

747941

(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:

Glenn J. Ballenger  
gave permission to  
correct current name  
in document and file

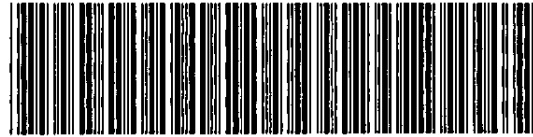
Amended & Restated

Office Use Only

Art. of Incorp.

03-15-17

DC



100296031141

03/06/17--01045--008 \*\*43.75

Amended & Restated  
Art.  
w/ Name Change

MAR 15 2017

D CONNELL

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

17 MAR 15 AM 10:25

FILED



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 9, 2017

GLENN J. BALLENGER  
BALLENGER LAW FIRM, PA  
826 ANCHOR RODE DRIVE  
NAPLES, FL 34013

SUBJECT: CLAM COURT MARINA APARTMENT ASSOCIATION, INC.  
Ref. Number: 747941

We have received your document for CLAM COURT MARINA APARTMENT ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 417A00004541

FILED  
17 MAR 15 AM 10:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CLAM COURT MARINA APARTMENT ASSOCIATION, INC.

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of **CLAM COURT MARINA APARTMENT ASSOCIATION, INC.**, a Florida corporation not for profit, which was originally incorporated under the same name on July 3, 1979 are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1002, 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 Section 617.1006 and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of **CLAM COURT MARINA APARTMENT ASSOCIATION, INC.**, shall henceforth be as follows:

ARTICLE I

**NAME:** The name of the corporation, herein called the "Association", is **CLAM COURT MARINA APARTMENTS ASSOCIATION, INC.**, and its address shall be as determined by the Board of Directors from time to time.

ARTICLE II

**PURPOSE AND POWERS:** The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of **CLAM COURT MARINA APARTMENTS**, a **CONDOMINIUM**, located in Collier County, Florida.

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 these Articles, the Declaration of Condominium, the By-Laws or the Florida Condominium Act; and it shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to said Declaration as it may hereafter be amended, including but not limited to the following:

- (A) To make and collect assessments, including special assessments, against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the condominium property.

- (C) To purchase insurance upon the condominium property and Association property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the condominium property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the common elements, the units, and the operation of the Association.
- (F) To approve or disapprove the transfer of ownership, leasing and occupancy of units, as provided in the Declaration of Condominium.
- (G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws and any Rules and Regulations of the Association.
- (H) To contract for the management and maintenance of the condominium and the condominium property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- (J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in real or personal property, lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has this power whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation, or other use or benefit to the members.
- (K) To purchase, sell, convey, mortgage, trade, transfer, grant, or otherwise dispose of interests in real or personal property, including units in the condominium, as may be in the interest of the Association and its members.
- (L) To borrow money without limit as to amount if necessary to perform its other functions hereunder.
- (M) To have all those powers, not otherwise stated herein, which a corporation may have at common law or as otherwise enumerated in Section 617.0302 of the Florida Statutes, as may be amended from time to time.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.

### ARTICLE III

#### MEMBERSHIP:

- (A) The members of the Association shall be the record owners of a fee simple interest in one or more units in the Condominium, as further provided in the By-Laws.
- (B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.
- (C) The owners of each unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the By-Laws.

### ARTICLE IV

**TERM:** The term of the Association shall be perpetual.

### ARTICLE V

**BY-LAWS:** The By-Laws 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 By-Laws.
- (B) Directors of the Association shall be elected by the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.
- (C) The business of the Association shall be conducted by the Officers designated in the By-Laws. 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. Amendments to these Articles may be proposed by a majority of the Board or by written petition, signed by at least one-fourth (1/4) of the voting interests.

- (B) Procedure. Upon any amendment to these Articles being proposed by said Board or unit owners, such proposed amendment shall be submitted to a vote of the owners not later than the next annual meeting for which proper notice can be given.
- (C) Vote Required. Except as otherwise provided for by Florida law, these Articles of Incorporation may be amended by vote of at least nine (9) members or by approval in writing of at least nine (9) members without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a copy of the proposed amendment.
- (D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and the recording of a certified copy in the Public Records of Collier County, Florida.

#### 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 attorneys 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 judgement 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 interest 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.

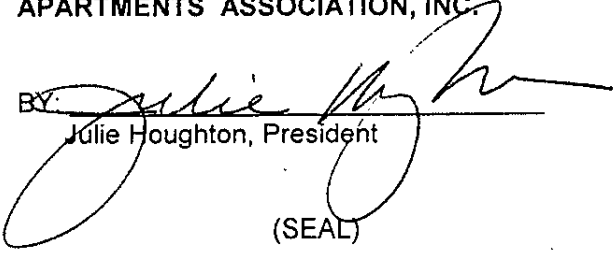
#### CERTIFICATE

The undersigned, being the duly elected and acting President of Clam Court Marina Apartments Association, Inc. hereby certifies that the foregoing were duly approved by more than eighty percent (80%) of the votes of the entire membership of the Association at a members meeting held on the 18th day of February, 2017, where a quorum was present, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, said vote

being sufficient for their amendment. The foregoing both amend and restate the Articles of Incorporation in their entirety.

Executed this 2<sup>nd</sup> day of MARCH, 2017.

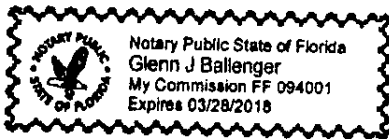
**CLAM COURT MARINA  
APARTMENTS ASSOCIATION, INC.**

BY:   
Julie Houghton, President

(SEAL)

STATE OF FLORIDA  
COUNTY OF COLLIER

Subscribed to before me this 2nd day of March, 2017, by Julie Houghton, as President of Clam Court Marina Apartments Association, Inc., a Florida corporation not for profit, on behalf of the corporation. She is has produced a Minnesota Driver's License for identification and did not take an oath.



  
Notary Public (SEAL)

Print name: GLENN J. BALLINGER  
My Commission Expires: 3/28/18