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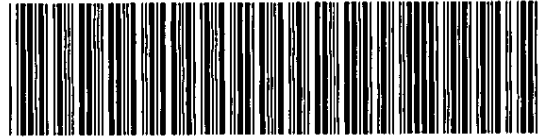
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CAPITAL CONNECTION, INC.

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Shell Island Beach Club Association, Inc.

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2/17/15

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Prepared by:
Christopher N. Davies, Esq.
Cohen & Grigsby, P.C.
Mercato – Suite 6200
9110 Strada Place
Naples, FL 34108

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF SHELL ISLAND BEACH CLUB ASSOCIATION, INC.

These are the Amended and Restated Articles of Incorporation for Shell Island Beach Club Association, Inc. originally filed with the Florida Department of State the 28th day of August, 1981, under Charter Number 759829. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapter 617, Florida Statutes.

ARTICLE I

The name of this Corporation shall be SHELL ISLAND BEACH CLUB ASSOCIATION, INC. and its principal address is 255 Periwinkle Way, Sanibel, Florida 33957.

ARTICLE II

The general purpose of this not-for-profit Corporation is to be the entity identified as the "Association", for the operation of the Condominium known as Shell Island Beach Club, a Condominium, pursuant to the provisions of the Condominium Act, Chapter 718, Florida Statutes, and the Florida Vacation Plan and Timesharing Act, Chapter 721, Florida Statutes (the "Acts") to operate and administer the Condominium and carry out the functions and duties, as set forth in the Declaration of Condominium and Exhibits thereto.

For the accomplishment of its purposes, the Association shall have all the common law and statutory powers and duties of a corporation not-for-profit except as limited or modified by these Articles, the Declaration of Condominium, or the Acts including but not limited to the following:

- (A) To make and collect regular and special Assessments against members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of Assessments in the exercise of its powers and duties.

- (B) To protect, maintain, repair, replace and operate the Condominium Property and Association Property, including easement areas and recreational facilities, all for the benefit of the Owners in the Condominium.
- (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 Property as authorized by Chapters 718 and 721, Florida Statutes, as applicable.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of Units, Common Elements, Limited Common Elements, Association Property, and the operation of the Association, as further set forth in the Bylaws.
- (F) To enforce the provisions of the Acts, as applicable, the Declaration of Condominium, these Articles, the Bylaws and Rules and Regulations of the Association.
- (G) To contract for the management and maintenance of the Condominium Property, Association Property, and easement areas.
- (H) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium and the Association.
- (I) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities contiguous to the lands of the Condominium, if intended to provide enjoyment, recreation, or other use or benefit to the Owners.
- (J) To borrow money if necessary to perform its functions hereunder, in accordance with the Bylaws.

All funds and the title to all properties acquired by the Association and the proceeds thereof shall be held in trust for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws. The Association shall make no distribution of income to its members, directors, or officers.

ARTICLE III

All persons who are Owners of Condominium Parcels within said Condominium shall automatically be members of this Corporation. Such membership shall automatically terminate when such person is no longer Owner of a Condominium Parcel. Membership in the Corporation shall be limited to such Condominium Parcel Owners.

Persons who own interests in Condominium Parcels under a plan of Interval Ownership, as defined in the Bylaws of this Corporation, shall be members of this Corporation, their rights and duties to be as defined in the Declaration of Condominium of the Condominium.

Subject to the foregoing, admission to and termination of membership shall be governed by the Declaration of Condominium recorded in the Public Records of Lee County, Florida.

Each Unit week is entitled to one (1) vote; whole ownership units are entitled to 51 votes. There are a total of 57 units in the Condominium, however one of the units is owned by the Association, and therefore there are 56 units for purposes of determining the total number of voting interests. Of these 56 units, 44 are committed to interval ownership and 12 are not committed to interval ownership. For mathematical purposes, the total voting interests is 2,856 (56 x 51). This number will be further reduced by any Unit Weeks owned by the Association.

ARTICLE IV

This Corporation shall have perpetual existence.

ARTICLE V

Section 1. The affairs of the Corporation shall be managed and governed by a Board of Directors composed of not less than seven (7) as further provided in the Bylaws. Directors must be members of the Association as provided in the Bylaws. Provisions for the election, and provisions respecting the term, removal, disqualification and resignation of Directors and for filling vacancies on the Directorate, shall be established by the Bylaws.

Section 2. 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 VI

These Articles may be amended in the following manner:

- (A) Proposal of Amendments. An amendment may be proposed by the President of the Association, a majority of the Directors, or by twenty-five percent (25%) of the entire voting interests.
- (B) Proposed Amendment Format. Proposals to amend existing Articles of Incorporation shall contain the full text of the provision to be amended. New words shall be underlined and words to be deleted shall be ~~lined through~~ with hyphens. If the proposed change is so extensive that this procedure would hinder

rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER _____ FOR PRESENT TEXT."

- (C) Notice. Copies of proposed amendments shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.
- (D) Adoption of Amendments. A resolution for the adoption of a proposed amendment may be adopted by a vote of a majority of the voting interests present (in person or by proxy) and voting at a meeting of the Association at which a quorum is present. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for Association membership vote.
- (E) Effective Date. An amendment when adopted shall become effective after being recorded in the Lee County Public Records according to law and filed with the Secretary of State according to law.
- (F) Automatic Amendment. These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Declaration of Condominium. Whenever applicable provisions of Chapter 718, Florida Statutes, Chapter 617, Florida Statutes, Chapter 721, Florida Statutes, or other applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than set forth in these Articles, the Board may operate the Association pursuant to the less stringent requirements. The Board of Directors without a vote of the Owners, may adopt by majority vote, amendments to these Articles of Incorporation as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to applicable provisions of Chapters 617, 718 and 721 of the Florida Statutes, or such other statutes or administrative regulations as required for the operation of the Association, all as amended from time to time.
- (G) Proviso. Provided, however, that no amendment shall change the configuration of any Unit or the share in the Common Elements appurtenant to it, or increase the Owner's share of the Common Expenses, unless the record Owner of the Unit concerned and all record Owners of the mortgages on such apartment shall join in the execution of the amendment, and all other Unit Owners approve the amendment.

ARTICLE VII

There shall be no dividends paid to any of the members, nor shall any part of the income of the Corporation be distributed to its Board of Directors or Officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be applied against future expenses. The Corporation may reimburse Directors and Officers for out-

of-pocket expenses incurred by such person on behalf of the Association, including, but not limited to, travel expenses, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation, may make distribution to its members as is permitted by the Court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

1855709.v3

CERTIFICATE

15 FEB 18 AM 9:40

The undersigned, being the duly elected and acting President of Shell Island Beach Club Association, Inc., a Florida corporation not for profit, on behalf of the corporation, hereby certifies that the foregoing were duly approved by not less than a majority of the total membership of the Association at the Annual Meeting of the Membership held on December 8, 2014, where a quorum was present, after due notice, which meeting was reconvened on February 10, 2015 and by the unanimous approval of the full Board of Directors at a Special Meeting called for the purpose on February 10, 2015 in accordance with the requirements of the Articles of Incorporation for their amendment, and that said votes are sufficient for their amendment. The foregoing both amend and restate the amended Articles of Incorporation in their entirety.

Executed this 10th day of February, 2015.

Charles W. Haines
Witness
Print Name: Charles W. Haines

Ronald Kenoyer
Witness
Print Name: Ronald Kenoyer

SHELL ISLAND BEACH CLUB
ASSOCIATION, INC.

By: Robert Dugan
Robert Dugan, President

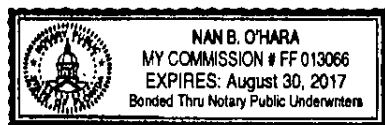
STATE OF FLORIDA)
)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 10th day of February, 2015, by, Robert Dugan, President of Shell Island Beach Club Association, Inc., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or has produced N/A as identification and did take an oath.

My Commission Expires:

Nan B. O'Hara
Notary Public

(SEAL)



Nan B. O'Hara
Printed Name