - Unit One & Barefoot Beach - Unit Two, as the same may be amended from time to time ("Declaration"). The Amended and Restated Articles of Incorporation ("Articles") shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Barefoot Beach Property Owners Association, Inc. and its address is 1 Barefoot Beach Boulevard, Bonita Springs, FL 34134.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to Chapters 617 and 720, Florida Statutes for the operation of the Community. 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 Governing Documents or Chapter 720, Florida Statutes.

ARTICLE III

MEMBERSHIP:

- (A) The Members of the Association shall be the record holders of title to any Plot located within the Community, excluding those having an interest in a Plot merely

ARTICLES OF INCORPORATION

H09000043272 3

as security for the performance of an obligation, as further set forth in the Bylaws.

- (B) The Owners of each Plot, collectively, shall be entitled to the number of votes set forth in Declaration and the Bylaws. 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 of the Association, 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 and Adoption. An amendment to these Articles may be proposed by the Board of Directors at a duly noticed and held meeting or by written petition to the Board signed by the Owners of at least one-fourth (1/4) of the Plots. Upon any amendment or amendments to these Articles being proposed by the Board or Owners, such proposed amendment or amendments shall be submitted to a vote of

ARTICLES OF INCORPORATION

H09000043272 3

the Owners not later than the next annual meeting for which proper notice can still be given. A proposed amendment to these Articles shall be adopted if it is approved by at least two-thirds (2/3) of the voting interests 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. The Board of Directors may amend these Articles to correct errors or conform them to any applicable statute or ordinance that supersedes these Articles. The Board of Directors may also amend and restate these Articles in order to incorporate all previous amendments into one instrument. Such amendments shall not require consent of the Members.

- (B) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a Certificate of Amendment in the Public Records of Collier County, Florida, which Certificate shall be in the form required by law and shall be executed by the President or Vice-President with the formalities of a deed.

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 attorney 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 interests 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.

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ARTICLES OF INCORPORATION