

N/D 2000004601

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 APR 24 AM 9:57

FILED

Approved &
Revised
Art. clg
D. Murphy
4/24/12

TO: Amendment Section
Division of Corporations

The enclosed *Articles of Amendment* and fee are submitted for filing.

For further information concerning this matter, please call:

Enclosed is a check for the following amount made payable to the Florida Department of State:

- ☒ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Marina At Factory Bay Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N02000004601

(Document Number of Corporation (if known))

FILED
2012 APR 24 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ The new
name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."
"Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

See Attached Amended and Restated Articles of Incorporation.

The date of each amendment(s) adoption: March 20, 2012

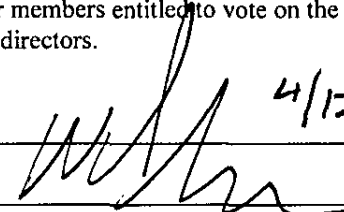
Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated

Signature

4/12/2012

(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)

Wil Moore

(Typed or printed name of person signing)

President

(Title of person signing)

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MARINA AT FACTORY BAY ASSOCIATION, INC.

In accordance with Section 617.1007, Florida Statutes, the undersigned hereby submits the following Amended and Restated Articles of Incorporation, for Marina At Factory Bay Association, Inc., a Florida corporation not-for-profit. All amendments included herein have been adopted pursuant to Section 617.1002, 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 617.1006 and the omission of matters of historical interest. As of the date of this restatement, the Class "B" Member had assigned all of its rights, title and interest to the Corporation and resigned and the Class "B" Membership has been retired pursuant to the ByLaws. The Amended and Restated Articles of Incorporation of Marina At Factory Bay Association, Inc., shall henceforth be as follows:

ARTICLE I
NAME AND OFFICE

The name of the corporation is the Marina At Factory Bay Association, Inc. (the "Association"). Its principal office shall be located at 1081 Bald Eagle Drive, Marco Island, Florida 34145, or at such other place as may be designated, from time to time by the Board of Directors.

ARTICLE II
PURPOSE

The sole purpose of the Association is to operate a private marina on lands owned by Pier 81 Marina, Inc., a Florida corporation, or under lease to Pier 81 Marina, Inc. from the State of Florida pursuant to Sovereignty Submerged Lands Lease No. 110011195 originally filed of record in Official Record Book 2992, beginning at Page 0303, of the Public Records of Collier County, Florida, and any extensions, renewals or replacements thereof. The Marina Facilities shall be operated exclusively for the pleasure, enjoyment and recreation for the Association's Members and their subtenants and guests. To carry out this purpose, the Association is empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things allowed by the laws of the State of Florida with respect to not-for profit corporations, as those laws now exist or as they may hereafter provide.

ARTICLE III
MEMBERSHIP CERTIFICATES

- (A) **Classes Authorized.** There shall be one class of Membership in the Association.
- (B) **Total Authorized.** The total number of Membership Certificates which the Association has the authority to issue is seventy-one (71). The qualifications for Membership and restrictions on transfer of Memberships shall be as provided in the ByLaws of the Association. Memberships may be transferred only after certain approvals by the Association in accordance with the procedure set for in the ByLaws.

(C) **Appurtenances to Membership.**

- (1) **Dividends.** The Association is organized and shall be operated solely for administrative and managerial purposes, and it is not intended that the Association generate any net earnings. In no event shall any part of any net earnings of the Association inure to the benefit of any Member.
- (2) **Voting.** Except as otherwise provided by law, in these Articles or the Association's ByLaws, the holders of Membership Certificates shall be entitled to one (1) vote per share on any matter to be submitted to a vote of the Members of the Association.

- (D) **Distribution upon Dissolution.** In the event of any distribution of assets upon any voluntary or involuntary liquidation, dissolution or winding up of the Association, distributions to Members, after payment of all obligations and outstanding debt of the Association, shall be pro rata, as their interest may appear.

**ARTICLE IV
REGISTERED OFFICE**

The street address of the registered office of the Association is 1081 Bald Eagle Drive, Marco Island, Florida 34145.

**ARTICLE V
BOARD OF DIRECTORS**

The qualifications and method of electing the Board of Directors shall be as provided in the ByLaws. The Association shall have five (5) Directors.

**ARTICLE VI
INDEMNIFICATION**

The Association shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by applicable law, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified. **PROVIDED HOWEVER**, there shall be no indemnification of any director, officer employee or agent who willfully or knowingly violates, or causes or permits a violation of, the terms and conditions of the Sovereignty Submerged Lands Lease, nor shall the indemnification inure to the benefit the heirs and personal representatives of such a person.

**ARTICLE VII
AMENDMENT TO ARTICLES OF INCORPORATION**

The Members may amend the Articles of Incorporation only by the vote of a majority of the Members of the Association entitled to vote.

CERTIFICATE

The undersigned, being the duly elected and acting PRESIDENT of Marina at Factory Bay Association, Inc., hereby certifies that the foregoing Amended and Restated Articles were duly proposed and approved by at least 2/3rds of the entire membership of the Board of Directors, and were approved by at least a majority of the votes of the entire membership of the Association at the annual meeting held on the 20th day of March, 2012, where a quorum was present, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and there being no Class "B" Member, said vote being sufficient for their amendment. The foregoing both amend and restate the Articles of Incorporation in their entirety.

Executed this 20 day of MARCH, 2012.

MARINA AT FACTORY BAY ASSOCIATION, INC.

BY: WILBUR MOORE

(SEAL)

STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed to before me this 20 day of MARCH, 2012, by WILBUR MOORE,
as PRESIDENT of MARINA AT FACTORY BAY ASSOCIATION,
INC., a Florida corporation not for profit, on behalf of the corporation. He/She is (choose one) ☒ is
personally known to me or ☐ has produced _____ for identification and did
not take an oath.

Glenn J. Ballenger
Notary Public

(SEAL)

Print name: GLENN J. BALLENGER

My Commission Expires: _____

