

746 433

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

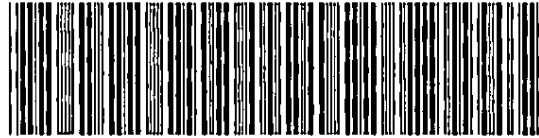
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300305320603

11/08/17--01013--001 **35.00

NOV 09 2017

S. YOUNG

NOTARY PUBLIC
TALLAHASSEE, FLORIDA

17 NOV -8 PM 3:36

FILED

Knott • Ebelini • Hart

Attorneys At Law

George H. Knott *
Mark A. Ebelini
Thomas B. Hart □
Aaron A. Haak ◊
Asher E. Knipe

* Board Certified Civil Trial Lawyer
□ Board Certified Real Estate Lawyer
• Board Certified Business Litigation Lawyer
◊ Board Certified Construction Lawyer

1625 Hendry Street • Third Floor (33901)
P.O. Box 2449
Fort Myers, Florida 33902-2449

Telephone (239) 334-2722
Facsimile (239) 334-1446

www.knott-law.com

Thart@knott-law.com

George W. Gift, III
Kristie A. Scott

James T. Humphrey
Of Counsel

Michael E. Roeder, AICP
Director of Land Use

November 7, 2017

VIA FEDERAL EXPRESS AIRBILL NO. 7706 8933 1635
PRIORITY OVERNIGHT

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Boca Grande Homeowners Association, Inc / Document Number: 746433

Dear Sir/Madam:

The enclosed Amended and Restated Articles of Incorporation and \$35.00 fee are submitted for filing.

Further, there are no members entitled to vote on these Amended and Restated Articles of Incorporation.

Please return all correspondence concerning this matter to the following:

Thomas B. Hart, Esquire
Knott Ebelini Hart
1625 Hendry Street, Suite 301
Fort Myers, FL 33901
Email: Thart@knott-law.com
Telephone: (239) 334-2722

Very truly yours,
KNOTT • EBELINI • HART



Paula A. Weller, FRP
Paralegal to Thomas B. Hart
Encls:

Cc: Yvonne Anderson, Registered Agent, via email (w/encls.)

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BOCA GRANDE HOMEOWNERS
ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)

FILED
17 NOV - 8 PM 3:36
NOTARY PUBLIC
JALLANOS, FLORIDA

Boca Grande Homeowners Association, Inc., a not-for-profit corporation, organized and existing under the laws of the State of Florida, in order to amend and restate its Articles of Incorporation in accordance with the requirements of Chapter 617, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of Boca Grande Homeowners Association, Inc. were originally filed with the Secretary of State of the State of Florida on March 26, 1979, under the name "Boca Grande Improvement Association, Inc."

2. The original Articles of Incorporation, were amended and restated in their entirety, by instrument filed with the Secretary of State of the State of Florida on December 9, 1994 (the "1994 Articles"), by which instrument the name of the corporation was changed to "Boca Grande Homeowners Association, Inc."

3. The 1994 Articles were further amended by the Board of Directors of the Association on November 6, 2007.

4. The Board of Directors of the Boca Grande Homeowners Association, Inc., hereby declares its intent to further amend and restate the Articles of Incorporation in their entirety, such amendments and restatements to be effective immediately upon filing of this instrument with the Secretary of State of the State of Florida, at which time the then-existing prior versions of these Articles of Incorporation shall be deleted in their entirety and of no further force or effect, and with the following provisions substituted in their place and stead:

I

The name of this corporation shall be BOCA GRANDE HOMEOWNERS ASSOCIATION, INC. ("Association").

II

The street address of the Registered Office of the Associations is 5000 Gasparilla Road, Boca Grande, FL 33921.

III

The purpose for which the Association is organized is to provide an entity for the acquisition, ownership, management, maintenance and care of the Boca Grande Complex ("Complex") as defined in the various Association and Condominium Documents, consisting of

certain infrastructure and/or recreational amenities at the Complex, potentially including swimming pools, restaurants, bars, tennis courts and other facilities, in accordance with the various Declarations of Restrictions, Limitations, Conditions and Agreements, running with the land of the Complex, filed of record in Charlotte County, Florida, in connection with the condominiums within the Complex and more specifically including the following condominiums and instruments:

Boca Grande Club Condominium Phase I, the Declaration of Restrictions for which is recorded at OR Book 615, Pages 1427-1436, Public Records of Charlotte County, Florida;

Boca Grande Club Condominium Phase II, the Declaration of Restrictions for which is recorded at OR Book 615, Pages 1439-1454, Public Records of Charlotte County, Florida;

Boca Grande Club Condominium Phase III, the Declaration of Restrictions for which is recorded at OR Book 634, Pages 859-865, Public Records of Charlotte County, Florida;

Boca Grande Club Condominium Phase IV, the Declaration of Restrictions for which is recorded at OR Book 673, Pages 1859-1864, Public Records of Charlotte County, Florida;

Boca Grande Club Condominium Phase V, the Declaration of Restrictions for which is recorded at OR Book 848, Pages 1537-1542, Public Records of Charlotte County, Florida;

Boca Grande Club Condominium Phase VI, the Declaration of Restrictions for which is recorded at OR Book 683, Pages 1727-1732, Public Records of Charlotte County, Florida;

Boca Grande Club Condominium Phase X, the Declaration of Restrictions for which is recorded at OR Book 901, Pages 1677-1682, Public Records of Charlotte County, Florida;

Beach Chalet Condominium, the Declaration of Restrictions for which is recorded at OR Book 788, Pages 642-646, Public Records of Charlotte County, Florida;

Dunes Chalet Condominium, the Declaration of Restrictions for which is recorded at OR Book 835, Pages 976-981, Public Records of Charlotte County, Florida;

The Village of Boca Grande Club, a Condominium, the Declaration of Restrictions for which is recorded at OR Book 913, Pages 966-972, Public Records of Charlotte County, Florida;

The Village of Boca Grande Club Phase II, a Condominium, the Declaration of Restrictions for which is recorded at OR Book 1017, Pages 2141-2146, Public Records of Charlotte County, Florida;

Manor House, a Condominium, the Declaration of Restrictions for which is recorded at OR Book 1027, Pages 1215-1222, Public Records of Charlotte County, Florida;

Marina Manor, a Condominium, the Declaration of Restrictions for which is recorded at OR Book 1177, Pages 1937-1943, Public Records of Charlotte County, Florida;

Marina Village Condominium of Boca Grande Club, the Declaration of Restrictions for which is recorded at OR Book 657, Pages 948-953, Public Records of Charlotte County, Florida.

The Declarations of Restrictions described above, as they are or may be amended from time to time, filed in connection with the aforementioned Condominiums shall hereinafter collectively be referred to as the "Declarations of Restrictions."

All definitions in the Declarations of Restrictions are incorporated in these Articles when applicable.

The Association shall have the following powers:

1. The Association shall have all of the power and privileges granted to corporations not for profit except where the same are in conflict with the Declarations of Restrictions.

2. Except as limited herein, the Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association as specified in the Declarations of Restrictions, including but not limited to:

(a) To make and establish rules and regulations governing the use of the Complex and other Association Property (if any).

(b) To levy and collect assessments, including interest and penalties, from members of the Association to defray the expenses of operating and maintaining the Complex, the Club and other Association Property including, but not limited to, the provision of insurance, acquiring, operating, leasing, managing and otherwise dealing with property, whether real or personal (including Units in the Complex), which may be necessary or convenient for the operation and management of the Complex, and to do all things necessary to accomplish the purposes set forth in the Articles, By-Laws and Declarations of Restrictions.

(c) To acquire, own, sell, lease, maintain, improve, repair, reconstruct, replace, operate and manage the Complex and other Association Property, real and personal.

(d) To grant (or accept the grant of) licenses, easements, permits, leases or privileges to any individual or entity, including non-Unit Owners, which affect property owned or controlled by the Association, and to alter, add to, relocate or improve the Complex.

(e) To contract for the management of the Complex, the Club and other Association Property and to delegate in such contract all or any part of the powers and duties of the Association.

(f) To enforce the provisions of the Articles, Bylaws, Declarations of Restrictions and the rules and regulations adopted pursuant to or as set forth therein.

(g) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to, or imposed upon, the Association.

(h) To approve or disapprove of the transfer, mortgage, ownership, leasing and occupants of Condominium Units.

(i) To acquire, hold title to and enter into agreements whereby the Association acquires or provides interests (either in its own name or through organizations of which it is a member) in property or a leasehold, membership or other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the Condominium(s), intended to provide for the enjoyment, recreation or other use or benefit of the members.

(j) To exercise its powers concerning any property owned or controlled by the Association.

(k) To establish and maintain a membership committee to approve or disapprove memberships in the Club.

VI

The qualification of members, the manner of their admission, termination or such membership, and voting shall be as follows:

1. Every record owner of a fee interest in any Unit in the Complex shall be a member of the Association. Other persons or entities may be members.

2. Subject to the provisions of the Declarations of Restrictions, these Amended and Restated Articles of Incorporation and the By-Laws of this Association, membership may be established by the acquisition of fee title to a Unit in any of the Condominiums. Membership, together with full voting rights appertaining thereto, passes with a Unit as an appurtenance thereto, subject to the By-laws of the Association and the Declarations of Restrictions.

3. On all matters on which the voting interests shall be entitled to vote, except as hereinafter specified, each Unit shall have one vote, to be exercised or cast by the voting interests representing the Unit as provided in the Bylaws.

VII

The Association shall have perpetual existence.

VIII

The principal place of business of the Association shall be located at the offices of the Boca Grande Club in Boca Grande, Florida at 5000 Gasparilla Road, Boca Grande.

IX

The affairs of the Association will be managed by a Board of Directors consisting of not less than three persons and not more than nine persons as may be fixed from time to time in the By-Laws or by resolution of the Board. Any of the following persons over the age of twenty-one years may serve as Director of the Association:

1. Any natural person who is a unit owner member of the Association; or
2. The spouse or domestic partner of any natural person who is a unit owner member of the Association;
3. The holder of the Voting Interest with respect to a Unit not owned by a natural person;
4. The grantor, or spouse or domestic partner, of any grantor of a trust holding legal title to a Unit.

Directors shall be elected in the manner provided by the Bylaws at the annual meeting of the members. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

The Board shall have the powers reserved to it in these Articles of Incorporation, the Bylaws, the Declarations of Restrictions and applicable Florida law, including the power to adopt the budget of the Association.

Directors shall be subject to recall as provided by Florida law.

A director of the Association who is present at a meeting of the Board at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless he or she votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest. Directors may not vote by proxy or by secret ballot at meetings of the Board, except in the election of officers.

X

The Officers of the Association shall be elected by the Board and shall serve at the pleasure of the Board.

The officers and directors of the Association, as well as any manager employed by the Association and required to be licensed pursuant to F.S. 468.432, have a fiduciary relationship to the members. No officer, director or manager required to be licensed under F.S. 468.432 shall solicit, offer to accept, or accept anything or service of a value exceeding \$100 for which consideration has not been provided for his or her own benefit or that of his or her immediate family, from any person providing or proposing to provide goods or services to the Association. Any such officer, director, or manager who knowingly so solicits, offers to accept, or accepts anything or service of a value is subject to a civil penalty pursuant to applicable Florida law. However, this provision does not prohibit an officer, director, or manager from accepting services or items received in connection with trade fairs or education programs.

XI

The Bylaws of the Association shall be amended as provided therein.

XII

The Association does hereby indemnify its Officers and Directors as provided in the Bylaws.

XIII

Amendments to these Articles shall be adopted in the following manner:

1. These Articles may be amended or repealed and new Articles may be adopted at any meeting of the Board of Directors by a majority vote of the Directors then in office.

2. No amendment shall be made that is in conflict with the Declarations of Restrictions.

3. A copy of each amendment shall be executed by the Association's Chair or Vice Chair and acknowledged by its Secretary or Assistant Secretary and shall be filed with the Secretary of State of the State of Florida and recorded among the Public Records of Charlotte County, Florida.

XIV

The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to a Unit. The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same be expended, held, or used for the benefit of the Association and its membership and for the purposes authorized in the Declarations of Restrictions, the Bylaws and these Articles.

XV

The Association may enter into contracts or transact business with any firm, corporation, or other concern in which any or all officers, directors or members of the Association may have an interest of any nature whatsoever. No contract or business arrangement, or managing agent, shall be invalidated in whole or in part by the Association or any officer, director and/or member(s) thereof on the grounds that the officer, director and/or member(s) had an interest, whether adverse or not, in the contract, business arrangement or party contracted with, regardless of the fact that the vote of the director, officer or member(s) with an interest was necessary to obligate the Association.

At any meeting of the directors which shall authorize or ratify any contract or transaction, an interested director or officer may not vote on the matter in which he or she has a conflict. In such case the interested director shall disclose the nature of his or her conflict and interest (though not necessarily the extent or details thereof).

XVI

REGISTERED AGENT AND OFFICE: The name and street address of the registered agent and office of this corporation is: Yvonne Anderson, 5000 Gasparilla Road, P.O. Box 1070, Boca Grande, FL 33921.

There are no members entitled to vote on these Amended and Restated Articles of Incorporation for the Boca Grande Homeowners Association, Inc.

The recitals set forth in these amended and restated Articles of Incorporation are true and correct and were certified by the Board of Directors on September 27, 2017.

BOCA GRANDE HOMEOWNERS ASSOCIATION,
INC.

ATTEST: Mark Ambrosius
Secretary: Mark Ambrosius
Printed Name: Mark Ambrosius
Its Secretary

By: Susan Hastings Haggarty
Printed Name: Susan Hastings Haggarty
Its Chair

State of Florida)
County of Charlotte)

I hereby certify, that on this 30 day of October, before me, and office duly authorized in the State aforesaid in the county aforesaid, to take acknowledgments, personally appeared Susan Hastings Haggarty, who is well known to me or who produced _____ as identification, who acknowledged to me under oath that she executed the foregoing instrument as Chair of the BOCA GRANDE HOMEOWNERS ASSOCIATION, INC., under due authority vested in her by the Association.

Donna L. Fogo
Notary Public

Donna L. Fogo
Printed Name of Notary Public

My Commission Expires:
5/12/19

Page 7 of 8
Notary Public State of Florida
Donna L. Fogo
My Commission FF 230135

State of Florida)
County of Charlotte)

I hereby certify, that on this 30 day of October, before me, and office duly authorized in the State aforesaid in the county aforesaid to take acknowledgments, personally appeared Mark Ambrosius, who is well known to me or who produced _____ as identification, who acknowledged to me under oath that he executed the foregoing instrument as Secretary of the BOCA GRANDE HOMEOWNERS ASSOCIATION, INC., under due authority vested in him by the Association.

Donna L. Fogo
Notary Public

Donna L. Fogo
Printed Name of Notary Public

My Commission Expires:
5/12/19

