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SAMOUCÉ & GAL, P.A.

A T T O R N E Y S A T L A W

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March 20, 2017

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**RE: Amended and Restated Articles of Incorporation of
Marco Island Yacht Club, Inc.**

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Amended and Restated Articles of Incorporation of Marco Island Yacht Club, Inc. to be filed with your office. Please return a certified copy to our office at your earliest convenience. Also enclosed is a check in the amount of \$43.75 for filing fees.

Thank you for your assistance in this matter.

Sincerely,
SAMOUCÉ & GAL, P.A.



Robert Samouce
For the Firm

Enclosures

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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MARCO ISLAND YACHT CLUB, INC.**

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation of Marco Island Yacht Club, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on June 29th 2001 are hereby amended, and restated in their entirety as amended. All amendments included herein have been adopted pursuant to Chapter 617, 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 Chapter 617, Florida Statutes and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Marco Island Yacht Club, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Club," is Marco Island Yacht Club, Inc. and its mailing address is: 1400 North Collier Blvd., Marco Island, Florida 34145.

ARTICLE II

PRINCIPAL OFFICE: The principal office of the corporation shall be located at 1400 North Collier Blvd., Marco Island, Florida 34145.

ARTICLE III

PURPOSE AND POWERS: The Club 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 this Club will not permit pecuniary gain or profit nor distribution of its income to its members, officers or Directors. It is a nonprofit corporation formed for the purpose of operating a Yacht Club. The Club shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles, the Bylaws of the corporation, and other governing documents and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of the corporation, including but not limited to the power:

- (A) To fix, levy, collect and enforce payment by any lawful means all charges, assessments, dues or liens pursuant to the governing documents; 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 or the corporation;

ARTICLES OF INCORPORATION

- (B) To make, amend and enforce reasonable rules and regulations governing the use of the Club Facilities and the operation of the Club;
- (C) To sue and be sued, and to enforce the provisions of these Articles, the Bylaws and other governing documents of the Club;
- (D) To contract for the management and maintenance of the Club Property and to delegate any powers and duties of the Club in connection therewith except such as are specifically required by the Bylaws to be exercised by the Board of Directors or the membership of the Club;
- (E) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Properties;
- (F) To dedicate, sell or transfer all or any part of the Properties to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the board;
- (G) To borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (H) To maintain, repair, replace and provide insurance for the Club Properties.
- (I) To acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the corporation;
- (J) To exercise any and all powers, rights and privileges which a corporation organized under Chapter 617 of Florida Statutes may now or hereafter have or exercise; subject always to the Declaration as amended from time to time; and

All funds and the title to all property acquired by the Club shall be held for the benefit of the members in accordance with the provisions of these Articles of Incorporation, the Bylaws or other governing documents.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and Voting Rights shall be as set forth in the Bylaws of the Club.

ARTICLE V

BYLAWS: The Bylaws of the Club may be altered, amended, or rescinded in the manner provided therein.

ARTICLES OF INCORPORATION

ARTICLE VI

DIRECTORS AND OFFICERS:

- (A) The affairs of the Club shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.
- (B) Directors of the Club 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 Club 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 Club, and they shall serve at the pleasure of the Board.

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) Proposal. Amendments to these Articles shall be proposed by a majority of the Board or upon petition of one-fourth (1/4th) of the voting interests, and shall be submitted to a vote of the members not later than the next annual meeting.
- (B) Vote Required. Except as otherwise required by Florida law, these Articles of Incorporation may be amended if the proposed amendment is approved by at least a majority of the voting members at any annual or special meeting, or by a majority of the voting interests in writing without a meeting, provided that notice of any proposed amendment has been given to the members of the Club, and that the notice contains a fair statement of the proposed amendment.
- (C) Effective Date. An amendment shall become effective upon filing with the Secretary of State.

ARTICLE VIII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Club shall indemnify and hold harmless every Director and every officer of the Club against all expenses and liabilities including attorney's 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 Club. The foregoing right of indemnification shall not apply to:

- (A) Willful misconduct or a conscious disregard for the best interests of the Club, in a preceding by or in the right of the Club to procure a judgement in its favor.

ARTICLES OF INCORPORATION

- (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 Club.

In the event of a 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 Club. 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.

ARTICLES OF INCORPORATION

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CERTIFICATE

The undersigned, being the duly elected and acting President of Marco Island Yacht Club, Inc., hereby certifies that the foregoing Amended and Restated Articles of Incorporation were approved by the affirmative vote of a majority vote of the directors then in office at a meeting of the board of directors on March 14, 2017 after notice, in accordance with the requirements of the Articles of Incorporation and Section 617.1002(1)(b), Florida Statutes for their amendment, and that the votes cast by the directors was sufficient for their amendment.

Executed this 15 day of MARCH, 2017.

MARCO ISLAND YACHT CLUB, INC.

David C. Everitt

David C. Everitt, President
1400 N. Collier Blvd.
Marco Island, FL 34145

Attest:

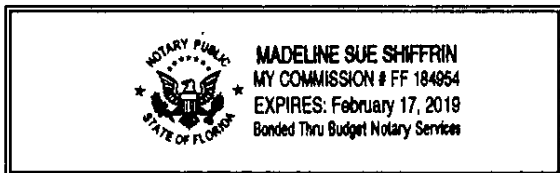
Vicki W. Bretthauer

Vicki W. Bretthauer, Secretary

(SEAL)

STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed to before me this 15th day of MARCH, 2017 by David C. Everitt, President of Marco Island Yacht Club, Inc., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce _____ as identification.

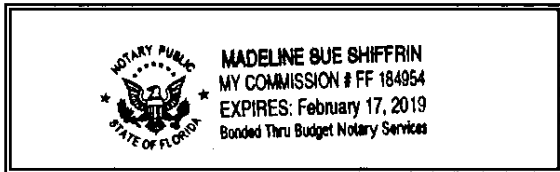


Madeline Sue Shiffirin
Signature of Notary Public

(Print, Type or Stamp Commissioned Name of Notary Public) (Affix Notarial Seal)

STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed to before me this 15th day of March, 2017 by Vicki W. Bretthauer, Secretary of Marco Island Yacht Club, Inc., a Florida corporation not for profit, on behalf of the corporation. She is personally known to me or did produce _____ as identification.



Madeline Sue Shiffirin
Signature of Notary Public

(Print, Type or Stamp Commissioned Name of Notary Public) (Affix Notarial Seal)