

Division of Corporations

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750924

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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Division of Corporations
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FILED
-10 MAY 10 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDACOR AMND/RESTATE/CORRECT OR O/D RESIGN
THE MONACO BEACH CLUB, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H10000112882 3

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Monaco Beach Club, Inc.

DOCUMENT NUMBER: 750924

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)

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) 649-6200

(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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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

0011 H1002882 3

Articles of Amendment
to
Articles of Incorporation
of

H10000112882 3-10 MAY 10 PM 2:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The Monaco Beach Club, Inc.

750924

(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

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>
<hr/>	<hr/>	<hr/>	<input type="checkbox"/> Add
		<hr/>	<input type="checkbox"/> Remove
		<hr/>	
<hr/>	<hr/>	<hr/>	<input type="checkbox"/> Add
		<hr/>	<input type="checkbox"/> Remove
		<hr/>	
<hr/>	<hr/>	<hr/>	<input type="checkbox"/> Add
		<hr/>	<input type="checkbox"/> Remove

See amendment attached hereto as Exhibit "1"

[illegible]

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The date of each amendment(s) adoption: April 16, 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.

Dated April 22, 2010

Signature Nicholas T. Cullen, Jr.

(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)

Nicholas T. Cullen, Jr.

(Typed or printed name of person signing)

President

(Title of person signing)

Exhibit " 1 "

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AMENDMENTS TO AMENDED AND RESTATED ARTICLES OF INCORPORATION
THE MONACO BEACH CLUB, INC.

Additions indicated by underlining.

Deletions indicated by hyphens.

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 a written petition to the Board, signed by at least one-fourth (1/4th) of the voting interests of the Association.
- (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 by Florida law, a proposed amendment shall be adopted if it is approved by at least sixty-seven percent (67%) ~~seventy-five percent (75%)~~ of the Voting Interests that are present and voting, in person or by proxy, at any annual or special meeting at which a quorum has been established ~~called for the purpose~~. Amendments may also be approved by written consent of sixty-seven percent (67%) ~~seventy-five percent (75%)~~ of the total voting interests. These Articles shall be deemed amended by virtue of revisions to laws, regulations and judicial decisions which control over conflicting provisions set forth herein. The Board of Directors shall have the authority to amend these Articles in order to conform the provisions thereof with such revisions to laws, regulations and judicial decisions. In addition, the Board of Directors may amend these Articles to correct scrivener's errors or omissions, and amend and restate the Articles in order to consolidate into one document amendments previously adopted by the members or the Board. Amendments adopted by the Board shall occur at a duly noticed Board meeting (with adoption of the amendments set forth on the agenda). The Board shall supply the members with a copy of the adopted amendments.
- (D) 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, with the formalities required by the Condominium Act.

ARTICLE VIII

~~**INDEMNIFICATION:** To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer, committee member or employee 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, committee member or employee of the Association. The foregoing right of indemnification shall not be available if a judgement or other final~~

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~~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 individual 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 individual 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 an individual may be entitled.~~