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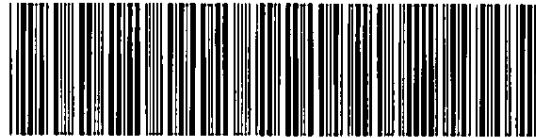
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

2020 JUL 8 11:01 AM

July 8, 2020

HAHN LOESER & PARKS LLP  
2400 FIRDY STREET  
STE. 300  
FORT MYERS, FL 33901

SUBJECT: THE DUNES OF NAPLES PROPERTY OWNERS ASSOCIATION,  
INC.  
Ref. Number: N01000000507

We have received your document for THE DUNES OF NAPLES PROPERTY OWNERS ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 320A00013297



Mary C. Walker, Paralegal

Direct Phone: 239.337.6700

Direct Fax: 239.337.6731

Email: [mwalker@hahnlaw.com](mailto:mwalker@hahnlaw.com)

July 21, 2020

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

**Re: Ref No. N01000000507**  
**The Dunes of Naples Property Owners Association, Inc.**

Dear Sir or Madam:

In accordance with your instructions attached, we have attached the Acceptance of Registered Agent to the Amended and Restated Articles of Incorporation for the Dunes of Naples Property Owners Association. Please respond with confirmation of the filing of this document.

Thank you,

Sincerely,

A handwritten signature in black ink that reads 'Mary Walker'.

Mary C. Walker, Paralegal

mew

Enclosure

11957108.1

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HAHN LOESER & PARKS LLP attorneys at law

cleveland columbus naples fort myers san diego chicago

2400 First Street, Suite 300 Fort Myers, Florida 33901 phone 239.337.6700 fax 239.337.6701 [hahnlaw.com](http://hahnlaw.com)

**IMPORTANT NOTE: THIS DOCUMENT CONSTITUTES A SUBSTANTIAL REWORDING OF THE ARTICLES OF INCORPORATION. SEE PRIOR ARTICLES OF INCORPORATION FOR CHANGES TO PRESENT TEXT.**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF THE DUNES OF NAPLES PROPERTY OWNERS ASSOCIATION, INC.**

These Amended and Restated Articles of Incorporation of The Dunes of Naples Property Owners Association, Inc., a Florida not-for-profit corporation (the "Corporation"), are made effective this 22<sup>nd</sup> day of April, 2020.

**BACKGROUND**

A. The original Articles of Incorporation of the Corporation were recorded as an exhibit to the Declaration of Covenants and Easements for The Dunes of Naples, recorded in **Official Records Book 2777, Page 3027, in the Public Records of Collier County, Florida** (the "Original Articles").

B. The Members of the Corporation duly adopted these Amended and Restated Articles of Incorporation to amend, restate and replace the Original Articles by the affirmative vote of the proper percentage of Members of the Corporation at a duly noticed Members Meeting, at which a quorum was present, held on April 22, 2020.

C. The undersigned, by these Amended and Restated Articles of Incorporation, associate ourselves together for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, pursuant to Chapters 617 and 720, Florida Statutes, and hereby certify as follows.

D. For purposes of these Amended and Restated Articles of Incorporation, the terms "Articles" or "Articles of Incorporation" means these Amended and Restated Articles of Incorporation, as amended from time to time.

**ARTICLE I**

**NAME AND ADDRESS:** The name of the Corporation is The Dunes of Naples Property Owners Association, Inc. and its address is 310 Dunes Boulevard, Naples, FL 34110.

**ARTICLE II**

**PURPOSE AND POWERS:** The purpose for which the Corporation is organized is to provide an entity for the ownership, maintenance and operation of the Dunes Project, inclusive of the Common Areas, located in Collier County, Florida. The Dunes Project consists of the land described in **Exhibit "A"** to the Amended and Restated Declaration of Covenants and Easements for The Dunes of Naples to which these Articles of Incorporation are attached as an exhibit (as further amended from time to time, the "Declaration of Covenants" or "Declaration"), and the improvements constructed and to be constructed thereon. Unless the

context otherwise requires, all capitalized terms not otherwise defined in these Articles of Incorporation shall have the meaning set forth in the Declaration.

The Corporation is organized under Chapters 617 and 720, Florida Statutes (as amended from time to time) and shall exist on a non-stock basis as a Florida corporation not for profit. No income of the Corporation shall be distributed or inure to the private benefit of any member, director or officer. All funds and the title to all property acquired by the Corporation shall be held for the benefit of the Members and their respective Owners and dock users (the "Property Owners" or "Owners") in accordance with the provisions of these Articles of Incorporation, the Declaration and the Amended and Restated Bylaws of the Corporation (as further amended from time to time, the "Bylaws"). The property and business of the Corporation shall be managed by the Board of Directors, which may exercise all corporate powers not prohibited by law, the Declaration, these Articles of Incorporation, or the Bylaws. For the accomplishment of its purposes, the Corporation shall have all of the common law and statutory powers and duties of a Florida corporation not for profit, except as limited or modified by the Declaration, these Articles of Incorporation or the Bylaws, including without limitation the following powers:

(A) To own, acquire and convey land, and to operate, maintain, and manage those lands owned or to be owned by the Corporation and such other lands which the Corporation is responsible to maintain.

(B) To operate, maintain, manage and keep in good repair, all improvements and amenities which may be placed upon lands owned by the Corporation and upon lands which the Corporation is responsible to maintain, which may include, without limitation, preserve areas, landscape buffers, surface water drainage facilities, lakes, swimming pools, spas, common roads, streets, and parking areas, for the use of the Corporation's Members and all Owners in the Dunes Project.

(C) To landscape all lands owned by the Corporation, and all lands which the Corporation is responsible to maintain, and to contribute to the artistic and architectural building and construction standards of all lands owned or maintained by the Corporation, and all buildings and improvements thereon.

(D) To make available to the Member Associations of the Corporation and their Owners, services and facilities for the enjoyment of the properties herein mentioned, and to promote the social welfare, security, pleasure, recreation, entertainment, and common good of the Members and their respective Owners.

(E) To assess against the Members of the Corporation fees for the operation and maintenance of the Corporation in order to enable the Corporation to perform its purposes as set forth in the Declaration, these Articles of Incorporation and the Bylaws of the Corporation, and such other purposes as may be allowed by law.

(F) To borrow or raise money for any of the purposes of the Corporation 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 Corporation.

(G) To make and adopt rules concerning the use, operation, regulation and maintenance of the lands it is designated to maintain or own and to enforce such regulations, including, but not limited to, the Dunes Project, the Common Areas, the Corporation Property, the Structures located on the Common Areas, the Recreation Amenities, the exterior of the Condominiums' buildings and other structures and landscaping, and the exteriors of the Grande Preserve's buildings, parking lot, other structures and landscaping; *provided, however*, that the Corporation has no right or power to make rules and regulations concerning the interior of the Condominiums' buildings and/or use of the units therein or the interior of the Grande Preserve's buildings and other structures.

(H) Generally to take all action necessary and appropriate to the fulfillment of the foregoing purposes and powers and all powers set forth in Chapter 617 and 720, Florida Statutes (as amended from time to time).

### ARTICLE III

#### MEMBERSHIP:

(A) Every Florida not-for profit condominium association and homeowners association, which operates a condominium or homeowners association located in the Dunes Project (each a "Member Association" or "Member"), shall automatically be a "Member" of this Corporation. The Owners of those Member Associations are not members of this Corporation.

(B) Whenever a vote of the Members is required, each Member shall be entitled to the number of votes as set forth in the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

(C) The share of a Member in the funds and assets of the Corporation cannot be assigned, withdrawn or transferred in any manner except as an appurtenance to the property the Corporation operates.

### ARTICLE IV

**DIRECTORS AND OFFICERS:** The affairs of the Corporation shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws. Directors must be Owners or, if an Owner is legally married, the spouse of an Owner. A grantor of a trust or a beneficiary of a trust which owns a Unit shall be deemed eligible to serve as a Director of the Corporation, provided that said beneficiary occupies the Unit. If the Owner is a corporation or other legal entity, any officer or director of said is eligible to be serve as a Director of the Corporation. Directors may be, but do not have to be, officers or directors of their respective Member Associations. Directors shall be appointed by the Members in the manner set forth in the Bylaws. Directors may be removed, and vacancies on the Board of Directors shall be filled, in the manner provided by the Bylaws. The business of the Corporation shall be conducted by

the officers designated in the Bylaws. The officers shall be appointed by the Board of Directors, and shall serve at the pleasure of the Board. The Directors and officers of the Corporation have a fiduciary duty to the Corporation, the Members and the Owners.

#### **ARTICLE V**

**TERM:** The term of the Corporation shall be perpetual.

#### **ARTICLE VI**

**BYLAWS:** The Bylaws of the Corporation may be altered, amended, or rescinded in the manner provided therein, except as set forth in Article VII.

#### **ARTICLE VII**

##### **AMENDMENTS:**

(A) These Articles of Incorporation may be altered or amended at any regular or special meeting of the Members, provided that:

(1) written notice of the meeting is given to the Member Associations in the manner provided for in the Bylaws, and the full text of the proposed alteration or amendment shall be given to the Member Associations with the notice of such meeting; and

(2) the proposed alteration or amendment is approved by the affirmative vote of at least a majority of the voting interests held by the Member Associations at any meeting called for that purpose.

(B) No amendment of these Articles or of the Bylaws shall be effective to change the voting rights of any Member, or to change the proportion or percentage by which a Member shares the expenses of the Corporation, unless that member consents thereto.

(C) An amendment shall become effective after filing with the Secretary of State and after being recorded in the Public Records of Collier County, Florida. For recording purposes, the amendment shall be attached to a certificate executed by the officers of the Corporation with the formalities of a deed. The certificate must identify the book and page of the Public Records where the Declaration was originally recorded.

#### **ARTICLE VIII**

**REGISTERED AGENT:** The name and office address of the Registered Agent of the Corporation upon whom service of the Corporation may be effected is:

Robert A. Cooper, Esq.  
2400 First Street, Suite 300  
Fort Myers, FL 33901

## ARTICLE IX

**INDEMNIFICATION:** To the fullest extent permitted by Florida law, the Corporation shall indemnify and hold harmless every Director, officer, committee member and volunteer of the Corporation against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him/her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he/she may be a party because of his/her being or having been a Director, officer, committee member or volunteer of the Corporation. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his/her actions or omissions to act were material to the cause adjudicated and involved any of the following:

(A) Willful misconduct or a conscious disregard for the best interests of the Corporation, in a proceeding by or in the right of the Corporation to procure a judgment in its favor.

(B) Violation of criminal law, unless the person seeking indemnification had no reasonable cause to believe his/her action was unlawful or had reasonable cause to believe his/her action was lawful.

(C) A transaction from which the person seeking indemnification derived an improper personal benefit, directly or indirectly.

(D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Corporation.

In the event of a settlement, the right to indemnification is subject to the finding by at least a majority of the disinterested Directors that the settlement is in the best interest of the Corporation. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director, officer, committee member or volunteer may be entitled.

[signature page to follow]



IN WITNESS WHEREOF, the President of The Dunes of Naples Property Owners Association, Inc. has executed these Amended and Restated Articles of Incorporation effective as of the 22nd day of April, 2020.

**THE DUNES OF NAPLES PROPERTY OWNERS ASSOCIATION, INC.**

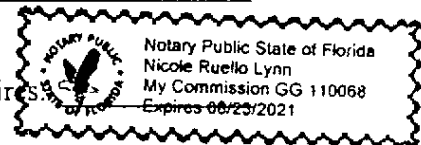
By: [Signature]  
Scott Seling, President

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 14<sup>th</sup> day of May, 2020, by Scott Seling, as President of The Dunes of Naples Property Owners Association, Inc., a Florida not-for-profit corporation, on behalf of said corporation. ☒ who is personally known to me or ☐ who produced \_\_\_\_\_ as identification.

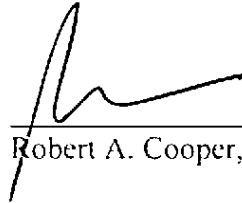
[Signature]  
Notary Public  
Nicole Lynn  
Printed Name

My Commission Expires



**ACCEPTANCE OF REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent for  
Dunes of Naples Property Owners Association, Inc.

A handwritten signature in black ink, appearing to be 'Robert A. Cooper', is written over a horizontal line.

Robert A. Cooper, Esq.