

Florida Department of State

Division of Corporations

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H18000065520 3)))



H180000655203ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number: (850) 617-6380

From: Account Name: ROETZEL & ANDRESS
Account Number: I20000000121
Phone: (239) 649-6200
Fax Number: (239) 261-3659

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
TORTUGA MASTER ASSOCIATION, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

18 APR 26 PM 2:53

04/26/18

ATTN: REBECCA

850-245-6897

Thank You! Robin e Roetz & Andress
239-338-4254

H180000655203

Prepared by and return to:
Sean M. Ellis, Esq.
Roetzel & Andrus, L.P.A.
2320 First Street, Suite 1000
Fort Myers, FL 33901
(239) 337-3850
File Number: 134328.0001

CERTIFICATE OF AMENDMENT
TORTUGA MASTER ASSOCIATION

Amendments to the Articles of Incorporation and the Bylaws Regarding Election of Directors

THE UNDERSIGNED President & Secretary of TORTUGA MASTER ASSOCIATION, INC., a Florida not-for-profit corporation (the "Association"), certify that: (i) at the duly-noticed Annual Meeting of the Members held on the 17th day of February, 2017, the amendments to Article V of Articles of Incorporation set forth on Exhibit "A", and the Amendments to the Bylaws set forth on Exhibit "B" were approved by the required vote of the members; and (ii) at the duly-noticed Special Meeting of the Members held on the 20th day of December, 2017, the amendments to Article X of Articles of Incorporation of the Association set forth on Exhibit "A" were approved by the required vote of the members. The Articles of Incorporation and Bylaws were originally recorded as exhibits to the Declaration of Covenants, Conditions, Restrictions and Basements for Tortuga at Official Records Instrument No. 2008000293566, of the Public Records of Lee County, Florida.

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by the President and Secretary of the Association this 11th day of February, 2018.

TORTUGA MASTER ASSOCIATION,
INC., a Florida not-for-profit corporation

ATTEST

By: Vitina Patti Abrams
VITINA PATTI-ABRAMS, Secretary

By: Dan StoeHR
DAN STOEHR, President

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 11th day of February, 2018, by DAN STOEHR, as President, and VITINA PATTI-ABRAMS, as Secretary of TORTUGA MASTER ASSOCIATION, INC., the corporation described in the foregoing instrument and who ☐ is personally known to me OR who ☐ has produced a driver's license as identification and acknowledged executing the same under authority vested in him/her by said corporation and the seal affixed thereto is the seal of said corporation.



Patricia McDermott
Notary Public
Print Name: Patricia McDermott
My Commission Expires: April 20, 2018

H180000655203

H18000655203

FILED

AMENDMENTS
TO
ARTICLES OF INCORPORATION
OF
TORTUGA MASTER ASSOCIATION, INC.

18 APR 26 PM 2:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBSTANTIAL REWORDING OF ARTICLE V and ARTICLE X. FOR PRESENT TEXT
SEE EXISTING ARTICLES.

Article V of the Articles is hereby amended and restated in its entirety to read as follows:

ARTICLE V
MEMBERSHIP AND VOTING

A. Membership in the Master Association shall be established by the acquisition of ownership of fee simple title to a Home as evidenced by the recording of an instrument of conveyance in the Public Records of the County, and delivering a true copy of such instrument to the Master Association.

B. The Master Association shall have three (3) classes of voting membership:

1. "Class A Members" shall be the Owners of Condominium Units in Abaco at Tortuga, a Condominium (hereinafter referred to as "Abaco"), each of whom shall be entitled to one (1) vote for each Condominium Unit owned.

2. "Class B Members" shall be the Owners of Condominium Units in Andros at Tortuga, a Condominium (hereinafter referred to as "Andros"), each of whom shall be entitled to one (1) vote for each Condominium Unit owned.

3. "Class C Members" shall be the Owners of Lots in Villas at Tortuga (hereinafter referred to as "Villas"), each of whom shall be entitled to one (1) vote for each Lot owned.

C. The designation of different classes of membership are for purposes of establishing the number of votes applicable to certain Homes, and nothing herein shall be deemed to require voting solely by an individual class on any matter which requires the vote of Members, unless otherwise specifically set forth in the Master Documents.

D. No Member may assign, hypothecate or transfer in any manner his or her membership in the Master Association except as an appurtenance to his or her Home.

E. Any Member who conveys or loses title to a Home by sale, gift, devise, bequest, judicial decree or otherwise shall, immediately upon such conveyance or loss of title, no longer be a Member with respect to such Home and shall lose all rights and privileges of a Member resulting from ownership of such Home.

H18000655203

F. There shall only be one (1) vote for each Home. If there is more than one Member with respect to a Home as a result of the fee interest in such Home being held by more than one person, such Members collectively shall be entitled to only one (1) vote. The vote of the Owners of a Home owned by more than one natural person or by a corporation or other legal entity shall be cast by the person named in a certificate signed by all of the Owners of the Home, or, if appropriate, by properly designated officers, partners or principals of the respective legal entity ("Voting Member"), and filed with the Master Association, and such certificate shall be valid until revoked by a subsequent certificate. If such a certificate is not filed with the Master Association, the vote of such Home shall not be considered for a quorum or for any other purpose.

Notwithstanding the foregoing provisions, whenever any Home is owned by a husband and wife they may, but shall not be required to, designate a Voting Member. In the event a certificate designating a Voting Member is not filed by the husband and wife, the following provisions shall govern their right to vote:

1. When both are present at a meeting, each shall be regarded as the agent and proxy of the other for purposes of casting the vote for each Home owned by them. In the event they are unable to concur in their decision upon any topic requiring a vote, they shall lose their right to vote on that topic at that meeting, but shall count for purposes of establishing a quorum.

2. When only one (1) spouse is present at a meeting, the person present may cast the Home vote without establishing the concurrence of the other spouse, absent any prior written notice to the contrary by the other spouse. In the event of prior written notice to the contrary to the Master Association by the other spouse, the vote of said Home shall not be considered, but shall count for purposes of establishing a quorum.

3. When neither spouse is present, the person designated in a "Proxy" (as defined in the Bylaws) signed by either spouse may cast the Home vote, when voting by Proxy is allowed, absent any prior written notice to the contrary to the Master Association by the other spouse or the designation of a different Proxy by the other spouse. In the event of prior written notice to the contrary to the Master Association or the designation of a different Proxy by the other spouse, the vote of said Home shall not be considered, but shall count for purposes of establishing a quorum.

G. A quorum shall consist of persons entitled to cast at least thirty percent (30%) of the total number of votes of the Members.

Articles VI through IX of the Articles remain unchanged.

Article X of the Articles is hereby amended and restated in its entirety to read as follows:

H18000655203

ARTICLE X
BOARD OF DIRECTORS

A. The number of Directors on the Board of Directors of the Master Association shall be seven (7). Directors must be Members. There shall be only one vote for each Director.

B. Directors of the Master Association shall be elected or seated 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.

C. The resignation of a Director who has been designated by Declarant or the resignation of an officer of the Master Association who has been elected by the Declarant-appointed Board shall be deemed to remise, release, acquit, satisfy and forever discharge such officer or Director of and from any and all manner of action(s), cause(s) of action, suits, debts, dues, sums of money, accounts, reckonings, bonds, bills, specialties, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, executions, claims and demands whatsoever, in law or in equity, which the Master Association or Members had, now have or will have or which any personal representative, successor, heir or assign of the Master Association or Members hereafter can, shall or may have against said officer or Director for, upon or by reason of any matter, cause or thing whatsoever from the beginning of the world to the day of such resignation, except for such Director's or officer's willful misconduct or gross negligence.