

NO9918

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GAD *Goede, Adamczyk
& DeBoest, PLLC*
ATTORNEYS AND PROFESSIONAL COUNSEL

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A full service firm serving South Florida

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Diane M. Simons
Chené M. Thompson
S. Kyla Thomson
Christopher J. Thornton
Margot J. Wainger
Danielle M. Zemola

March 12, 2014

VIA REGULAR MAIL:

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

**Re: The Colony at Wiggins Bay Condominium Association, Inc.
Amended and Restated Articles of Incorporation**

Dear Sir or Madam:

This Firm has the pleasure of representing The Colony at Wiggins Bay Condominium Association, Inc. Enclosed for filing is the Amended and Restated Articles of Incorporation for the above-named corporation, together with Check No. 1704 to your order in the sum of \$35.00 representing the filing fee.

Please process the enclosed amendment in your usual manner, correspondence may be returned to our Firm's Naples branch to: Goede, Adamczyk & DeBoest, PLLC, 8950 Fontana Del Sol Way, Suite 100, Naples, Florida 34109. Please do not hesitate to contact me, or my Paralegal, Laura, at 239-687-3936 with any questions.

Thank you for your attention to this matter.

Sincerely,



Steven J. Adamczyk

SJA/lc
Enclosures
CC: Client

8950 Fontana Del Sol Way, Suite 100
Naples, Florida 34109
239.331.5100 Phone
239.331.5101 Fax

8200 Northwest 33rd Street, Suite 303
Miami, Florida 33122
239.331.5100 Phone
305.503.9551 Fax

2030 McGregor Boulevard
Fort Myers, Florida 33901
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David S. Schmitzer
S. Kyla Thomson
Christopher J. Thornton
Danielle M. Zemola
Megan E. Richards
Stanley A. Bunner, Jr.

April 1, 2014

VIA REGULAR MAIL:

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: The Colony at Wiggins Bay Condominium Association, Inc.
Document No. N09918
Amended and Restated Articles of Incorporation

Dear Sir or Madam:

As you may be aware, this Firm has the pleasure of representing The Colony at Wiggins Bay Condominium Association, Inc. On or about March 13, 2014, we submitted a copy of the recorded Amended and Restated Articles of Incorporation for the Colony at Wiggins Bay simultaneously with our application for Articles of Amendment to the Articles of Incorporation.

We received a letter dated March 19, 2014, a copy of which is enclosed for your reference, indicating that the Articles were improperly filed and that it is necessary for us to resubmit the same. Pursuant to a call with and an email from the Department of State we were advised to resubmit the enclosed along with Page 4 of 4 of the Amendment application.

As such, enclosed for filing is the Amended and Restated Articles of Incorporation for the above-named corporation, together with Page 4 of the application. Our original submission included Check No. 1704 to your order in the sum of \$35.00 representing the filing fee, which we have confirmed remains in the possession of the Department and can be utilized with this re-submission.

8950 Fontana Del Sol Way, Suite 100
Naples, Florida 34109
239.331.5100 Phone
239.331.5101 Fax

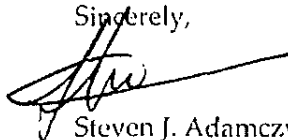
8200 Northwest 33rd Street, Suite 303
Miami, Florida 33122
239.331.5100 Phone
305.503.9551 Fax

2030 McGregor Boulevard
Fort Myers, Florida 33901
239.331.5100 Phone
239.333.2999 Fax

Please process the enclosed amendment in your usual manner, and correspondence may be returned to our Firm's Naples branch to: Goede, Adamczyk & DeBoest, PLLC, 8950 Fontana Del Sol Way, Suite 100, Naples, Florida 34109. Please do not hesitate to contact me, or my Paralegal, Laura, at 239-687-3936 with any questions.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'SJA', with a long horizontal flourish extending to the right.

Steven J. Adamczyk

SJA/lc
Enclosures
CC: Client

Laura Cari

From: Cushing, Diane <Diane.Cushing@DOS.MyFlorida.com>
Sent: Tuesday, April 01, 2014 11:21 AM
To: Laura Cari
Subject: The Colony at Wiggins Bay Condominium Association, Inc.

Ms. Cari

What you need to do is submit one or the other of the amendments you can't do both. What I would do is remove the form for the articles of amendment and just send in the Amended and Restated Articles. You will need a signature page so I would use page 4 of 4 of the amendment for that signature page because that page meets several requirements for the amendment filing. You will also need to remove any reference to Articles of Incorporation Exhibit "B" on the bottom of each page.

Diane C. Cushing
Senior Section Administrator
Amendment Section
Division of Corporations
(850) 245-6913
(850) 245-6897 (Fax)

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE COLONY AT WIGGINS BAY CONDOMINIUM ASSOCIATION, INC.

DOCUMENT NUMBER: N09918

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

Please return all correspondence concerning this matter to the following:

Stephen Sorg

(Name of Contact Person)

628 WIGGINS BAY DRIVE

(Firm/ Company)

Naples

(Address)

Florida 34110

(City/ State and Zip Code)

ssorg@comcast.net ✓

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

For further information concerning this matter, please call:

Stephen Sorg

(Name of Contact Person)

at (239) 591-8645

(Area Code & Daytime Telephone Number)

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

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 19, 2014

STEPHEN SORG
628 WIGGINS BAY DRIVE
NAPLES, FL 34110

SUBJECT: THE COLONY AT WIGGINS BAY CONDOMINIUM ASSOCIATION,
INC.
Ref. Number: N09918

We have received your document for THE COLONY AT WIGGINS BAY CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tina D Carter
Regulatory Specialist

Letter Number: 014A00005894

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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE COLONY AT WIGGINS BAY CONDOMINIUM ASSOCIATION, INC.**

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation of The Colony at Wiggins Bay Condominium Association, Inc., a Florida corporation not for profit, incorporated on June 24, 1985, are hereby amended and restated in their entirety. 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 and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation shall henceforth be as follows.

NAME: The name of the corporation, herein called the "Association", is The Colony at Wiggins Bay Condominium Association, Inc., and its address is 670 Wiggins Bay Drive, Naples, Florida 34110.

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 The Colony at Wiggins Bay, a 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 earning of the Association shall be distributed or inure to the private benefit of any member, Director or officer. 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 and of a condominium association under the Florida Condominium Act, except as expressly limited or modified by these Articles, the Declaration of Condominium, and the Bylaws; and it shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to the condominium documents as they 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 funds in the exercise of its powers and duties.

ARTICLES OF INCORPORATION

- (B) To protect, maintain, repair, replace and operate the condominium property and Association property.
- (C) To purchase insurance for the protection of the Association and its members.
- (D) To repair and reconstruct improvements after casualty, and to make further improvements of the condominium property.
- (E) To make, amend and enforce reasonable rules and regulations governing the operation of the Association and the use, maintenance, occupancy, alteration, transfer and appearance of units, common elements and limited common elements, subject to any limits set forth in the Declaration of Condominium.
- (F) To approve or disapprove the transfer, leasing and occupancy of units, 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 law or by the Declaration of Condominium 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 borrow money and encumber Association's assets and property as necessary to perform its other functions hereunder.
- (K) To grant, modify or move any easement in the manner provided in the Declaration of Condominium.

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 the Condominium, these Articles of Incorporation and the Bylaws.

ARTICLES OF INCORPORATION

ARTICLE III

MEMBERSHIP:

- (A) The members of the Association shall be the record owners of a fee simple interest in one or more units in the Condominium, as further provided in the Bylaws.
- (B) 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.
- (C) The owners of each unit, collectively, shall be entitled to one vote in Association matters. 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:

- (A) The affairs of the Association shall be administered by a Board of Directors consisting of not less than three (3) nor more than ~~(14)~~ ⁽¹³⁾, and in any event shall be an odd number. The number of Directors may be increased or decreased by resolution of the Board of Directors in its sole discretion.
- (B) 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.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

ARTICLES OF INCORPORATION

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 by a majority of the Board or by a written petition to the Board, signed by at least one-fourth (1/4th) of the voting interests of the Association.
- (B) Procedure. Upon any amendment to these Articles being proposed by said Board or unit owners, such proposed amendment shall be submitted to a vote of the owners not later than the next annual meeting for which proper notice can be given.
- (C) Vote Required. Except as otherwise provided by Florida law, a proposed amendment shall be adopted if it is approved by at least two-thirds (2/3) of the voting interests of the Association voting in person or by proxy at any annual or special meeting called for the purpose. The Board of Directors may amend these Articles to correct scrivener's errors or omissions, and amend and restate the Articles in order to consolidate into one document amendments previously adopted by the members of the Board. Amendments adopted by the Board shall occur at a duly noticed Board meeting (with adoption of the amendments set forth on the agenda).
- (D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a Certificate of Amendment in the Public Records of Collier County, Florida, with the formalities required by the Condominium Act.

ARTICLE VIII

INDEMNIFICATION.

- (A) Indemnity. The Association shall indemnify any officer, Director, or committee member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, officer, or committee member of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (ii) such court also determines specifically that indemnification

ARTICLES OF INCORPORATION

should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, Directors, and committee members as permitted by Florida law.

(B) Defense. To the extent that a Director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section (A) above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

(C) Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, officer, or committee member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by this Article VIII.

(D) Miscellaneous. The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Deed, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

(E) Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, committee member, employee, or agent of the Association, or a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

(F) Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

ARTICLES OF INCORPORATION

The date of each amendment(s) adoption: February 24, 2014, if other than the date this document was signed.

Effective date if applicable: February 24, 2014
(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 March 10, 2014

Signature Steph G. Sorg
(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)

Stephen Sorg

(Typed or printed name of person signing)

President, Board of Directors

(Title of person signing)