

NO 70000000943

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Art.

Audit No. H07000063585 3

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
WESTSHORE YACHT CLUB MARINA ASSOCIATION, INC.
A Corporation Not-For-Profit**

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These Amended and Restated Articles of Incorporation of WESTSHORE YACHT CLUB MARINA ASSOCIATION, INC., a Florida not for profit corporation, dated as of March 5, 2007, are being duly executed and filed by John Luper, its president, to amend and restate the corporation's original articles of incorporation, which were filed on January 26, 2007. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

**ARTICLE I
NAME**

The name of the Corporation shall be the Westshore Yacht Club Marina Association, Inc. (the "Marina Association"). Its principal office shall be at 24301 Walden Centre Drive, Bonita Springs, Florida 34134, or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE II
DURATION**

The Marina Association will have perpetual existence.

**ARTICLE III
PURPOSE AND POWERS**

The Marina Association is a corporation not-for-profit organized under Chapter 617, Florida Statutes. The general purpose of the Marina Association is to engage in any lawful action activity for which a corporation may be organized under such laws.

The specific purpose of the Marina Association is to own and operate a private marina exclusively for the pleasure and recreation of its members, their families and their guests. The Marina Association is organized exclusively for pleasure, boating and other non-profit purposes. The Marina Association will be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, improve, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to corporations not-for-profit, as such laws may be amended from time to time.

**ARTICLE IV
PROHIBITION AGAINST DISTRIBUTION OF INCOME**

The Marina Association does not exist for pecuniary gain or profit. After the date of the transfer of the management and control of the Marina Association to the Members thereof, as designated in the Bylaws, no part of any net operating earnings will inure to the benefit of any member, director, officer, or other private individual and, as such, they will have no interest in or title to any of the property or assets of the Marina Association. Nothing herein will prohibit the Marina Association from reimbursing its

Audit No. H07000063585 3

directors and officers for all expenses reasonably incurred in performing services rendered to the Marina Association.

ARTICLE V CAPITAL STOCK

The Marina Association will have no capital stock and will be composed of Members rather than shareholders.

ARTICLE VI QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the Bylaws of the Marina Association.

ARTICLE VII VOTING RIGHTS

Members of the Marina Association will have such voting rights as are provided in the Bylaws of the Marina Association.

ARTICLE VIII LIABILITY FOR DEBTS

Neither the Members nor the officers or Directors of the Marina Association will be liable for the debts of the Marina Association.

ARTICLE IX BOARD OF DIRECTORS

The Board of Directors will consist of three (3) persons. The names and addresses of the Directors of the Marina Association are:

<u>Name</u>	<u>Address</u>
Donna Antoniadis	2020 Clubhouse Drive Sun City Center, FL 33573
Mark Fruehan	24301 Walden Center Drive Bonita Springs, FL 34134
John Luper	2020 Clubhouse Drive Sun City Center, FL 33573

The Directors will serve until the Transfer Date (as defined in the Bylaws), except as may otherwise be provided in the Bylaws of the Marina Association.

Prior to the Transfer Date, the Directors will be designated by WCI Communities, Inc., a Delaware corporation, or its successors and assigns ("WCI"), but after greater than fifty percent (50%) of the Memberships associated with the initial 149 boat slips constructed by WCI in the marina have been issued to Members, at least one of the Board members will be a Member of the Marina Association.

Audit No. H07000063585 3

On the Transfer Date, the Board members appointed by WCI will resign and be replaced by the vote of members of the Marina Association. After the Transfer Date, all Directors will be Members of the Marina Association.

The number of directors may be increased or decreased from time to time as provided in the Bylaws of the Marina Association.

ARTICLE X LIMITATION OF DIRECTOR LIABILITY

No Director of the Marina Association will be personally liable to the Marina Association or its Members for monetary damages for breach of fiduciary duty as a Director; provided, however, that this Article will not eliminate or limit the liability of a Director for: (a) any breach of the Director's duty of loyalty to the Marina Association or its Members; (b) acts or omissions which are not in good faith or which involve intentioned misconduct or a knowing violation of law; or (c) any transaction from which the Director derives an improper personal benefit.

ARTICLE XI INDEMNIFICATION

To the fullest extent authorized under Florida law, the Marina Association will indemnify and hold harmless each person who serves at any time hereafter as a member of the Board of Directors or an officer of the Marina Association from and against any and all claims and liabilities to which such person becomes subject by reason of his or her having been, or hereafter being, a Director or officer, or by reason of any action alleged to have been taken or omitted by him or her as such a Director or officer, and will reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; and if allowed by applicable statute, the Marina Association will advance to any such person funds to pay expenses for all legal and other expenses reasonably incurred by him or her in defending any such claim upon receipt of an undertaking to repay such amount unless it is determined that such person was entitled to indemnification hereunder; provided, however, that no such person will be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her gross negligence or willful misconduct or otherwise prohibited by applicable Florida law.

ARTICLE XII DISSOLUTION

In the event of dissolution or final liquidation of the Marina Association, all of the property and assets of the Marina Association, after payment of its debts, will be distributed, as permitted by Florida law or a court having jurisdiction, among the holders of the equity Memberships of the Marina Association in proportion to the value of their memberships as last established.

ARTICLE XIII AMENDMENTS

Prior to the Transfer Date referred to in the Bylaws, these Articles may be altered or amended by the Board of Directors, at any regular or special meeting of the Board of Directors.

After the Transfer Date, these Articles may be altered, amended, or repealed or new Articles may be adopted, only by: (a) a majority vote of all of the members of the Board of Directors, and (b) a majority of the votes cast by the equity Members in person or by proxy at any duly called annual or

Audit No. H07000063585 3

special meeting of the Members at which a quorum is present either in person or by proxy. The proposed amendment must be set forth in the notice of the meeting.

**ARTICLE XIV
TRANSFER OF MEMBERSHIP**

A membership may be transferred only in accordance with the express procedures set forth in the Bylaws. A Member who has been expelled from the Marina Association will surrender his or her membership certificate to the Marina Association in accordance with the procedure set forth in the Bylaws.

Prior to the Transfer Date, WCI reserves the right to license use of boat slips owned by WCI in addition to selling memberships in the Marina Association.

**ARTICLE XV
REGISTERED AGENT FOR SERVICE OF PROCESS**

The registered agent for the Marina Association and the registered office for the Marina Association are as follows:

Vivien Hastings
WCI Communities, Inc.
24301 Walden Center Drive
Bonita Springs, FL 34134

Audit No. H07000063585 3

CERTIFICATE

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Westshore Yacht Club Marina Association, Inc. do not contain an amendment that requires member approval and the Board of Directors of the Marina Association have adopted these Amended and Restated Articles of Incorporation for the Marina Association..

Dated this 5th day of MARCH, 2007.

Westshore Yacht Club Marina Association, Inc.
a Florida not for profit corporation

By: 

John Luper, President