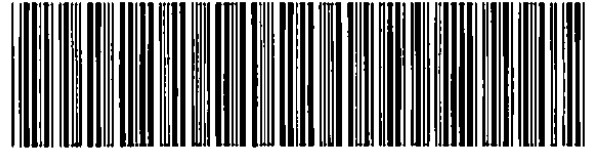


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T. LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Bay Forest Homeowners Association, Inc.

DOCUMENT NUMBER: 760068

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cheryl R. Kraus

(Name of Contact Person)

Cheryl R. Kraus, P.A.

(Firm/ Company)

1072 Goodlette Rd. N

(Address)

Naples, FL 34102

(City/ State and Zip Code)

cheryl@cherylkraus.com

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

For further information concerning this matter, please call:

Cheryl Kraus

239

261-7716

at

(Name of Contact Person)

(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

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

2013 JUL 27 P 1:1

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

BAY FOREST HOMEOWNERS ASSOCIATION, INC.

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Bay Forest Homeowners Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on September 15, 1981 are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1007, Florida Statutes and there is no discrepancy between the corporation'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 Section 617.1006 and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Bay Forest Homeowners Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME. The name of the corporation is Bay Forest Homeowners Association, Inc., sometimes hereinafter referred to as the "Bay Forest Association."

ARTICLE II

PRINCIPAL OFFICE. The principal office of the corporation is located at 377 Bay Forest Drive, Naples, Florida 34110.

ARTICLE III

PURPOSE AND POWERS. This Bay Forest Association will not permit pecuniary gain or profit and will make no distribution of its income to its Members, officers or Directors. It is a corporation not for profit organized on a non-stock basis for the purpose of establishing a corporate residential neighborhood homeowners association which will, subject to a Declaration of Covenants, Conditions and Restrictions recorded in the Public Records of Collier County, Florida, have the powers described herein. The Bay Forest Association shall have all of the common law and statutory power of a Florida corporation not for profit consistent with these Articles and with the Declaration of Covenants, Conditions and Restrictions to which these Articles shall be an exhibit; and it shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood, subject to the Declaration, as it may from time to time be amended, including but not limited to the power to:

- (A) Exercise any and all powers, rights and privileges which a corporation organized under Chapters 617 and 720, Florida Statutes, may now or hereafter have or exercise; subject always to the Declaration, as amended from time to time;

- (B) Fix, levy, collect and enforce payment by any lawful means all charges, assessment or liens pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all license fees, taxes or governmental charges levied or imposed against the property of the corporation;
- (C) 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 corporation;
- (D) Borrow money, and with the assent of two-thirds (2/3) of the Voting Interests mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and
- (E) Dedicate, 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 dedication or transfer shall be effective unless two-thirds (2/3) of the Voting Interests agree in writing to such dedication, sale or transfer; and
- (F) Have and exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the laws of the State of Florida may now or hereinafter have or exercise.

ARTICLE IV

MEMBERSHIP. Every person or entity who is a record Owner of a fee simple or a fractional undivided fee simple interest in any Lot which is subject, by covenants or record to the jurisdiction and powers of the Bay Forest Association (hereinafter referred to as a "Lot"), shall be a Member of the Bay Forest Association. The foregoing is not intended to include persons and entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to the aforesaid jurisdiction and powers of the Bay Forest Association. All membership rights and duties shall be subject to and controlled by the Declaration, which is in the form of a covenant running with the land.

ARTICLE V

VOTING RIGHTS. All Members of the Bay Forest Association shall be entitled to one **vote for each Lot** owned. When more than one person holds an interest in any Lot, all such persons shall be Members, but the single vote for such Lot shall be exercised as they among themselves determined, and in no event shall more than one vote be cast with respect to any Lot. The vote for each Lot shall be cast by the Neighborhood Association which governs its operation in the manner determined by that Neighborhood Association. The Bay Forest Association may rely on any vote so cast by Neighborhood Association on behalf of the collective owners of the Lot.

ARTICLE VI

DIRECTORS.

- (A) The affairs of the Bay Forest Association will be administered by a Board of Director consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors.
- (B) Directors 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 Bay Forest Association shall be conducted by the officer designated in the Bylaws.

ARTICLE VII

OFFICERS. The affairs of the Bay Forest Association shall be administered by a President, a Secretary and a Treasurer and such other officers as may be determined in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the Annual meeting and shall serve at the pleasure of the Board of Directors.

ARTICLE VIII

TERM. The term of the Bay Forest Association shall be perpetual.

ARTICLE IX

BYLAWS. The Bylaws of the Bay Forest Association may be altered, amended or rescinded in the manner provided therein.

ARTICLE X

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 petition to the Board signed by at least one-half (1/2) of the Voting Interest of the Bay Forest Association.
- (B) **Procedure.** A proposed amendment must be submitted to a vote of the Members not later than next annual meeting for which proper notice can still be given.
- (C) **Vote Required.** Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved at any annual or special meeting called for the purpose by at least two-thirds (2/3) of the Voting Interests of the Bay Forest Association present, in person or by proxy, and voting at the meeting, provided that notice of any proposed amendment must be given to all Voting Representatives of the Bay Forest Association, and the notice

must contain the current wording of the Section and the full text of the proposed amendment.

- (D) **Effective Date.** An amendment becomes effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida with the same formalities as are required in the Declaration for recording amendments to the Declaration.

ARTICLE XI

INDEMNIFICATION. To the fullest extent permitted by Florida law, the Bay Forest Association shall indemnify and hold harmless every Director and every officer of the Bay Forest Association against all expenses and liabilities, including attorneys 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 of the Bay Forest Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved the following:

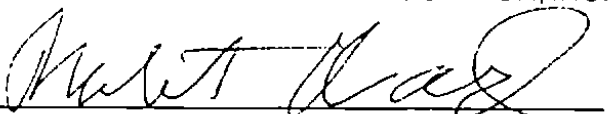
- (A) Willful misconduct or a conscious disregard for the best interests of the Bay Forest Association, in a proceeding by or in the right of the Bay Forest Association to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.
- (D) Wrongful conduct by Directors or officers in a proceeding brought by or on behalf of the Bay Forest Association. In the event of an out-of-court settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the settlement as being in the best interest of the Bay Forest Association. The foregoing rights of indemnification shall be in addition to, and not exclusive of all other rights to which a Director or officer may be entitled.

CERTIFICATE

The undersigned, being the duly elected and acting President of Bay Forest Homeowners Association, Inc., hereby certifies that the foregoing were duly proposed by the entire membership of the Board of Directors and were approved by at least seventy-five percent (75%) of the votes of the entire membership of the Association by written consent in accordance with the requirements of the Articles of Incorporation for their amendment, said vote being sufficient for their amendment. The foregoing both amend and restate the Articles of Incorporation in their entirety.

Executed this 6 day of June, 2019.

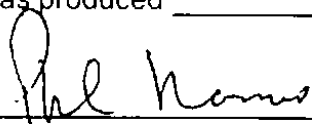
BAY FOREST HOMEOWNERS ASSOCIATION, INC..

By: 
Robert Wood, President

377 Bay Forest Drive
Naples, Florida 34110

STATE OF FLORIDA
COUNTY OF COLLIER

I hereby certify that on this 6 day of June, 2019, personally appeared before me Robert Wood, as President of Bay Forest Homeowners Association, Inc., a Florida corporation not for profit, who executed the foregoing certificate in the name of, and on behalf of, said corporation. He (choose one) ☒ is personally known to me or ☐ has produced _____ for identification and did not take an oath.


Signature of Notary Public
Phil Murano
Print name of Notary (SEAL)
My Commission Expires:

