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Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: Casa Grande on Vanderbilt Beach Condominium Association, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Amendment to the Articles of Incorporation for the above-referenced Association, as well as a check in the amount of \$35.00 to cover the cost of filing.

Please return a copy of same in the envelope provided herein for your convenience.
Thank you for your attention to this matter.

Very truly yours,


H.O. Brock, Jr.
For the Firm

HOBjr/adc
Enclosures (as stated)
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*Daniell gave Authorization to
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of each page. 4/25 TB*

Amended & Restated Articles

V. SHEPARD APR 25 2000

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF**

CASA GRANDE ON VANDERBILT BEACH CONDOMINIUM ASSOCIATION, INC.

Pursuant to Section 617.0201(4), Florida Statutes (1997), the Articles of Incorporation of CASA GRANDE ON VANDERBILT BEACH CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, are hereby amended and restated in their entirety. The Amended and Restated Articles of Incorporation of this corporation, shall henceforth be as follows:

1. **NAME.** The name of the corporation, herein called the "Association", is CASA GRANDE ON VANDERBILT BEACH CONDOMINIUM ASSOCIATION, INC., and its address is 9653 Gulfshore Drive, Naples, Florida 34108.

2. **PURPOSE AND POWERS.** The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of CASA GRANDE ON VANDERBILT BEACH, a Condominium, located in Collier County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration of Condominium, the By-Laws or the Florida Condominium Act; and it shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration as it may hereafter be amended, including but not limited to the following:

- 2.1. To make and collect 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.
- 2.2. To maintain, repair, replace and operate the condominium property.
- 2.3. To purchase insurance upon the condominium property for the protection of the Association and its members.
- 2.4. To reconstruct improvements after casualty and to make further improvements of the property.
- 2.5. To make, amend and enforce reasonable rules and regulations governing the use of the

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common elements and the operation of the Condominium.

- 2.6. To approve or disapprove the transfer of ownership and leasing of units, as provided by the Declaration of Condominium.
- 2.7. To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the By-Laws of the Association.
- 2.8. To contract for the management and maintenance of the condominium and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.
- 2.9. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- 2.10. To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.

- 3. **MEMBERS.** The qualification of members, the manner of their admission, and voting by such members shall be as follows:
 - 3.1. All Unit Owners in the Condominium shall be members of the Association and no other persons or entities shall be entitled to membership.
 - 3.2. Membership in the Association shall be established by the recording in the Public Records of Collier County, Florida, of a deed or other instrument establishing a change of record title to a Condominium Unit and notifying the Association in writing of the recording information; the new unit owner designated by such instrument shall thereby become a member of the Association and the membership of the prior unit owner shall thereby

terminate.

- 3.3. The share of a member in the funds and assets of the Association cannot be assigned, pledged, or transferred in any manner except as an appurtenance to the individual Condominium Unit.
- 3.4. The unit owners of each Unit in the Condominium shall collectively be entitled to one vote. Voting rights will be exercised in the manner provided in the By-Laws of the Association.
4. **DIRECTORS.** The affairs of the Association shall be managed by a Board of Directors who shall be members of the Association. Directors of the Association shall be elected at the annual meeting of the members in the manner provided by the By-Laws.
5. **INDEMNIFICATION.** Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been an officer or Director at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the board of Administration approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Directors or officers may be entitled.
6. **BY-LAWS.** The By-Laws of the Association shall be those By-Laws set forth as an Exhibit to the Declaration of Condominium and may be altered, amended, or rescinded in the following manner as well as in the manner provided therein.
7. **AMENDMENTS.**

These Articles of Incorporation may be amended as follows:

- 7.1. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at any annual or special meeting.
- 7.2. Within the time and in the manner provided in the By-Laws for the giving of notice of meetings of members, written notice setting forth the proposed amendment shall be given to each member of record entitled to vote thereon. If the meeting is an annual meeting, the

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proposed amendment shall be included in the notice of the annual meeting.

- 7.3. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendments. The proposed amendment shall be adopted upon receiving the affirmative vote of two-thirds (2/3) of the voting interests present and voting at a duly noticed meeting or by written agreement.
- 7.4. In lieu of the above, if all of the Directors and Members eligible to vote sign a written statement manifesting their intentions that an amendment to these Articles be adopted, then the amendment shall thereby be adopted, or, instead, all members may adopt an amendment at any meeting for which notice of the change being made has been given.
8. **TERM.** The term of the Association shall be the duration of the Condominium, unless the Association is terminated sooner by the unanimous action of its members.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is Casa Grande on Vanderbilt Beach Condominium Association, Inc.

SECOND: The attached amendment to the Articles of Incorporation was adopted by the membership:

THIRD: The attached amendment to the Articles of Incorporation was adopted by the required vote of the members on the 13 day of March, 2000.

WITNESSES:
(TWO)

CASA GRANDE ON VANDERBILT BEACH
CONDOMINIUM ASSOCIATION, INC.

Donald A. Igel
Signature
DONALD A. IGEL
Printed Name

BY: Fred Baldassari
Fred Baldassari, President

Date: 4/3/2000

(CORPORATE SEAL)

Larry B. Hagan
Signature
LARRY B. HAGAN
Printed Name

STATE OF FLORIDA)
) SS:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 3 day of APRIL, 2000 by Fred Baldassari as President of Casa Grande on Vanderbilt Beach Condominium Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) _____ as identification and did take an oath.

Pamela D. Pettit
Notary Public
PAMELA D. PETTIT
Printed Name

My commission expires: 8-27-00



PAMELA D. PETTIT
COMMISSION # CC580371
EXPIRES AUG 27 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC