

Division of Corporations

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
COCONUT GROVE DOCK ASSOCIATION, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION**

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The undersigned hereby submits these Amended and Restated Articles of Incorporation of Coconut Grove Dock Association, Inc., a Florida Not For Profit Corporation for the purpose of modifying in their entirety the Articles of Incorporation of Coconut Grove Dock Association, Inc. pursuant to §617.1006 under Florida Statutes, and certifies as follows:

**ARTICLE I  
CORPORATE NAME**

The name of the corporation is COCONUT GROVE DOCK ASSOCIATION, INC., hereinafter called the "Association."

**ARTICLE II  
ADDRESS**

The mailing address of the Association shall be c/o Jack O. Hackett II, Esq., 99 Nesbit Street, Punta Gorda, Florida 33950. The principal office of the Association shall be located at the mailing address or at such other place as may be subsequently designated by the Board of Directors of the Association.

**ARTICLE III  
NOT FOR PROFIT**

The Association is a not for profit corporation under the laws of the State of Florida. The Association is not formed for pecuniary profit. No part of the income or assets of the Association is distributable to or for the benefit of its Members (defined below), directors, trustees, or officers, except to the extent permissible under law.

**ARTICLE IV  
PURPOSE AND POWERS OF THE ASSOCIATION**

The specific purposes for which the Association is formed are to provide for the management, administration, operation, improvement, maintenance, preservation, repair and architectural control of the Boat Slips, Dock, and Common Property (as defined in the Bylaws of the Association, as amended from time to time, referred to hereinafter as the "Bylaws") according to the provisions of the Bylaws and to promote the health, safety and welfare of the Members of the Association. All capitalized terms used in these Articles of Incorporation not

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otherwise specifically defined herein shall have the same meanings as are ascribed thereto in the Bylaws.

The Association shall have the following powers:

- (a) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of these Articles or the Bylaws;
- (b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Bylaws, as the same may be amended from time to time as therein provided;
- (c) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Bylaws; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of the Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association or as provided in the Bylaws;
- (d) To acquire, maintain, repair and operate the property of the Association;
- (e) To purchase insurance upon the property of the Association and insurance for the protection of the Association and its Members or as provided in the Bylaws;
- (f) To reconstruct improvements after casualty and make further improvements upon the property;
- (g) To enforce by legal means the provisions of the Articles of Incorporation and Bylaws, and the rules and regulations adopted pursuant thereto;
- (h) To employ personnel to perform the services required for proper operation of the Association;
- (i) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

#### ARTICLE V MEMBERSHIP

Section 1. Membership Generally: A Member shall be every individual, entity, or trust (any of which is referred to herein as a "Person") which holds the right to use a Boat Slip pursuant to an Assignment of Right to Use Boat Slip which is subject to assessment by the

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Association. No Person except a Member is entitled to membership in the Association. No Person may be a Member unless that Person owns a parcel of real property on Useppa Island, Florida.

**Section 2. Voting Rights:** A Member shall be entitled to one (1) vote for each Boat Slip such Member has the right to use pursuant to an Assignment of Right to Use Boat Slip. In no event shall more than one vote be cast with respect to any such Boat Slip. If a Member consists of two (2) or more individuals, or is a legal entity or trust, then such Member's vote may be exercised only by that individual authorized to vote (the "Voting Member") by a written authorization signed by all natural persons comprising the Member, in the case of a Member consisting of 2 or more natural persons; or by the chief executive officer or other authorized representative with the legal authority to bind a legal entity Member, or by all trustees of a trust Member (the "Voting Certificate"), which Voting Certificate shall be filed with the Association, and shall be effective until revoked by the filing with the Association of a replacement Voting Certificate indicating a different individual as a Voting Member. A Voting Member must be either one of the individuals comprising the Member consisting of natural persons, or one of the ultimate beneficial owners of a legal entity Member, or the spouse or other family member of an ultimate beneficial owner of a legal entity member, or a trustee or beneficiary of a trust Member.

#### ARTICLE VI BOARD OF DIRECTORS

The affairs of this Association shall be managed and governed by a Board of Directors. The method of election of Directors shall be stated in the Bylaws of the Association. In no case shall there be less than eight (8) Directors. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>Name:</u>	<u>Address:</u>
• Robert G. Sabelhaus	144 Useppa Island, Useppa Island, FL 33924
• Stephen C. Page	800 S.E. Monterey Commons Boulevard, Stuart, FL 34996
• Joyce Page	800 S.E. Monterey Commons Boulevard, Stuart, FL 34996
• John P. Gaddis	7560 Knightwing Circle, Fort Myers, FL 33912
• Timothy R. G. Sear ✓	4301 County Road 707, Cleburne, TX 76031
• Michael G. Lawler	4225 Creighton Road, Naples, FL 34103
• Michele H. Lawler ✓	4225 Creighton Road, Naples, FL 34103
• Joselito C. Salas	799 Roosevelt Road, Building 4-109, Glen Ellyn, IL 60137

#### ARTICLE VII OFFICERS

The affairs of the Association shall be administered by a President, one or more Vice Presidents, a Secretary and Treasurer and such other Officers as may be designated from time to time by the Directors. More than one office may be held by the same individual. The Officers shall be elected or designated by the Board of Directors at its first meeting following the annual

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meeting of the Members of the Association. The names and addresses of the Officers who shall serve until their successors are elected or designated by the Board of Directors are as follows:

<u>Title:</u>	<u>Name:</u>	<u>Address:</u>
President	Joselito C. Salas	799 Roosevelt Road, Bldg 4-109 Glen Ellyn, IL 60137
Vice President	Stephen C. Page	800 S.E. Monterey Commons Blvd. Stuart, FL 34996
Secretary/Treasurer	John P. Gaddis	7560 Knightwing Circle Fort Myers, FL 33912

#### ARTICLE VIII INDEMNIFICATION

Every Director and every Officer of the Association, and every Member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement of any proceeding to which he may be party or in which he may become involved by reason of his being or having been a Director or Officer of the Association, or by reason of his having served the Association at its request, whether or not he is a Director or Officer or Member serving the Association at the time such expenses or liabilities are incurred, except when the Director, Officer or Member serving the Association is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided in that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer or Member serving the Association may be entitled.

#### ARTICLE IX REGISTERED OFFICE AND REGISTERED AGENT

Jack O. Hackett II, Esquire, whose address is Parr Law Firm, 99 Nesbit Street, Punta Gorda, FL 33950, is hereby appointed the registered agent of this Association and his said address is designated as the registered office of the Association. The registered agent and registered office of the Association may be changed from time to time by the Board of Directors.

#### ARTICLE X DISSOLUTION

The Association may be dissolved pursuant to Section 617.1401, Florida Statutes, or, upon assent by Members holding not less than seventy-five percent (75%) of the total number of

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votes of all Members, pursuant to Section 617.1402, Florida Statutes. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created or shall be granted, conveyed and assigned to any not for profit corporation, association, trust or organization to be devoted to such similar purposes.

ARTICLE XI  
TERM

The term of the Association shall be perpetual.

ARTICLE XII  
AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

Section 1. Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

Section 2. Vote: A resolution for the adoption of an amendment may be proposed by either the Board of Directors or by the Members of the Association. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such resolutions must be adopted by not less than two-thirds of the votes of all of the Members of the Association.

Section 3. Limit on Amendments: No amendment shall make any changes in the qualifications for Membership, nor in the voting rights of Members, without approval in writing by all Members.

Section 4. Certification: A copy of each amendment shall be certified by the Secretary of State.

ARTICLE XIII  
INCORPORATOR

The name and address of the original incorporator of these Articles of Incorporation was as follows: Joselito C. Salas, 4 N. 625 Magnolia Lane, Wayne, IL 60184

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This Amended and Restated Articles of Incorporation was adopted by unanimous consent of the Members on Dec 22, 2014.

  
Stephen C. Page, Vice President

**ACCEPTANCE**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607, F.S.*

  
Jack O. Hackett II, Registered Agent

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