

Date: 12/21/2010 Time: 2:38 PM  
Division of Corporations

To: (850)617-6380

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Page: 1 of 2

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Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
VANDERBILT BAY CONDOMINIUM ASSOCIATION, INC.**

Certificate of Status	0
Certified Copy	1
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10/25/10

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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Vanderbilt Bay Condominium Association, Inc.

DOCUMENT NUMBER: 748703

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, Suite 300

(Address)

Naples, FL 34103

(City/ State and Zip Code)

sfalk@ralaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Steven M. Falk, Esq.

(Name of Contact Person)

at ( 239 ) 649-2718

(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 &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**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

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Articles of Amendment  
to  
Articles of Incorporation  
of

Vanderbilt Bay Condominium Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

748703

(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:**

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

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**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**  
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

**See Amended and Restated Articles of Incorporation attached hereto as Exhibit "1"**

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There is no handwriting or other markings on the paper.

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The date of each amendment(s) adoption: November 8, 2010  
(date of adoption is required)  
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.

x Dated Dec 16, 2010

x Signature G. Stuart Pearce  
(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)

G. Stuart Pearce  
(Typed or printed name of person signing)

President  
(Title of person signing)

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Exhibit "1"

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

AMENDED AND RESTATED ARTICLES OF INCORPORATION

VANDERBILT BAY CONDOMINIUM ASSOCIATION, INC.

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation for Vanderbilt Bay Condominium Association, Inc., a Florida not for profit corporation ("Association"), are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Chapter 617, Florida Statutes, and there is no discrepancy between the Association'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. The Amended and Restated Articles of Incorporation ("Articles" or "Articles of Incorporation") shall henceforth be as follows:

ARTICLE I

NAME: The name of the Association is Vanderbilt Bay Condominium Association, Inc., and its address is 10540 Gulf Shore Drive, Naples, FL 34108.

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 Vanderbilt Bay, a Condominium, (the "Condominium"), located in Collier County, Florida.

The Association is organized and shall exist on a non-stock basis as a not for profit corporation 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 not for profit corporation under the laws of the State of Florida, except as limited or modified by the Condominium Documents or the Florida Condominium Act; and it shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Condominium Documents as they may hereafter be amended, including but not limited to the following:

- (A) To make and collect 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 for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty, and to make improvements of the Condominium Property, as well as to purchase items of furniture, furnishings, fixtures and equipment.

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- (E) To make, amend and enforce reasonable rules and regulations governing the operation of the Association and the use, maintenance, occupancy, alteration, transfer and appearance of Units, Common Elements and Limited Common Elements, subject to any limits set forth in the Declaration.
- (F) To approve or disapprove the transfer, leasing and occupancy of Units, as provided in the Declaration of Condominium.
- (G) To enforce the provisions of the Condominium Act and the Condominium Documents.
- (H) To contract for the management and maintenance of the Condominium Property and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Condominium Documents 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 Association.
- (J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or 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 Owners.
- (K) To borrow money as necessary to perform its other functions hereunder.
- (L) To sue and be sued.

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 Condominium Documents.

### ARTICLE III

#### MEMBERSHIP:

- (A) The members of the Association shall be the record Owners of legal title to the Units in the Condominium, as further provided in the Bylaws.
- (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, but nothing shall prevent the Association from assigning, pledging or otherwise encumbering its Assessments receivable as collateral for a loan.
- (C) The Owners of each Unit, collectively, shall be entitled to one (1) vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

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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. Except as otherwise provided by law, a proposed amendment must be approved by at least sixty-seven percent (67%) of the Voting Interests who are present and voting, in person or by proxy, at an annual or special members' meeting at which a quorum has been established. Amendments may also be approved by written consent of sixty-seven percent (67%) of the Voting Interests. These Articles shall be deemed amended by virtue of revisions to statutes and regulations which control over conflicting provisions of these Articles. The Board of Directors shall have the authority to amend these Articles in order to conform the provisions thereof with such revisions to statutes and regulations. In addition, the Board of Directors may amend these Articles to correct scrivener's errors or omissions, and amend and restate these Articles in order to consolidate into one document amendments previously adopted by the members or the Board of Directors. Amendments adopted by the Board of Directors shall occur at a duly noticed Board of Directors meeting (with adoption of the amendments set forth on the agenda).
- (B) Effective Date. An amendment shall become effective upon filing with the Florida Department of State and recording a Certificate of Amendment in the Public Records of Collier County, Florida, with the formalities required by the Condominium Act.

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