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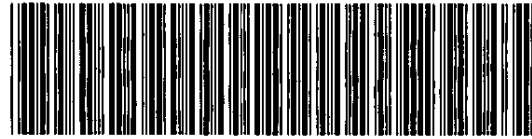
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AMD/RST
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**ARTICLES OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Tierra Mar Association, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 24th day of April, 2014.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:
(TWO)

TIERRA MAR
ASSOCIATION, INC.

Stephen P. Hart
Signature
Stephen P. Hart
Printed Name

BY:

Robert W. Uek
Robert W. Uek, President

Date: May 1, 2014

(CORPORATE SEAL)

Karen Pignato
Signature
Karen Pignato
Printed Name

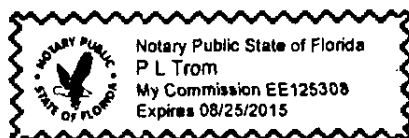
STATE OF Florida)
) SS:
COUNTY OF Collier)

The foregoing instrument was acknowledged before me this 1st day of May, 2014 by Robert W. Uek as President of Tierra Mar Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) as identification.

P. L. Trom
Notary Public
P. L. Trom
Printed Name

My commission expires: _____

ACTIVE: 5677160_1



AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TIERRA MAR ASSOCIATION, INC.

FILED
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SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION
SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT

These are the Amended and Restated Articles of Incorporation of Tierra Mar Association, Inc., originally filed the Florida Department of State the 14th day of September, 1979, under Charter Number 748928. Amendments included have been added pursuant to Chapters 617, Florida Statutes, (2013).

For historical reference, the street address of the initial principal office was 1400 Gulf Shore Boulevard North, Naples, Florida 33940, and the initial mailing address was the same. The names of the original incorporators, and their addresses at the time of incorporation, were George Rubinton, 311 Devils Point, Naples, Florida 33940, John Swanson, 1800 Teller Terrace, Naples, Florida, 33940, and Joseph Howard, 440 Riviera Boulevard, Naples, Florida 33942. The street address of the initial registered office was 1400 Gulf Shore Blvd., Suite 212, Naples, Florida 33940 and the name of the initial registered agent is Louis X. Amato. The address of the current registered office is 4985 Tamiami Trail East, Naples, Florida 34113. 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 the registered agent, in the manner provided by law.

1. NAME. The name of the corporation shall be Tierra Mar Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Corporation", the Declaration of Covenants, Conditions, and Restrictions as "Declaration", these Articles of Incorporation as the "Articles", and the Bylaws of the Corporation as the "Bylaws".

2. PURPOSE. The purpose for which the Corporation is organized is to serve as a "Homeowners' Association" as described in Section 720.301, Florida Statutes, including but not limited to the power to operate, administer, and manage the Common Areas in Tierra Mar in accordance with the Declaration and other Governing Documents, and to provide for the architectural control and the administration and enforcement of covenants and restrictions applicable to the Lots in Tierra Mar.

3. DEFINITIONS. The terms used in these Articles shall have the same definitions and meaning as those set forth in the original Declaration of Covenants, Conditions and Restrictions for Tierra Mar, recorded in Official Records Book 853, at Page 1546, *et seq.*, of the Public Records of Collier County, Florida, and as subsequently amended, unless herein provided to the contrary, or unless the context otherwise requires.

Amended and Restated Articles of Incorporation
(Exhibit "B" to Amended and Restated Declaration)

Page 1 of 4

LAW OFFICES
BECKER & POLIAKOFF, P.A.
4001 TAMiami TRAIL NORTH • SUITE 410 • NAPLES, FL 34103
TELEPHONE (239) 552-3200

4. POWERS The powers of the Corporation shall include and be governed by the following:

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, the Bylaws or prohibited by law.

4.2 Enumeration. The Corporation shall have all the powers and duties set forth in Chapters 617 and 720, Florida Statutes, as amended from time to time, except as they may be limited by the Declaration and as it may be amended from time to time, these Articles and as they may be amended from time to time, and the Bylaws and as they may be amended from time to time, including but not limited to the following:

4.2.1 To make and collect assessments and other charges against members as Owners of Lots within Tierra Mar, 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. No sale or transfer of Common Area shall be permitted except after obtaining approval of two-thirds (2/3) of the entire Voting Interests.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Corporation property and other property acquired or leased by the Corporation for use by Owners.

4.2.4 To purchase insurance upon the Corporation's property and insurance for the protection of the Corporation, its officers, Directors, and Members.

4.2.5 To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Corporation property and for the health, comfort, safety and welfare of the Owners.

4.2.6 To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, and the Rules and Regulations.

4.2.7 To contract for the management of the Corporation and any facilities used by the Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Corporation except those which require specific approval of the Board of Directors or the membership of the Corporation.

4.2.8 To employ personnel to perform the services required for proper operation of the Corporation.

Amended and Restated Articles of Incorporation
(Exhibit "B" to Amended and Restated Declaration)

Page 2 of 4

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4.2.9 To borrow money, but only after obtaining the approval of two-thirds (2/3) of the entire Voting Interests.

4.2.10 To exercise emergency powers as may be provided for in the Governing Documents.

4.3 Corporation property. All funds and the 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 Declaration, these Articles and the Bylaws.

4.4 Distribution of income. The Corporation shall make no distribution of income to its members, directors or officers.

4.5 Limitation. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

5. MEMBERS AND VOTING The qualification of Members, the manner of their admission to membership and voting by Members shall be as follows:

5.1 Members. The membership of the Corporation shall be comprised of the Owners, and their spouses or Domestic Partners, if any. Membership shall be established as follows:

5.1.1 Members.

The Owner of every Lot, and their spouse or Domestic Partner, shall become a Member upon recordation in the Public Records of an instrument establishing the ownership by said Owner of such Lot. Each such Owner shall notify this Corporation of said recordation within ten (10) days thereof and shall transmit to the Corporation true copies of such instrument.

5.2 Voting Rights. The voting rights of the Members shall be as follows:

5.2.1 Number of Votes. Each Lot shall be entitled to one (1) vote, which may be cast by Members as provided in Bylaws.

5.3 Each and every Member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the Governing Documents.

6. TERM OF EXISTENCE. The Corporation shall have perpetual existence.

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 of the Corporation at its first meeting following the annual meeting of the members of the Corporation

Amended and Restated Articles of Incorporation
(Exhibit "B" to Amended and Restated Declaration)

Page 3 of 4

and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

8. DIRECTORS.

8.1 Number and Qualification. The property, business and affairs of the Corporation shall be managed by a board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors.

8.2 Duties and powers. All of the duties and powers of the Corporation existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to members when such approval is specifically required.

8.3 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.

9. BYLAWS. The Bylaws of this Corporation may be altered, amended or replaced in the manner provided in the Bylaws.

10. AMENDMENTS. These Articles may be amended in the following manner:

10.1 Method of proposal. A resolution for the adoption of a proposed amendment may be proposed either by the President of the Association, a majority of the Directors, or by not less than a majority of the entire Voting Interests of the Corporation.

10.2 Notice. The subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

10.3 Adoption. An amendment so proposed may be approved by a majority of the entire Voting Interests of the Corporation. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Corporation, upon Board approval, without need for Corporation membership vote.

10.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Collier County, Florida.

10.5 Number and Gender. Whenever the singular is used it shall include the plural and the singular where appropriate, and the use of any gender shall include all genders.

ACTIVE: 5259833_5