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FOLEY & LARDNER

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Division of Corporations

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**N11160**

Florida Department of State  
Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
YACHT HAVEN CONDOMINIUM ASSOCIATION, INC.**

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August 7, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations  
YACHT HAVEN CONDOMINIUM ASSOCIATION, INC.  
C/OJIM SAUER  
800 SEXTANT DR UNIT #1  
SANIBEL, FL 33957US

SUBJECT: YACHT HAVEN CONDOMINIUM ASSOCIATION, INC.  
REF: N11160

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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.

Teresa Brown  
Regulatory Specialist II

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RESTATED ARTICLES OF INCORPORATION  
OF  
YACHT HAVEN CONDOMINIUM ASSOCIATION, INC.

The undersigned current Unit Owners in the Association hereby amend and restate the Articles of Incorporation under the laws of the State of Florida.

ARTICLE 1

Name and Definitions

The name of the Corporation is YACHT HAVEN CONDOMINIUM ASSOCIATION, INC. For convenience the Corporation shall be referred to in this instrument as the "Association", these Restated Articles of Incorporation as "Articles", the Restated Bylaws of the Association as "Bylaws", and the Restated Declaration of Condominium as the "Declaration".

ARTICLE 2

Purpose

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718 of the Florida Statutes for the operation of YACHT HAVEN CONDOMINIUM, a Condominium located upon the following lands in Lee County, Florida (the "Condominium Property"):

As shown in Official Records Book 805 at Page 536:

A tract or parcel of land in Section 20, Township 46 South, Range 23 East, Sanibel Island, Lee County, Florida, being more particularly described as follows: Commencing at the Intersection of Periwinkle Way (S.R. 867) and Lindgren Boulevard, as per plat of Shell Harbor, Plat Book 23, Page 79, Lee County, Florida, run N13°33'53"E along the centerline of the Sanibel Causeway, 1848.10 feet; thence S76°26'07"E 338.40 feet to the P.C. of a curve to the left having for its elements a radius of 433.09 feet, a delta of 32°37'56", a tangent of 126.78 feet, and an arc of 246.66 feet, thence along the arc of said curve; 221.08 feet to the Point of Beginning; thence continue along said curve, 25.58 feet to the P.T. of said curve; thence S19°03'04"E, 61 feet, more or less, to the waters of a canal, thence easterly along said canal, 150 feet more or less, to a point on a line parallel to and 700.00 feet at right angles from the right-of-way of the Sanibel Causeway; thence N13°33'53"E parallel to said right-of-way, 335 feet more or less, to the waters of San Carlos Bay; thence Westerly along waters of San Carlos Bay, 202 feet, more or less, to a point on a line parallel to and 500.00 feet at right angles from the right-of-way of the

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Sanibel Causeway; thence S13°33'53"W, parallel with said right-of-way, 330 feet, more or less, to the Point of Beginning.

Subject to 60 foot road easement for Sextant Drive.

### ARTICLE 3

#### Powers

The powers of the Association shall include and shall be governed by the following provisions:

3.1. General. The Association shall have all of the common law and statutory powers of a Not-For-Profit Corporation and a Condominium under Chapters 617 and 718 of the laws of Florida, that are not in conflict with the terms of these Restated Articles or the Restated Bylaws, both as amended and/or restated from time to time.

3.2. Enumeration. The Association shall have all of the powers and duties set forth in the Condominium Act and all of the powers and duties reasonably necessary to operate the Condominium as set forth in the Declaration and these Restated Articles and the Restated Bylaws, and as they may be amended from time to time, said Condominium Act shall, in the event of conflict, supersede said Declaration, Articles and Bylaws:

3.2.1. To make and collect assessments against Members as Unit Owners to defray the costs, expenses and losses of the condominium.

3.2.2. To use the proceeds of assessments and charges in the exercise of its powers and duties.

3.2.3. To buy or lease both real and personal property for Condominium use, and to sell or otherwise dispose of property so acquired.

3.2.4. To maintain, repair, replace and operate the Condominium Property and property acquired or leased by the Association for use by Unit Owners.

3.2.5. To purchase insurance upon the Condominium Property and insurance for the protection of the Association and its Members as Unit Owners.

3.2.6. To reconstruct and repair improvements after casualty and to construct additional improvements for the Condominium Property.

3.2.7. To make and amend reasonable Regulations respecting the use and appearance of the property in the Condominium provided, however, that all those Regulations and their amendments shall be approved by not less than 60% of the votes of the entire Membership of the Association before they shall become effective.

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3.2.8. To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of Units as may be provided by the Restated Declaration of Condominium and the Restated Bylaws.

3.2.9. To endorse by legal means, the provisions of the Condominium Act, the Restated Declaration of Condominium, these Restated Articles, the Restated Bylaws of the Association, and the Regulations for the use of the property in the Condominium.

3.2.10. To contract for the management and maintenance of the Condominium and to authorize the management agent to assist the Association in carrying out its powers and duties by performing such functions as the collections of assessments, preparation of records, enforcement of rules, and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted them by the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association.

3.2.11. To contract for the management or operation of portions of the Common Elements susceptible to separate management or operation, and to grant leases of those portions of this purpose.

3.2.12. To employ personnel to perform the services required for proper operation of the Condominium.

3.3. Condominium Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the Members in accordance with the provisions of the Declaration of Condominium, these Restated Articles of Incorporation and the Restated Bylaws.

3.4. Distribution of Income. The Association shall make no distribution of income to its Members, Directors or Officers.

3.5. Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Restated Declaration of Condominium, as amended from time to time, and the Restated Bylaws.

#### ARTICLE 4

##### Members

4.1 Membership. The Members of the Association shall consist of all of the record owners of Units in the Condominium, and after termination of the Condominium shall consist of those who are Members at the time of the termination and their successors and assigns.

4.2 Unit Owners. The respective owner or owners of each of the five (5) Units making up the Condominium are considered as "Unit Owners". Each participant in the ownership of a Unit shall be considered a Member, but the combined voting rights of each Unit

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are limited to the twenty percent (20%) that a Unit is in the Condominium and in the Association.

4.3 Evidence. After approval of the transfer, or of the ownership, of a Unit in the manner required by the Restated Declaration of Condominium, change of Membership in the Association shall be established by (a) recording in the Public Records of Lee County, Florida, a certificate of the Association stating the approval required by the Declaration (b) recording in the Public Records of Lee County, Florida, a deed or other instrument establishing a public record of the transfer of the title substantiating the Membership, and (c) delivery to the Association of a certified copy of the recorded instruments. The Owner receiving title of the Unit by those Instruments will be a Member of the Association and the Membership of the prior Owner will be terminated.

4.4 Assignment. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

4.5 Voting. A Member or Members of the Association owning a Unit (the "Unit Owner") shall be entitled to one vote for each such Unit owned. The manner of exercising voting rights shall be determined by the Restated Bylaws of the Association.

## ARTICLE 5

### Directors

5.1 Number and Qualification. The affairs of the Association shall be managed by a Board consisting of one Director for each Unit, but not less than three (3) Directors.

5.2 Duties and Powers. All of the duties and powers of the Association existing under the Condominium Act, Restated Declaration of Condominium, these Restated Articles and Restated Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors, employees or duly elected Officers, subject only to approval by Unit Owners when that is specifically required.

5.3 Election Removal. Directors of the Association shall be elected at the Annual Meeting of the Members in the manner determined by the Restated Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Restated Bylaws.

5.4 Term of Directors. The Directors named in these Restated Articles shall serve until their successors are elected and qualified by the Members, and any vacancies in their number occurring before the time for the election of their successors by the Members shall be filled by the remaining Directors.

5.5 Directors. The names and addresses of the Members of the current Board of Directors, who shall hold office until their successors are elected and have qualified or until removed, are as follows:

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James Sauer  
8499 Landen Cove Drive  
Maineville, OH 45039

Lee Huizenga  
1298 Waukazoo Drive  
Holland, MI 49424

Ann Moran  
800 Sextant Drive, Unit # 3  
Sanibel, FL 33957

Thomas G. Ragatz  
3334 Lake Mendota Drive  
Madison, WI 53705

Sherri Martin  
16814 River Road, N  
Cordova, IL 61242

#### ARTICLE 6

##### Officers

The affairs of the Association shall be administered by the Officers designated in the Restated Bylaws.

#### ARTICLE 7

##### Indemnification

Every Director and Officer of the Association, and every Member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Association or by reason of his serving or having served the Association, at its request, whether or not he is a Director or Officer or is serving at the time the expenses or liabilities are incurred; provided that in the event of a settlement before entry or judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification shall apply only when the Board of Directors approves the settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

#### ARTICLE 8

##### Bylaws

The Restated Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors and/or Members in the manner provided by the Restated Bylaws.

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## ARTICLE 9

### Amendments

Amendments to these Restated Articles of Incorporation shall be proposed and accepted in the following manner:

9.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

9.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the Members of the Association. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the Secretary at or prior to the meeting. The approval must be either: (a) by not less than 80% of the entire Membership of the Board of Directors; or (b) by not less than 80 % of the votes of the entire Voting Membership of the Association.

9.3 Limitation. Provided, however, that no amendment shall make any changes in the qualifications for Membership nor in the voting rights or property rights of Members, nor any change in 3.3 to 3.5 of Article 3, entitled "Powers" without approval in writing by all Members and joinder of all record owners of mortgages upon Units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4 Recording. A copy of each amendment shall be accepted and certified by the Secretary of State and be recorded in Public Records of Lee County, Florida.

## ARTICLE 10

### Term

The term of the Association shall be perpetual.

## ARTICLE 11

### Registered Office

The street address of the Registered Office of this Corporation shall be 800 Sextant Drive, Unit # 5, Sanibel, Florida 33957.

## ARTICLE 12

### Subscribers

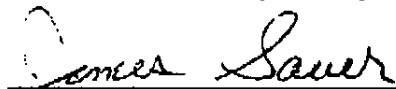
The names and address of the subscribers to these Restated Articles of Incorporation are set forth in Section 5.5 of these Restated Articles

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IN WITNESS WHEREOF the subscribers have affixed their signatures to be effective the 29<sup>th</sup> day of July, 2013.

  
James Sauer

\_\_\_\_\_  
Lee Huizenga


  
Ann Moran

\_\_\_\_\_  
Thomas G. Ragatz


  
Sherri Martin

STATE OF FLORIDA     )  
COUNTY OF LEE        )

JAMES SAUER, LEE HUIZENGA, ANN MORAN and SHERRI MARTIN, being duly sworn, acknowledged that they have executed the foregoing Restated Articles of Incorporation for the purposes expressed in the Restated Articles to be effective the 1<sup>st</sup> day of August, 2013.

  
Thomas G. Ragatz  
Notary Public  
My Commission Is Permanent

Sherri Martin, being designated as Resident Agent of the foregoing Corporation does, by this instrument, herewith accept such designation and responsibilities therein assigned.

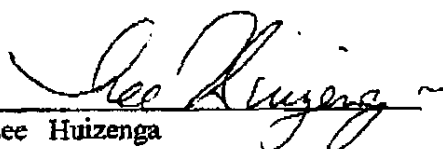
  
Sherri Martin

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IN WITNESS WHEREOF the subscribers have affixed their signatures to be effective the 29<sup>TH</sup> day of July, 2013.

\_\_\_\_\_  
James Sauer

  
\_\_\_\_\_  
Lee Huizenga

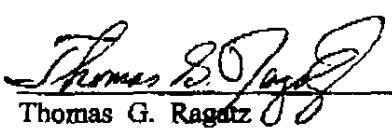
\_\_\_\_\_  
Ann Moran

\_\_\_\_\_  
Thomas G. Ragatz

\_\_\_\_\_  
Sherri Martin

STATE OF FLORIDA     )  
COUNTY OF LEE        )

JAMES SAUER, LEE HUIZENGA, ANN MORAN and SHERRI MARTIN, being duly sworn, acknowledged that they have executed the foregoing Restated Articles of Incorporation for the purposes expressed in the Restated Articles to be effective the 1<sup>st</sup> day of August, 2013.

  
\_\_\_\_\_  
Thomas G. Ragatz  
Notary Public  
My Commission Is Permanent

Sherri Martin, being designated as Resident Agent of the foregoing Corporation does, by this instrument, herewith accept such designation and responsibilities therein assigned.

\_\_\_\_\_  
Sherri Martin

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IN WITNESS WHEREOF the subscribers have affixed their signatures to be effective the 29<sup>th</sup> day of July, 2013.

\_\_\_\_\_  
James Sauer

\_\_\_\_\_  
Lee Huizenga

\_\_\_\_\_  
Ann Moran

\_\_\_\_\_  
Thomas G. Ragatz

\_\_\_\_\_  
Sherri Martin

STATE OF WISCONSIN     )  
COUNTY OF DANE         )

THOMAS G. RAGATZ appeared before me, and after being duly sworn, acknowledged that he executed the foregoing Restated Articles of Incorporation for the purposes expressed therein, effective the 1<sup>st</sup> day of August, 2013.

\_\_\_\_\_  
Susan Slocum  
Notary Public  
State of Wisconsin  
My Commission Expires: 1/29/17

Sherri Martin, being designated as Resident Agent of the foregoing Corporation does, by this instrument, herewith accept such designation and the responsibilities therein assigned.

\_\_\_\_\_  
Sherri Martin

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Thomas Ragatz

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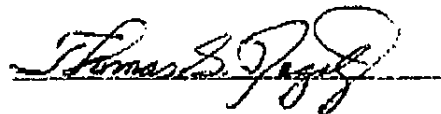
**YACHT HAVEN CONDOMINIUM ASSOCIATION, INC.**  
**CERTIFICATION OF**  
**CONSENT OF MEMBERS AND DIRECTORS**

The duly designated Voting Members of the Association, acting as both Owners and as duly elected Directors, have acknowledged their consent to the following action pursuant to the provisions of the Florida Condominium Statute, Section 718.112 and to the Florida Not-For-Profit Corporation Act, Chapter 617 of the Florida Statutes:

Agreement to the adoption of the attached Restated Articles of Incorporation, and direct that it be filed and recorded according to Florida law.

Authorization for the President/Secretary of the Association, Thomas G. Ragatz, to perform all other acts necessary to implement the foregoing, to update and restate the legal structure of the Association.

IN WITNESS WHEREOF, this Certification has been executed effective the 29th day of July, 2013.



Thomas G. Ragatz, Secretary

Yacht Haven Condominium

Association, Inc.