

Division of Corporations

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Florida Department of State
Division of Corporations
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GALLERIA
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FLORIDA**COR AMND/RESTATE/CORRECT OR O/D RESIGN
VANDERBILT GALLERIA CONDOMINIUM ASSOCIATION, INC.**

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July 13, 2011

FLORIDA DEPARTMENT OF STATE

VANDERBILT GALLERIA CONDOMINIUM ASSOCIATION, INC.
Division of Corporations
C/O COLONIAL SQUARE REALTY, INC.
P.O. BOX 10608
NAPLES, FL 34101

RE-SUBMISSION

Please give original
submission date as file date.

SUBJECT: VANDERBILT GALLERIA CONDOMINIUM ASSOCIATION, INC.
REF: N01000004605

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and reread the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

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) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

FAX Aud. #: H11000179356
Letter Number: 711A00016679

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

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FLORIDA
TALLAHASSEE, FLORIDA
SEC. OF STATE

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

VANDERBILT GALLERIA CONDOMINIUM ASSOCIATION, INC. (a Corporation Not-for-Profit)

The Articles of Incorporation of Vanderbilt Galleria Condominium Association, Inc., a Florida not-for-profit corporation, are hereby amended and restated in their entirety. These Amended and Restated Articles of Incorporation were duly adopted on June 21st, 2011, in accordance with applicable law. The Amended and Restated Articles of Incorporation of Vanderbilt Galleria Condominium Association, Inc. shall henceforth be as follows:

ARTICLE 1

Name

The name of the corporation is: VANDERBILT GALLERIA CONDOMINIUM ASSOCIATION, INC. (the "Association"). The address of the corporation's principal office is 1048 Goodlette Road, Suite 201, Naples, Florida 34102.

ARTICLE 2

Purpose

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, the Florida Condominium Act, for the operation of Vanderbilt Galleria, 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, except as limited or modified by these Articles, the Declaration, or Chapter 718, Florida Statutes, as it may hereafter be amended from time to time, including but not limited to, the following:

1. To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, the Condominium Act, these Articles, the Bylaws and any Rules and Regulations of the Association.
2. To acquire, construct, reconstruct, improve, maintain, repair, replace, operate, convey or otherwise deal with the property and improvements of every nature or kind constituting the Condominium Property.

3. To fix, establish, levy and collect assessments against members of the Association as contemplated by the Declaration to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its power and duties.
4. To operate, without pecuniary profit, for the benefit of its Members in accordance with the Declaration.
5. To pay all taxes and other assessments which are liens against the Association or Common Areas.
6. To make, amend and enforce reasonable Rules and Regulations governing the use and operation of the Common Elements and the operation of the Association.
7. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
8. To contract for the management and maintenance of Vanderbilt Galleria, a Condominium, and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by the Declaration or Chapter 718, Florida Statutes, to be exercised by the Board of Directors or the membership of the Association.
9. To purchase insurance upon the Condominium property and Association property for the protection of the Association and its members.
10. To reconstruct improvements after casualty and to make further improvements of the property.
11. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the community.
12. To enter into agreement, to acquire leaseholds, memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses and other recreational facilities. It has the aforementioned powers, whether or not the lands or facilities are contiguous to the lands of the community, if they are intended to provide enjoyment, recreation or other use or benefit to the Owners.
13. To borrow or raise money for any of the purposes of the Association, and from time to time without limitation as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any 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.

14. To acquire title to property or otherwise hold, convey, lease and mortgage Association Property for the use and benefit of its members.

15. To approve or disapprove the transfer of ownership, leasing and occupancy of units, as provided in the Declaration.

All funds and 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, these Articles of Incorporation and the Bylaws.

ARTICLE 3 Membership

The members of the Association shall consist of all record Owners of a fee simple interest in one or more Units in the Condominium, as further provided in the Bylaws. Membership shall be appurtenant to and may not be separated from ownership of a Unit which is subject to assessment by the Association, pursuant to the Declaration. Members' rights, powers, duties and privileges shall be as set forth in these Articles, the Bylaws adopted by the Association, and the Declaration.

ARTICLE 4 Term

The term of the Association shall be perpetual.

ARTICLE 5 Bylaws

The Bylaws of the Association shall be adopted by a majority vote of the directors. Thereafter, the Bylaws may be altered, amended or rescinded only in the manner provided for in the Bylaws.

ARTICLE 6 Amendments

Amendments to these Articles may be amended from time to time by resolution adopted by a majority of the Board of Directors and approved by a majority vote of all members, subject to the following restrictions:

1. Upon any amendment or amendments to these Articles being proposed by said Board

or Owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

2. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by a majority vote of the members at any annual or special meeting, or by approval in writing of a majority vote of the members without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.
3. No amendment of these Articles shall be effective which impairs or dilutes any right or title of a member vested in the member under a deed or other recorded instrument applicable to the Unit owned by such member unless made in accordance with provisions of such deed of instrument.
4. No amendment shall conflict with the Declaration.
5. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

ARTICLE 7 **Board of Directors**

The Board of Directors shall consist of at least three (3) directors. There are currently five (5) directors. The names and addresses of the current directors are:

1. William Thomas, Director
Collier Family Office, Inc.
9045 Strada Stell Court, Suite 500
Naples, Florida 34109
2. Thomas B. Garlick, Director
Garlick, Hilfiker and Swift, LP
9115 Corsea Del Fontana Way, Suite 100
Naples, Florida 34109
3. Larry McDonald, Director
M&O Realty Trust
9120 Corsea Del Fontana Way
Naples, Florida 34109
4. Lisa McNamara, Director

Holton Holdings of Naples, LLC
9140 Corsea Del Fontana Way
Naples, Florida 34109

5. Rick Swope, Director
Jermen Properties, Ltd.
8955 Fontana Del Sol Way
Naples, Florida 34109

The affairs of the Association will be administered by the Board of Directors consisting of the number of directors determined by the Bylaws. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than three (3) nor more than seven (7), and shall always be an odd number. Directors must be Members of the Association; or the Primary Occupant of a Member (in the event a Member is a trust or other legal entity).

ARTICLE 8 Officers

The Board of Directors may elect officers from among its Members. The officers of the Association shall be the President, a Secretary, a Treasurer, and such other officers and assistant officers as may be decided upon and elected by the Board of Directors. The same person may hold two (2) or more offices. The terms of each office shall be one (1) year or until their successors are elected or appointed as provided in the Bylaws. The current officers of the Association who are to serve until their successors are elected or appointed as provided in the Bylaws are as follows:

William Thomas – President
Thomas B. Garlick – Vice President
Larry McDonald – Secretary / Treasurer

ARTICLE 9 Indemnification

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

1. Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its

favor.

2. A violation of criminal law, unless the director or officer had no reasonable cause to believe their action was unlawful or had reasonable cause to believe their action was lawful.
3. A transaction from which the director or officer derived an improper personal benefit.
4. Wrongful conduct by directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interests of the 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.

ARTICLE 10 **Registered Agent and Registered Office**

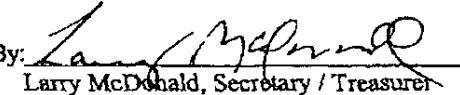
The current registered agent and registered office of the Association shall be:

Thomas B. Garlick
Garlick, Hilfiker and Swift, LP
9115 Corsea Del Fontana Way
Suite 100
Naples, Florida 34109

[SIGNATURE TO APPEAR ON THE FOLLOWING PAGE]

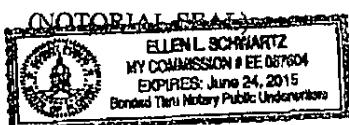
WHEREFORE, the foregoing Amended and Restated Articles of Incorporation are hereby made effective as of the date these Amended and Restated Articles of Incorporation are filed with the Florida Secretary of State.

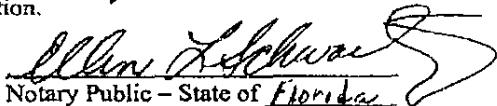
VANDERBILT GALLERIA
CONDOMINIUM ASSOCIATION, INC.,
a corporation not-for-profit

By: 
Larry McDonald, Secretary / Treasurer

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 7 day of July, 2011, by Larry McDonald, as the Secretary/Treasurer of Vanderbilt Galleria Condominium Association, Inc., a corporation not-for-profit, on behalf of the corporation. He is personally known to me or has produced _____ as identification.




Ellen L. Schwartz
Notary Public - State of Florida
Commission Expires: 6/24/15
Commission No.: EK061604