

N050000011518

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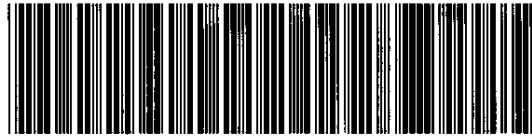
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 AUG -3 AM 10:00

Amended/Restated
cc/ccs
1a 8/5/09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Hickory Bay Boat Club Association, Inc.

DOCUMENT NUMBER: N05000011518

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Teresa Murrell

(Name of Contact Person)

Samouce, Murrell & Gal, P.A.

(Firm/ Company)

5405 Park Central Court

(Address)

Naples, Florida 34109

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Teresa Murrell

(Name of Contact Person)

at (239) 596-9522

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

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

**NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION
FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION.**

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HICKORY BAY BOAT CLUB ASSOCIATION, INC.**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 AUG -3 AM 10:00

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation of Hickory Bay Boat Club Association, Inc., a Florida corporation not for profit, which was originally incorporated under the name of Hickory Bay Boat House Land Condominium Owners' Association, Inc. on November 14, 2005 and changed its name on May 2, 2006 to Hickory Bay Boat Club Association, Inc., are hereby amended and restated in their entirety as amended. All amendments included herein have been adopted pursuant to Chapter 617, 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 Chapter 617, Florida Statutes and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Hickory Bay Boat Club Association, Inc. shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association," is Hickory Bay Boat Club Association, Inc., and its address is 4751 Bonita Beach Road, Bonita Springs, Florida 34134.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Hickory Bay Boat Club, a Commercial Condominium, located in Collier County, 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 except as limited or modified by these Articles, the Declaration of Condominium or Chapter 718 Florida Statutes, 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 disburse the proceeds of assessments in the exercise of its powers and duties.

(B) To protect, maintain, repair, replace and operate the condominium property, including the operation and maintenance of any and all storm water management facilities and areas.

(C) To purchase insurance upon the condominium property and Association property for the protection of the Association and its members.

(D) To reconstruct improvements after casualty and to make further to 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 approve or disapprove the transfer of ownership, leasing and occupancy of units and unit assignments, as provided in the Declaration of Condominium.

(G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.

(H) To contract for the management and maintenance of the condominium and the condominium property 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.

(I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.

(J) To enter into agreements, or acquire leaseholds, memberships, and other possessory or use interests in lands or facilities. It has the power whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.

(K) To borrow money for any purposes of the Association, and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, by means of a mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

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 of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

The members of the Association shall consist of all record owners of a fee simple interest in one or more units in the Condominium and all assignees of one or more unit assignments in the Condominium, as further provided in the Bylaws. After termination of the Condominium, the member shall consist of those who are members at the time of such termination. 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 his unit or unit assignment. The owners of each unit and unit assignment, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

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

ARTICLE VI

DIRECTORS AND OFFICERS:

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. Directors of the Association shall be elected by the members 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. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected 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 VII

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

(A) Proposal. Amendments to these Articles may be proposed either by a majority of the Board or by a petition of the owners of one-fourth (1/4th) of the units or unit assignments by instrument, in writing, signed by them.

(B) Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or unit owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

(C) Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by approval of a majority of the voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.

(D) 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 VIII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and 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 interest of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor.

(B) A violation of criminal law, unless the Director or Officer has 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 interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all rights to which a Director or officer may be entitled.

Articles of Amendment
to
Articles of Incorporation
of

Hickory Bay Boat Club Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N05000011518

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

*_____, Florida
(City) (Zip Code)*

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

*_____
Signature of New Registered Agent, if changing*

(Attach additional sheets, if necessary)

(attach additional sheets, if necessary). (Be specific)

attached

The date of each amendment(s) adoption: 7/24/2009

(date of adoption is required)

Effective date if applicable: 7/24/2009

(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 7/24/2009

Signature _____

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - If in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Edward Markowitz

(Typed or printed name of person signing)

Vice President

(Title of person signing)