

NO40000011888

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

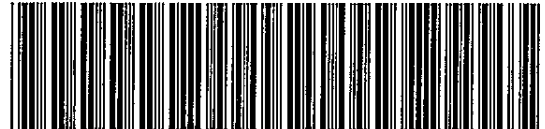
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000043890520

*Amended &
Restated
Article*

01/06/05---01032---002 **43.75

FILED
JAN -6 1112:46
TALLAHASSEE, FLORIDA

FILED
JAN 6 2005
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Vue Master Association, Inc.

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- ☒ _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ _____ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE VUÉ MASTER ASSOCIATION, INC.

FILED
05 JAN -6 PM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Board of Directors for the purpose of amending and restating the Articles of Incorporation of a not-for-profit Corporation in accordance with the laws of the State of Florida, adopts effective January 5, 2005 and hereby files these amended and restated Articles of Incorporation in the office of the Secretary of State of Florida, and certify as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is THE VUE' MASTER ASSOCIATION, INC.

The principal mailing address of the corporation is 15065 McGregor Blvd., Suite 105, Fort Myers, Florida 33908.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to establish a corporate property owner's association for a multi-use project identified as The Vué located in the City of Fort Myers, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. 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

under the laws of the State of Florida, except as limited or modified by these Articles, the Master Declaration of Covenants, Easements & Restrictions for the Vué (hereinafter the "Declaration"); and it shall have all of the powers and duties reasonably necessary to operate The Vué pursuant to the Declaration as it may hereafter be amended, 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 Association, and to use the proceeds of assessments in the exercise of its powers and duties.
- B. To maintain, repair, replace and operate the Association and Association property.
- C. To purchase insurance upon the Association property for the protection of the Association and its members.
- D. To reconstruct improvements after casualty and to make further improvements of the property.
- E. To make, amend and enforce reasonable rules and regulations governing the use of the common elements and the operation of the Association.
- F. To enforce the provisions of the Master Declaration, these Articles, and the Bylaws of the Association.
- G. To contract for the management and maintenance of the Association and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.

- H. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.
- I. To borrow money for any purpose, and to purchase units, and acquire, own, mortgage and convey real property.

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 the Declaration, these Articles of Incorporation and the Bylaws.

ARTICLE III

PROHIBITION AGAINST ISSUANCE OF STOCK AND DISTRIBUTION OF INCOME:

The Association shall never have nor issue any shares of stock, nor shall the 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 Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provision of these Articles and the By-Laws of the Association. Nothing herein, however, shall be construed to prohibit the Association from conferring benefits upon its members or from making any payments or distributions to members of monies or properties by Section 617.011, Florida statutes, or a statute of similar import. The 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 Association and may pay compensation in a reasonable amount to its directors, officers and members for actual services rendered to the Association as authorized and approved by the Board of Directors.

ARTICLE IV

MEMBERSHIP: The members of the Association shall be Throgmartin Riverfront Corporation, a Florida corporation, its successors or assigns (the "Developer"), The Vué Marina Corporation, a Florida corporation, its successors or assigns (the "Marina Developer") and each of the Condominium Associations created within The Vué (as defined in the Master Declaration). No other persons or entities shall be entitled to membership. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership right and duties shall be subject to and controlled by the Declaration, which is in the form of a covenant running with the land.

VOTING RIGHTS: The Association shall have two (2) classes of voting memberships:

1. Class A members shall be all of those Condominium Associations created within The Vué. Each Class A Member shall have one (1) vote for each condominium unit represented by such Class A Member.
2. There shall be one (1) Class B member, the Developer. The Class B member shall have one vote for each condominium subject to the Declaration, plus one (1).

The By-laws may establish procedures for voting.

The Class B membership shall cease and convert to Class A membership, based upon Developer's ownership, upon the occurrence of the first to occur of the following events:

- (a) Three months after 90 per cent of the parcels in all phases of The Vue that will ultimately be operated by the Association have been conveyed to owners other than the Developer.
- (b) Such other percentage of the parcels has been conveyed to owners, or such other event has occurred as is set forth in the Declaration or these Articles in order to comply with the requirements of any governmental chartered entity with regard to the mortgage financing of parcels.

For purposes of this Article, the term "members other than the Developer" shall not include builders, contractors, or others who purchase a parcel for the purpose of constructing improvements thereon for resale.

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 initially consisting of three (3) Directors priority transfer of Association control pursuant to Article IV. After transfer of Association control pursuant to Article

IV, the Board of Directors shall consist of seven (7) Directors. In no case shall the Board consist of less than three (3) Directors.

- B. The initial Directors of the Association shall be appointed by the Developer, and the Developer shall continue to appoint either all of the Directors or if the Association is subject to the provisions of Florida Statute 718.301, a majority of the Directors, consist with Florida Statute 718.301, until transfer of Association control to the members, other than Developer. After transfer of Association control The Vué Riverfront Condominium Association, Inc., a Florida non profit corporation, established as a corporate condominium association for the residential properties within The Vué, shall appoint four (4) Directors, the Royal Palm Sailing Center, Inc., a Florida non profit corporation or its successors in interest, as the owner of the first floor commercial condominium Unit in the four (4) story commercial building constructed within The Vué shall appoint one (1) Director, The Vué Commercial Condominium Association, Inc., a Florida non profit corporation, established as a corporate condominium association for the commercial properties located within The Vué shall appoint one (1) Director and the Vué Marina Corporation, Inc., a Florida corporation or its successors in interest in ownership of the marina docking facilities located at the Vué or, if such is created, the corporate condominium association for the marina docking properties located at the Vué, shall appoint one (1) Director.

Prior to turnover of control all Directors shall be appointed by the Developer. Each Director to be appointed by a Member shall be appointed by the Board of Directors of such Member. Except for the Directors appointed by the Developer, all Directors of the Association must be members of the Member which elected such Director.

Any vacancies in the Board of Directors shall be appointed by the Developer if the vacating Director was appointed by the Director, or be elected by the Member from which such vacating Director was elected.

At the time the members are entitled to elect at least a majority of the board of directors of the homeowners' association, the developer shall, at the developer's expense, within no more than 90 days deliver the following documents to the board:

- (a) All deeds to common property owned by the association.
- (b) The original of the association's declarations of covenants and restrictions.
- (c) A certified copy of the articles of incorporation of the association.
- (d) A copy of the bylaws.
- (e) The minute books, including all minutes.
- (f) The books and records of the association.
- (g) Policies, rules, and regulations, if any, which have been adopted.
- (h) Resignations of directors who are required to resign because the developer is required to relinquish control of the association.
- (i) The financial records of the association from the date of incorporation through the date of turnover.

- (j) All association funds and control thereof.
- (k) All tangible property of the association.
- (l) A copy of all contracts which may be in force with the association as one of the parties.
- (m) A list of the names and addresses and telephone numbers of all contractors, subcontractors, or others in the current employ of the association.
- (n) Any and all insurance policies in effect.
- (o) Any permits issued to the association by governmental entities.
- (p) Any and all warranties in effect.
- (q) A roster of current homeowners and their addresses and telephone numbers and section and lot numbers.
- (r) Employment and service contracts in effect.
- (s) All other contracts in effect to which the association is a party.

Except for Directors appointed by the Developer, all Directors must be members of the Association, or the spouse of a member.

- C. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be appointed by the Board of

Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLE VIII

INITIAL DIRECTORS: The initial Directors of the Association shall be:

Don Throgmartin
15065 McGregor Blvd.
Suite 105
Fort Myers, Florida 33908

Ronald Throgmartin
15065 McGregor Blvd.
Suite 105
Fort Myers, Florida 33908

Jon Dewitt
15065 McGregor Blvd.
Suite 105
Fort Myers, Florida 33908

ARTICLE IX

INITIAL REGISTERED AGENT: The initial registered office of the Association shall be at:

600 Fifth Avenue South
Suite 207
Naples, Florida 34102

The initial registered agent at said address shall be:

John N. Brugger, Esq.

ARTICLE X

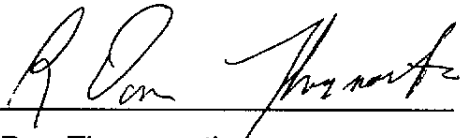
INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may 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. Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

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 interests 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.


This amended was adopted by the Board of Directors and does not require any Member approval.

WHEREFORE, the undersigned Don Throgmartin, Chairman of the Board of Directors has caused these presents to be executed this 5th of January, 2004.

By: 
Don Throgmartin
(Chairman of the Board of Directors)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for THE VUE' MASTER ASSOCIATION, INC., at the 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.




John N. Brugger

CERTIFICATE

Attached are the Amended and Restated Articles of Incorporation for The Vué Master Association, Inc., originally filed with the Florida Department of State on 12/21/2004 under Charter Number N04000011888. Matters of only historical interest have been omitted. Amendments included have been added under F.S. Chapter 617.

These Amended and Restated Articles of the Corporation were adopted and approved by the Board of Directors on January 5, 2005.

These Amended and Restated Articles of Incorporation do not require any Member approval.

By: 
Don Throgmartin
(Chairman of the Board of Directors)