

NO1881

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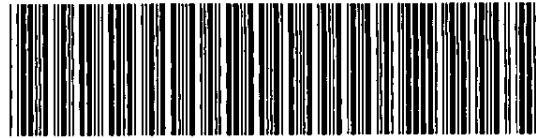
(Business Entity Name)

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*Amended & Restated  
Articles & Name Change*

11/04/09--01004--006 \*\*43.75

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

09 NOV -4 AM 11:59

RECEIVED

DEPARTMENT OF STATE  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2009 NOV -4 PM 3:16

FILED

*APR*

*11/4/09*

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Windstar Master Association, Inc.

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: SETH      11/04/09      11:00  
 Name                      Date                      Time

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2009 NOV -4 PM 3:16

Amended and Restated Articles of Amendment  
of  
The Windstar Master Association, Inc.  
(Name of corporation as currently filed with the Florida Dept. of State)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NO1881

Document number of corporation (if known)

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following Amended and Restated Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

Windstar on Naples Bay Master Association, Inc.

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

Amended and Restated Articles of Incorporation - See Attached

**The date of adoption of the amendment(s) was:** March 30, 2009.

**Effective date if applicable:**

(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

- X The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 30 day of October, 2009.

Signature Brad Merryman  
(By the chairman or vice chairman of the board, president or other officer – if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Brad Merryman  
(Typed or printed name of person signing)

President  
(Title of person signing)

**FILING FEE & CERTIFIED COPY: \$43.75**

Prepared by:  
Christópher N. Davies, Esquire  
Swalm, Bourgeau & Davies, PA  
2375 Tamiami Trail, N., Suite 308  
Naples, FL 34103

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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
WINDSTAR ON NAPLES BAY MASTER ASSOCIATION, INC.,  
FORMERLY KNOWN AS  
THE WINDSTAR MASTER ASSOCIATION, INC.**

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of WINDSTAR ON NAPLES BAY MASTER ASSOCIATION, INC., a Florida corporation not for profit, which was originally incorporated under the name of THE WINDSTAR CONDOMINIUM MASTER ASSOCIATION, INC., on March 9<sup>th</sup>, 1994, and which name was changed to THE WINDSTAR MASTER ASSOCIATION, INC., on November 10th, 1998, are hereby amended and restated in their entirety, including any amendments thereto. All amendments included herein have been adopted pursuant to Section 617.0201 (4), 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 617.0201 (4), Florida Statutes, and the omission of matters of historical interest. The capitalized terms used in these Articles shall be those established in Article I, Section 1.1 of the Declaration. The Amended and Restated Articles of Incorporation of WINDSTAR ON NAPLES BAY MASTER ASSOCIATION, INC. shall henceforth be as follows:

**ARTICLE I  
NAME AND ADDRESS**

The name of the Corporation is WINDSTAR ON NAPLES BAY MASTER ASSOCIATION, INC. (the "Master Association"), a Florida corporation not-for-profit, and its address is 1700 Windstar Boulevard, Naples, Florida 34112.

**ARTICLE II  
PURPOSE AND POWERS**

The Master Association is organized to carry out the duties and obligations and receive the benefits given the Master Association by the Master Declaration of Covenants, Conditions and Restrictions for Windstar ("Declaration") dated April 5, 1984, duly recorded in the O.R. Book 1075, at pages 736-744 inclusive, Public Records of Collier County, Florida, as said Declaration may be amended from time to time, for the use, benefit and enjoyment of the owners within the Windstar community. The Master Association shall have all of the common law and statutory powers of a corporation not-for-profit under Florida law except as expressly prohibited, limited or modified by these Articles, the Master Declaration, or Chapter 720, Florida Statutes. The Master Association 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.

**ARTICLE III  
DIRECTORS AND OFFICERS**

The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws.

A. Directors of the Association shall be elected by the Unit Owners 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.

B. The business of the Association 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 Unit Owners of the Association, and they shall serve at the pleasure of the Board.

#### ARTICLE IV 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 written petition specifying the terms of the amendment signed by at least one-fifth (1/5) of the Unit Owners.

B. Procedure. Properly proposed amendments to these Articles shall be submitted to a vote of the Unit Owners following the voting procedures for written ballots outlined in the Bylaws not later than the next Annual Meeting.

C. Vote Required. Unless otherwise required by law, adoption of amendments to these Articles shall require approval by a Majority Vote of the Unit Owners following procedures established by the Elections Committee and approved by the Board of Directors.

D. Required Notice. Written notice of any proposed amendments to the Articles, including a fair statement of the proposed amendment, must be provided to the Unit Owners at least thirty days prior to the date of the related Election Meeting.

E. Effective Date. An amendment shall become effective upon proper filing with the Secretary of State and recording in the Public Records of Collier County, Florida.

#### ARTICLE V INDEMNIFICATION

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director, officer and volunteer of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding whether civil or criminal (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director, officer or volunteer of the Association.

A. 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:

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

3. A transaction from which the person seeking indemnification derived an improper personal benefit.

4. 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 Association or a member.

B. 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 Association.

C. 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 VI EXISTENCE

The Master Association shall have perpetual existence.

#### ARTICLE VII DISSOLUTION

In the event of dissolution or final liquidation of the Master Association, the assets utilized in connection with the surface water management system and/or drainage system, both real and personal, of the Master Association shall be dedicated to an appropriate public agency or utility, with the approval of the South Florida Water Management District, to be devoted to purposes as nearly as practicable to same as those to which they were required to be devoted by the Master Association. In the event that such dedication is refused acceptance, such asset shall instead be granted, conveyed and assigned to any not-for-profit Florida corporation, association, or trust, to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Master Association. All other assets of the corporation shall be granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable as those to which they are required to be devoted by this corporation. No such disposition of assets shall be effective to divest any person of any right or title vested in such person under any recorded covenants or deeds, unless made in accordance with the provisions of such covenants or deeds.

**CERTIFICATE**


The undersigned, being the duly elected and acting President of WINDSTAR ON NAPLES BAY MASTER ASSOCIATION, INC., formerly known as THE WINDSTAR MASTER ASSOCIATION, INC., hereby certifies that the foregoing were duly proposed by the Board of Directors acting upon a majority vote at a special meeting called for that purpose. The undersigned further certifies that the foregoing were approved by the affirmative vote of not less than seventy-five percent (75%) of the voting interests present at the Annual Meeting of the Association held on the 30<sup>th</sup> day of March, 2009, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said vote is sufficient for their amendment. The foregoing both amend and restate the amended Articles of Incorporation in their entirety.

Executed this 30 day of October, 2009.

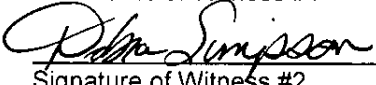
Signed in the presence of:

**WINDSTAR ON NAPLES BAY MASTER ASSOCIATION, INC. (formerly known as THE WINDSTAR MASTER ASSOCIATION, INC.)**

  
Signature of Witness #1

By:   
Brad Merryman, President

Thomas Hughes  
Print name of Witness #1

  
Signature of Witness #2

Debra Simpson  
Print name of Witness #2

STATE OF FLORIDA  
COUNTY OF COLLIER


I hereby certify that on the 30<sup>th</sup> day of October, 2009, personally appeared BRAD MERRYMAN, as President of **WINDSTAR ON NAPLES BAY MASTER ASSOCIATION, INC., formerly known as THE WINDSTAR MASTER ASSOCIATION, INC.**, a Florida corporation, who executed the foregoing certificate in the name and on behalf of said corporation. He is well known to me or did show a Florida driver's license as identification, and did not take an oath.

  
Signature of Notary Public

(SEAL)



DEBRA T. SIMPSON  
MY COMMISSION # DD 552202  
EXPIRES: May 24, 2010  
Bonded Thru Budget Notary Services

  
DEBRA T. SIMPSON  
Print name of Notary Public  
MY COMMISSION # DD 552202  
EXPIRES: May 24, 2010  
Bonded Thru Budget Notary Services