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Amended/Restated
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Marina At Factory Bay Association, Inc.

Name of Corporation

DOCUMENT NUMBER:

NO 2 D000004601

Please return all correspondence concerning this matter to the following:

Glenn J. Ballenger

Name of Contact Person

Ballenger Law Firm, P.A.

Firm/Company

826 Anchor Rode Drive

Address

Naples, Florida 34104

City/State and Zip Code

glenn@glennballenger.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Glenn Ballenger

Name of Contact Person

at (

239

Area Code & Daytime Telephone Number

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Division of Corporations
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Tallahassee, FL 32314

Street Address:

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

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. In addition, these Amended and Restated Articles of Incorporation correct a scrivener's error regarding the number of Directors as stated in the Amended and Restated Articles filed on April 24, 2012. 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.

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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 seven (7) 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 6th day of September, 2013.

MARINA AT FACTORY BAY ASSOCIATION, INC.

BY: _____

President

(SEAL)

STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed to before me this 6 day of Sept, 2013, by Douglas Berlett,
as President of MARINA AT FACTORY BAY ASSOCIATION, INC., a Florida corporation not for profit,
on behalf of the corporation. He is (choose one) (☒) is personally known to me or (☐) has produced _____
_____ for identification and did not take an oath.

Maria Luisa de Armas
Notary Public

(SEAL)

Print name: MARIA LUISA DE ARMAS

My Commission Expires: _____

