

NA3000003968

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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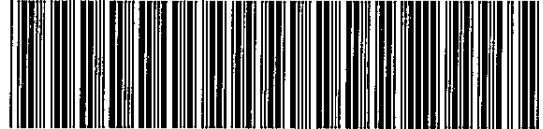
(Business Entity Name)

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05 DEC -8 PM 12:05 06 JAN 10 PM 12:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK
1/10/06

ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, Fl 32308

City/St/Zip

850-222-2785

Phone #

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1- RIVER REACH ESTATES PROPERTY OWNERS ASSOCIATION, INC.
- 2-
- 3-
- 4-

☒ Walk-in ☐ Pick-up time ASAP ☒ Certified Copy
☐ Mail-out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 8, 2005

ATTORNEYS' TITLE

TALLAHASSEE, FL

SUBJECT: RIVER REACH ESTATES PROPERTY OWNERS ASSOCIATION,
INC.

Ref. Number: N03000003968

We have received your document for RIVER REACH ESTATES PROPERTY OWNERS ASSOCIATION, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 905A00071078

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
RIVER REACH ESTATES PROPERTY OWNERS ASSOCIATION, INC.
(A Corporation Not-for-Profit)**

FILED
06 JAN 10 PM 12:51
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I.
NAME**

The name of the corporation is: **RIVER REACH ESTATES PROPERTY OWNERS ASSOCIATION, INC.**, hereinafter referred to as the "Property Owners Association." The mailing address for the corporation is 255 Barefoot Beach, #304, Bonita Springs FL 34134.

**ARTICLE II.
PURPOSES**

The purposes of the Property Owners Association are:

1. To provide for maintenance, preservation, control and operation of the Property, located in Lee County, Florida, and such other property as may be added thereto;
2. To enhance the civic, social and recreational interests of its Members; and
3. To otherwise promote the health, safety, and welfare of its Members and the Property.

**ARTICLE III.
POWERS**

1. **GENERAL POWERS.** The Property Owners Association shall have all the powers of a corporation not-for-profit which are not prohibited by law or in conflict with the provision of these Articles or the Declaration of Covenants, Conditions, Restrictions, and Easements for River Reach Estates.
2. **NECESSARY POWERS.** The Property Owners Association shall have all of the powers reasonably necessary to implement its purposes, including, but not limited to, the following:
 - A. To exercise all the powers and privileges and to perform all of the duties and obligations of the Property Owners Association as set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements for River Reach Estates (the "Declaration") recorded in the office of the Circuit Court in and for Lee County, Florida. All terms used herein which are defined in the Declaration shall have the meaning herein as therein;
 - B. To acquire, construct, reconstruct, improve, maintain, repair, replace, operate or otherwise deal with the property and improvements of every nature or kind constituting the Property Owners Association Common Areas;
 - C. To fix, establish, levy and collect Assessments against Members' property and operate, without pecuniary profit, for the benefit of its Members in accordance with the Declaration;

- D. To make, amend or rescind Bylaws for the Property Owners Association; provided that at no time shall the Bylaws conflict with these Articles or the Declaration; and
- E. To pay all taxes and other Assessments which are liens against the Property Owners Association.

**ARTICLE I.
PROHIBITION AGAINST ISSUANCE OF
STOCK AND DISTRIBUTION OF INCOME**

The Property Owners Association shall never have nor issue any shares of stock, nor shall the Property Owners Association distribute any part of its income, if any, to its Members, Directors or Officers. All monies and title to all properties acquired by the Property Owners Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of these Articles and with the Bylaws of the Property Owners Association. Nothing herein, however, shall be construed to prohibit the Property Owners Association from conferring benefits upon its Members or from making any payments or distributions to Members of monies or properties permitted by Chapter 617, Florida Statutes, or a statute of similar import. The Property Owners Association may, however, reimburse its Directors, Officers and Members for expenses authorized and approved by the Board of Directors and incurred for and on behalf of the Property Owners Association but shall not pay a salary to its Directors, Officers and Members for services rendered to the Property Owners Association.

**ARTICLE I.
MEMBERSHIP**

Every Owner shall be a Member of the Property Owners Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot which is subject to Assessment by the Property Owners Association. Members' rights, powers, duties and privileges shall be as set forth in these Articles, the By-Laws adopted by the Property Owners Association, and the Declaration.

The Property Owners Association shall have two (2) classes of membership: (a) Class "A" Members, and (b) Class "B" Members as follows:

- A. Class "A". Class "A" Members shall be all Owners of Lots other than the Declarant while the Declarant is the Class "B" Member.
- B. Class "B". The Class "B" Member shall be the Declarant. Unless the Declarant earlier terminates this membership, the Class "B" Membership shall terminate upon Turnover. For so long as Declarant owns any Lot(s), Declarant shall be a Class "A" Member following termination of its Class B Membership.

**ARTICLE II.
VOTING**

- A. Class "A" Member. Upon Turnover, Class "A" Members shall be entitled to one (1) vote for each Lot owned by the respective Class "A" Member provided, however, there shall be only one (1) vote per Lot.
- B. Class "B" Member. Until Turnover, or until the Declarant earlier terminates this Class B, the Class "B" Member shall be entitled to appoint all members of the Property Owners

Association Board of Directors, and to cast all votes of the Association. After Turnover, the Declarant shall have the right to disapprove actions of the Board for so long as the Declarant owns any Lot or any other portion of the Property.

- C. Joint Ownership, Corporations. Voting rights may be exercised by a Member or the Member's spouse, subject to the provisions of the Declaration and the By-Laws. In any situation where more than one person holds an interest in a Lot, the vote for the respective Lot shall be exercised by any such person; provided, however, the persons holding the interest in the Lot can notify the secretary of the Property Owners Association, in writing, prior to or during any meeting of the manner in which the vote for the Lot is to be exercised, and in the absence of such notice, the Lot's vote shall be suspended if more than one person seeks to exercise it. The voting rights of a Member that is a corporation, partnership or other entity shall be exercised by the individual designated from time to time by the owner in a written instrument provided to the secretary, subject to the laws of the State of Florida.

ARTICLE IV. ADDITIONS AND DELETIONS OF PROPERTIES AND MEMBERSHIP

Declarant may, so long as it owns Lots and in accordance with the Declaration, add and delete lands to the Property, and increase or decrease the number of Members.

ARTICLE V. BOARD OF DIRECTORS

The initial Board of Directors shall consist of three Directors appointed by Declarant. The names and addresses of the initial Directors are:

1. Gary Kinsella
255 Barefoot Beach, #304
Bonita Springs, Florida 34134
2. Harry Littler
255 Barefoot Beach, #304
Bonita Springs, Florida 34134
3. Susan Kinsella
255 Barefoot Beach, #304
Bonita Springs, Florida 34134

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). At the first annual meeting after the termination of Class B Membership and at each annual meeting thereafter the Members shall elect Directors for terms as set forth in the Bylaws. Except for Directors appointed by Declarant, Directors must be Members of the Property Owners Association.

ARTICLE VI. OFFICERS

The Board of Directors may elect Officers from among its Members; provided, however, prior to Turnover, Officers need not be Members. The Officers of the Property Owners Association shall be the President, Vice President, Secretary and 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 or more offices. The term of each office shall be one (1) year or until their successors are elected or appointed as provided in the Bylaws. The initial Officers of the Property Owners Association who are to serve until their successors are elected or appointed as provided in the Bylaws are as follows:

President: Gary Kinsella
Vice President: Harry Littler
Secretary/Treasurer: Susan Kinsella

ARTICLE VII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every Director and every Officer of the Property Owners Association shall be indemnified by the Property Owners Association against all expenses and liability, including attorneys' fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the Property Owners Association, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the Property Owners Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE VIII. BYLAWS

The original Bylaws of the Property Owners 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. Such alteration, amendment or rescission of the Bylaws may not be adopted and shall not become effective without the prior written consent of Declarant for as long as it is a Member.

ARTICLE IX. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

In the absence of fraud, no contract or other transaction between the Property Owners Association and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of the Property Owners Association is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership which is pecuniarily or otherwise interested therein. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Property Owners Association for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a Director, Member or Officer of such firm, association, corporation or partnership.

ARTICLE X. DISSOLUTION

The Property Owners Association may be dissolved if not less than three-fourths (3/4) of the members of the Board of Directors adopt a resolution to that effect, such resolution is approved by

Declarant for so long as it is a Member, and not less than three-fourths (3/4) of the Members of the Property Owners Association, and a decree is issued in accordance with applicable provisions of the Florida Statutes.

ARTICLE XI. DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Property Owners Association all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Real property contributed to the Property Owners Association, without the receipt of other than nominal consideration, by Declarant shall be returned in fee simple and without encumbrances to Declarant or its successor, whether or not it is a Member at the time of such dissolution, unless it refuses to accept the conveyance in whole or in part.
2. Property determined by the Board of Directors to be appropriate for dedication to an applicable governmental agency or utility shall be dedicated to such agency or utility. In the event that such dedication is refused acceptance, such property shall be granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Property Owners Association.
3. Any remaining assets shall be distributed among the Members subject to the limitations set forth below, as tenants in common, each Member's share of the assets to be determined as may be provided in the Bylaws, or in the absence of such provision, in accordance with his voting rights.
4. No disposition of the Property Owners Association property shall be effective to divest or diminish any right or title of any Member vested in him under a deed or other recorded instrument applicable to the Lot owned by such Member unless made in accordance with provisions of such deed or instrument.

ARTICLE XII. AMENDMENT

These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors or as provided in the Bylaws, subject to the following restrictions:

1. So long as Declarant is a Member, each amendment of these Articles must be first approved in writing by the Declarant. Thereafter, each such amendment must be approved by a two-thirds (2/3) vote of all Members.
2. No amendment of these Articles shall be effective which impairs or dilutes any right or title of a Member vested in him under a deed or other recorded instrument applicable to the Lot owned by such Member unless made in accordance with provisions of such deed or instrument.

ARTICLE XIII. TERMS OF EXISTENCE

The Property Owners Association shall have perpetual existence.

**ARTICLE XIV.
INCORPORATOR**

This document amends and restates the Articles of Incorporation for River Reach Property Owners Association, Inc. By execution hereof, the undersigned Declarant certifies that it owns more than two-thirds (2/3) of the Lots within River Reach Estates.

**ARTICLE XV.
REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent for this corporation shall be Salvatori & Wood, P.L., and the registered office shall be located at 4001 Tamiami Trail North, Suite 330, Naples, Florida 34103. The Board of Directors shall have the right to designate subsequent resident agents without amending these Articles.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation, this 20th day of November, 2005.



Gary Kinsella



Harry Little



Susan Kinsella

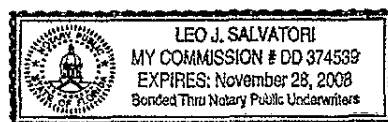
STATE OF FLORIDA
COUNTY OF Collier

BEFORE ME the undersigned authority, personally appeared GARY KINSELLA, who after first being duly sworn, deposes and says that he is the person described in and who executed the foregoing ARTICLES OF INCORPORATION and that he executed the said ARTICLES OF INCORPORATION for the uses and purposes therein mentioned and contained.



Notary Public

Typed, stamped or printed name of notary
My commission expires



STATE OF FLORIDA
COUNTY OF ~~LEE~~ Collier

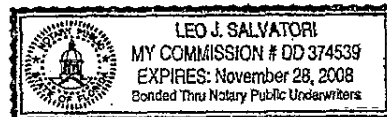
BEFORE ME the undersigned authority, personally appeared HARRY LITTLER, who after first being duly sworn, deposes and says that he is the person described in and who executed the foregoing ARTICLES OF INCORPORATION and that he executed the said ARTICLES OF INCORPORATION for the uses and purposes therein mentioned and contained.



Notary Public

Typed, stamped or printed name of notary
My commission expires

STATE OF FLORIDA
COUNTY OF LEE



BEFORE ME the undersigned authority, personally appeared SUSAN KINSELLA, who after first being duly sworn, deposes and says that she is the person described in and who executed the foregoing ARTICLES OF INCORPORATION and that she executed the said ARTICLES OF INCORPORATION for the uses and purposes therein mentioned and contained.



Notary Public

Typed, stamped or printed name of notary
My commission expires



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
JAN 10 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that **RIVER REACH PROPERTY OWNERS ASSOCIATION, INC.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at Naples, County of Lee, State of Florida, has named Salvatori & Wood, P.L., located at 4001 Tamiami Trail North, Suite 330, Naples, Florida 34103, as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-styled corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

SALVATORI & WOOD, P.L.

By: 
LEO J. SALVATORI, as Manager

CERTIFICATION

The undersigned, GARY K. KINSELLA, as President of RIVER REACH ESTATES PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, does hereby certify that the following Amended and Restated Articles of Incorporation for River Reach Estates Property Owners Association, Inc., was adopted by the Board of Directors and does not require member approval.

Dated this 4th day of January, 2006.

(Corporate Seal)

**RIVER REACH ESTATES PROPERTY
OWNERS ASSOCIATION, INC.**, a Florida
not-for-profit corporation

By:

Gary K. Kinsella, as President

STATE OF FLORIDA

COUNTY OF Lee

BEFORE ME the undersigned authority, personally appeared GARY K. KINSELLA, who after first being duly sworn, deposes and says that he is the person, described in and who executed the foregoing CERTIFICATION for the uses and purposes therein mentioned and contained.

Sandi Hubeart
Notary Public



Sandi Hubeart

Commission # DD291698

Expires February 17, 2008

Bonded Troy Pain - Insurance, Inc. 800-385-7019

Sandi Hubeart
Typed, stamped or printed name of notary
My commission expires