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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
BAY VILLAS ASSOCIATION, INC.**

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Estimated Charge	\$35.00

A. RAMSEY

MAR 30 2022

Prepared by:

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Naples, FL 34108

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

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BAY VILLAS ASSOCIATION, INC.

Pursuant to Section 617.1007, Florida Statutes, these Articles of Incorporation of Bay Villas Association, Inc., a Florida corporation not for profit which was originally incorporated under the same name on May 7, 1981, and amended and restated in their entirety on December 23, 1996, are hereby further 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 Second Amended and Restated Articles other than the inclusion of amendments, adopted pursuant to Section 617.1002, Florida Statutes, and the omission of matters of historical interest. The Second Amended and Restated Articles of Incorporation of Bay Villas Association, Inc., shall henceforth be as follows:

ARTICLE I
PRINCIPAL OFFICE

The principal office of the Association is located at c/o Sentry Management, 1415 Panther Lane, Suite 138, Naples, FL 34109 unless otherwise changed by the Board of Directors.

ARTICLE II
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lots and Common Area within that certain tract of property described in Exhibit "A" attached to the original Declaration of Covenants, Conditions and Restrictions for Bay Villas as recorded in Official Record Book 938, at Page 632 *et seq.*, of the Public Records of Collier County, Florida, and to promote the health, safety and welfare of the residents within the above described property for the purpose to:

- 2.01** Exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Second Amended and Restated Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property, and recorded in the Public Records of Collier County, Florida;

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

Page 1

- 2.02** Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses in connection therewith and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- 2.03** Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- 2.04** Borrow money, and with the approval of two-thirds (2/3rds) of the members, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- 2.05** Sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such transfer shall be effective unless an instrument has been signed by fifty-one percent (51%) of the members agreeing to such sale or transfer and subject to the limitations imposed in the Declaration. This provision shall not apply to easements;
- 2.06** Grant, modify or move easements by decision of the Board of Directors;
- 2.07** Make, amend and enforce reasonable rules and regulations governing the use of the Common Area and the operation of the Association;
- 2.08** Sue and be sued, and to enforce the provisions of the Declaration, these Articles, the Bylaws and the reasonable rules of the Association;
- 2.09** Contract for the management and maintenance of the Common Areas and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association;
- 2.10** Employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the properties;
- 2.11** Obtain and maintain in place insurance for the Common Area;
- 2.12** Exercise any and all powers, rights and privileges of a corporation organized under Chapters 617 and 720, Florida Statutes, as amended from time to time.

ARTICLE III **MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to the Declaration of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

Page 2

Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE IV **VOTING RIGHTS**

Members shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lots, all such persons shall be members. The vote for such Lots shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

ARTICLE V **BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of at least three (3), but no more than five (5), Directors, the exact number as determined by the Bylaws and in the absence of such determination shall consist of three (3) directors.

ARTICLE VI **DISSOLUTION**

The Association may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3rds) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any not for profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VII **DURATION**

The corporation shall exist perpetually.

ARTICLE VIII **AMENDMENTS**

Amendments of these Articles shall require the approval of seventy-five percent (75%) of the entire membership voting in person or by proxy, but no amendment shall be effective which is in contravention of the duties, responsibilities or obligations of the Association or the members as provided in the Declaration.

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

Page 3

ARTICLE IX
NOT FOR PROFIT STATUS

In conformance with the requirements of Chapter 617, the corporation shall issue no stock, and no dividend shall be paid and no part of the income of the corporation shall be distributed to the members, Directors or officers.

ARTICLE X
OFFICERS

There shall be a President, Vice President, Secretary and Treasurer. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association.

ARTICLE XI
INDEMNIFICATION

11.01 Indemnity. The Association shall indemnify any officer, Director, or committee member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, officer, or committee member of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, Directors, and committee members as permitted by Florida law.

11.02 Defense. To the extent that a Director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section (A) above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

11.03 Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or

proceeding upon receipt of an undertaking by or on behalf of the affected Director, officer, or committee member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by this Article XI.

- 11.04 Miscellaneous. The indemnification provided by this Article XI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.
- 11.05 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, committee member, employee, or agent of the Association.

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

Page 5

CERTIFICATE

The undersigned, being the duly elected and acting President and Secretary of Bay Villas Association, Inc., hereby certify that the foregoing were duly proposed a majority of the Board of Directors at a Special Meeting called for the purpose and held on the January 17, 2022, which meeting was adjourned and reconvened on February 23, 2022. The undersigned further certify that the foregoing was approved and adopted by majority vote of the Directors and at least seventy-five (75%) of the voting interests of the entire membership voting in person or by proxy, at a duly called special meeting on the 23rd day of February, 2022 after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said vote is sufficient for their amendment. The foregoing both amends and restates the Articles of Incorporation in their entirety.

Executed this 17 day of March, 2022.

BAY VILLAS ASSOCIATION, INC.

(SEAL)

By:

Darryl Damico, President

Attest:

Victoria Cicone, Secretary

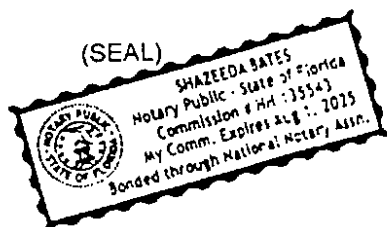
SARA CAVAGUANO

STATE OF FLORIDA)

COUNTY OF COLLIER)

BEFORE ME, the undersigned authority, the foregoing instrument was acknowledged by means of ☒ physical presence or ☐ online notarization, this 17th day of March, 2022, by Darryl Damico and Victoria Cicone, President and Secretary, respectively, of Bay Villas Association, Inc., a Florida corporation not for profit, on behalf of the corporation. They are personally known to me or produced the following form of identification: _____.

(SEAL)



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Shazeda Bates
Notary Public

My Commission Expires: Aug 1, 2025