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GRANT FRIDKIN 239-514-0377

NO. 8859 P. 1

No 2000007011

Florida Department of State
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
REGATTA AT VANDERBILT BEACH DOCK ASSOCIATION,
INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$43.75

C. LEWIS
JUL 18 2013
EXAMINER

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF REGATTA AT VANDERBILT BEACH
DOCK ASSOCIATION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.02011, Florida Statutes, these Amended and Restated Articles of Incorporation are created by Regatta at Vanderbilt Beach Dock Association, Inc. for the purposes set forth below.

NO. 8859 7011

ARTICLE I

NAME AND ADDRESS: The name of the corporation, herein called the "Association," is "Regatta at Vanderbilt Beach Dock Association, Inc." The address of the Association shall be c/o Ability Management, Inc., 6736 Lone Oak Blvd., Naples, Florida 34108, or at such other place as the Board of Directors shall from time to time determine.

ARTICLE II

DEFINITIONS: The definitions set forth in the Declaration of Covenants and Restrictions for Regatta at Vanderbilt Beach Docks recorded at Official Record Book 3186, at Page 744 of the Public Records of Collier County, Florida, as amended and restated concurrently herewith, shall apply to the terms used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity for the maintenance, management and administration of the Regatta at Vanderbilt Beach Docks, located in Collier County, Florida. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director or officer. 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 including, but not limited, to the following:

(A) To make and collect assessments against Members of the Association to defray the costs, expenses and losses of the operating and maintaining the Common Facilities, and to use the proceeds of assessments in the exercise of its powers and duties.

(B) To protect, maintain, repair, replace and operate the Property.

(C) To purchase and/or pay the costs for insurance upon the Property and any Association personal property for the protection of the Association and its Members.

(D) To reconstruct improvements after casualty and to make further improvements of the Property as provided in the Declaration.

(E) To make, amend and enforce reasonable rules and regulations governing the use of the Property and the operation of the Association.

(F) To enforce the provisions of these Articles, the Bylaws and any Rules and Regulations of the Association.

(G) To contract for the management and maintenance of the Property, to delegate to management any powers and duties of the Association in connection therewith except those which are specifically required by law to be exercised by the Board of Directors or the membership of the Association.

(H) To employ any professional personnel to perform services required for proper operation of the Dock Facility.

(I) To enter into agreements, or to acquire leaseholds, memberships, and other possessory, ownership, or use interests in lands or facilities, if intended to provide a benefit to the Members.

(J) To borrow money without limit as to amount if necessary to perform its other functions hereunder.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of these Articles of Incorporation and the Bylaws.

ARTICLE IV

MEMBERSHIP:

(A) The Members of the Association shall consist of all those who hold or who have obtained a Mooring License for the exclusive use of a Boat Slip located within the Regatta at Vanderbilt Beach Docks.

(B) The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to the Member's Mooring License.

(C) The Members shall be entitled to the number of votes in Association matters as set forth in the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

(D) A Member's sale, transfer or conveyance of the Upland Property, if the Member is not the holder of a Mooring License, or a Member's sale, transfer or conveyance of the Member's Mooring License, as applicable, terminates the Member's membership in the Association, but does not release the Member of any prior obligation to the Association incurred during the time period of Association membership.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

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

ARTICLE VII

DIRECTORS AND OFFICERS:

(A) The affairs of the Association will 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 Association shall be elected or appointed 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 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 members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE VIII

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

- (1) Proposal. Amendments to these Articles may be proposed by a majority of the Board, or by written petition signed by the holders of one-fourth (1/4) of the voting interests of the Association.
- (2) Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or Members, such proposed amendment or amendments shall be submitted to a vote of the Board of Directors not later than the next Board of Directors meeting for which proper notice can be given.
- (3) Vote Required. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the Board of Directors, provided that notice of any proposed amendment has been given to the Members, and the notice contains the full text of the proposed amendment.
- (4) Effective Date. 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 IX

INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be at:

6736 Lone Oak Blvd.
Naples, Florida 34108

The initial registered agent at said address shall be:

Ability Management, Inc.

ARTICLE X

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 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 Association. 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:

(A) 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.

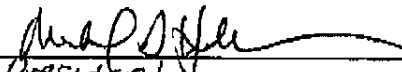
(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

(D) 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.

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 interest 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. The indemnification hereby afforded to Directors and Officers shall also extend to any other entity other than the Association found responsible or liable for the actions of such individuals in their capacity as Directors or Officers, including, but not limited, to Developer.

WHEREFORE, the President of the Association has caused these presents to be executed as of the 5th day of March, 2013.

By: 
President

JUL 18 2013 1:41PM

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ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the Regatta at Vanderbilt Beach Dock Association, Inc., at a place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

Ability Management, Inc.

By: _____



NICK LICHTER

JUL 18 2013 1:42PM

GRANT FRIDKIN 239-514-0377

NO. 8859 P. 8

PREPARED BY AND RETURN TO:
G. Helen Athan, Esq.
GRANT FRIDKIN PEARSON, P.A.
5551 Ridgewood Drive, Suite 501
Naples, Florida 34108

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF AMENDMENT

THE UNDERSIGNED, being the duly elected President of Regatta at Vanderbilt Beach Dock Association, Inc., a Florida not-for-profit corporation (the "Association"), does hereby certify that after due notice, at a special board of directors meeting held on March 5, 2013, the directors by unanimous consent approved the amendments and restatements to the Articles of Incorporation and By-Laws of Regatta at Vanderbilt Beach Dock Association, Inc.

Tracy Lewis
Witness #1

Michael J. Jeger
Witness #2

REGATTA AT VANDERBILT BEACH DOCK
ASSOCIATION, INC.,
a Florida not-for-profit corporation

By:

Scott K. Kinsinger President

STATE OF OH
COUNTY OF Franklin

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 15 day of July, 2013, by Scott Kinsinger, as President of REGATTA AT VANDERBILT BEACH DOCK ASSOCIATION, INC., a Florida corporation not for profit, on behalf of the corporation, who is personally known to me OR produced OH DL as identification.



TRACY LEWIS
Notary Public, State of Ohio
My Commission Expires
June 30, 2015

Tracy Lewis
Notary Public (Notary Seal)

Printed Name of Notary Public

My Commission Expires: