

N 14 0000 108 70

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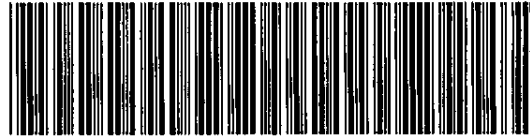
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TALLAHASSEE, FLORIDA

DEC 15 2013  
C. CARROTHERS

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: North Captiva Marina Association, Inc.

DOCUMENT NUMBER: N14000010870

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

Please return all correspondence concerning this matter to the following:

Timothy J. Bruehl, Esq.

(Name of Contact Person)

Waggoner & Bruehl, P.A.

(Firm/ Company)

5400 Pine Island Rd., Suite D

(Address)

Bokeelia, FL 33922

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Timothy J. Bruehl

(Name of Contact Person)

at ( 239 ) 283-1076

(Area Code & Daytime Telephone Number)

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

- |  |  |   |   |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

Articles of Amendment  
to  
Articles of Incorporation  
of

North Captiva Marina Association, Inc.

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

N14000010870

(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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3 ) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
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4) <input type="checkbox"/> Change	_____	_____	_____
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<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

SEE ATTACHED EXHIBIT "A"

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

Effective date if applicable: N/A  
(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 November 26, 2014

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)

Bryan T. Brillhart

(Typed or printed name of person signing)

President

(Title of person signing)

EXHIBIT "A"

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NORTH CAPTIVA MARINA ASSOCIATION, INC.,  
A FLORIDA NON-PROFIT CORPORATION

NORTH CAPTIVA MARINA ASSOCIATION, INC., A Florida Non-Profit Corporation, Document Number N14000010870, whose original Articles of Incorporation were filed on November 25, 2014, and amended and restated on November 26, 2014, a copy of which is attached, pursuant to Florida Statute, and adopted, authorized, and approved by the unanimous vote of all Stockholders and Directors of NORTH CAPTIVA MARINA ASSOCIATION, A Florida Corporation, at the Special Meeting of all Directors held on November 25, 2014, file this Amended and Restated Articles of Incorporation of the Corporation to amend and restate the Articles of Incorporation, as follows:

ARTICLE I NAME

The name of the corporation shall be North Captiva Marina Association, Inc. and the duration (term) of the corporation is perpetual.

ARTICLE II PRINCIPAL OFFICE

The principal place of business is 5576-1 Doug Taylor Circle, St. James City, Florida 33956, and mailing address of this corporation shall be 5576-1 Doug Taylor Circle, St. James City, Florida 33956.

ARTICLE III PURPOSE

The purpose for which this corporation is organized is to establish uniform standards of Membership for a private marina ("North Captiva Marina Association, Inc.") located on North Captiva Island, Lee County, Florida.

A. SPECIFIC AUTHORITY.

In the furtherance of its purposes, the corporation shall have the following rights and powers:

1. To own and maintain, repair and replace the real and/or personal property, included but not limited to, docks, easements and other common areas, landscaping and other improvements in and/or benefiting "North Captiva Marina, Inc." for which the obligation to maintain and repair has been delegated and accepted.

2. To control the specifications, architecture, design, appearance, elevation and location of landscaping around all improvements of any type, including docks, fences, or other

structures constructed, placed, or permitted to remain at "North Captiva Marina Association, Inc.", as well as the alteration, improvements, addition, and/or change thereto.

3. To provide lighting and such other services the responsibility for which has been or may be accepted by the corporation and the capital improvements and equipment related thereto, in "North Captiva Marina Association, Inc.".

4. To provide, purchase, acquire, replace, improve, maintain and/or repair such property, structures, lights, paving, if any, and equipment, related to the health, safety and social welfare of the members of the corporation as the Board of Directors in its discretion determines necessary, appropriate and/or convenient to properly and adequately operate "North Captiva Marina Association, Inc."

5. To operate without profit for the sole and exclusive benefit of its members.

6. To perform all of the functions contemplated of the corporation, and undertaken by the Board of Directors of the corporation in the Declaration of Marina Covenants and Membership Guidelines.

7. To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation.

8. To promulgate and enforce rules, regulations, covenants, and agreements to effectuate the purposes for which the corporation is organized.

9. To delegate power or powers where such is deemed to the interest of the corporation.

10. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interests in real or personal property (i.e. dock slips), except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

11. To fix assessments to be levied against the members of "North Captiva Marina Association, Inc." to defray expenses and the cost of effectuating the objects and purposes of the corporation, and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, companies and other organizations for the collection of such assessments.

12. To charge recipients for services rendered by the corporation and the user for use of corporation property when such is deemed appropriate by the Board of Directors, companies and other organizations for the collection of such assessments.

13. To pay taxes and other charges, if any, on or against property owned or accepted by the Association.



14. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person and to have all powers conferred upon a corporation by Chapter 617 of the Florida Statutes, as now existing or as hereinafter amended.

#### ARTICLE IV MEMBERSHIP

The Developer, as such, shall be a member of the corporation until the right of the Developer to elect the Board of Directors shall be lost or relinquished, as more particularly set forth in Article VII(B) of these Articles. Every person or entity who is, from time to time, an owner of a wet slip/dock in "North Captiva Marina Association, Inc." or has filed for membership and been approved for membership in "North Captiva Marina Association, Inc.", shall be a member of the corporation; provided, however, that any such person or entity who holds such interest only as a security for the performance of an obligation shall not be a member; notwithstanding anything herein bring to the contrary, all members must be an owner of real property on North Captiva, Island, Florida. Membership shall be appurtenant to and may not be separated from the ownership of said property.

#### ARTICLE V SUBSCRIBERS AND INITIAL OFFICERS AND DIRECTORS

The name and address of the initial "North Captiva Marina Association, Inc." of the corporation to serve until the first election thereof, is as follows:

Bryan T. Brilhart  
5576-1 Doug Taylor Circle  
St. James City, FL 33956

#### ARTICLE VI OFFICERS

The corporation shall have a President, Vice President and Secretary/Treasurer, and such other officers as the Board of Directors may from time to time by resolution create. Two or more offices may be held by the same person, except as may be prohibited by law. Officers shall be elected by the Directors for a term of one (1) year in accordance with the By-Laws, but may be removed with or without cause by the Directors at any time.

#### ARTICLE VII DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of three (3) members initially. The number of members constituting the Board of Directors may from time to time be increased or decreased as may be provided in the By-Laws, but shall never be less than three (3).

##### A. TERMS OF OFFICE.

Directors shall generally serve a term of one (1) year each and shall be elected at the annual meeting of the membership. However, the members of the Board of Directors shall serve until their successors are elected and qualify. In the case of a vacancy upon the Board of Directors, whether occasioned by the resignation or removal of a member or the creation of a new

directionship, the Board of Directors and the newly appointed member shall serve until the next election of Directors.

B. DEVELOPER'S RIGHT TO ELECT BOARD.

The Developer shall have the right to elect the members of the Board of Directors until the sale of the last boat or membership owned by the Developer or until such right is relinquished by the Developer.

C. ELECTION OF MEMBERS.

Following the loss or relinquishment of the initial right of the Developer to elect the Board of Directors as set forth in Section B. above, the members of the Board of Directors shall be elected by the membership. Every Director elected by the membership (but not by the Developer) must be a member of the corporation. All such elections shall be by plurality of votes, and the member of the Board of Directors receiving the largest number of votes shall be the Chairman of the Board of Directors.

D. VOTING OF MEMBERS.

Each wet slip owner and member, including the Developer, shall be entitled to one (1) vote for each wet slip or membership owned.

When one or more persons hold any undivided interest in any such wet slip or membership, all such persons shall be members and the vote for such shall be exercised as they determine among themselves, but in no event shall more than one vote. The vote for any wet slip or membership cannot be divided for any issue and must be voted as a whole. If more than one person holds such interest in any such lot, those persons present at any meeting (even though less than all of the persons holding such interest in the lot including those represented by proxy) shall be entitled to cast the vote as they among themselves determine. Except as otherwise provided in these Articles, the Declaration with respect to the marina or by the law, the affirmative vote of a majority of the lots represented at any meeting duly called and at which a quorum is present shall be binding upon the membership.

ARTICLE VIII ASSESSMENTS

The corporation will obtain funds with which to operate by the assessment of the wet slip owners and members in accordance with the Declaration of Marina Covenants and Membership Guidelines as supplemented by the provisions of these Articles and of the By-Laws of the corporation relating thereto. All assessments shall be in equal amount per member or wet slip owner.

ARTICLE IX BY-LAWS AND AMENDMENT OF ARTICLES

The By-Laws shall be adopted and may be amended by the Directors consistent with these Articles and the Declaration. These Articles may be altered, amended or repealed by resolution of the Board of Directors consistent with the Declarations and in conformity with Chapter 617 of the Florida Statutes.

#### ARTICLE X REGISTERED AGENT AND OFFICE

The initial registered office of this corporation shall be located at 5576-1 Doug Taylor Circle, St. James City, Florida 33956, and the initial registered agent at that address is Bryan T. Brilhart.

Having been named to accept service of process for the above-stated corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
BRYAN T. BRILHART

#### ARTICLE XI RIGHTS OF DEVELOPER

The rights of the Developer set forth herein including without limitation the right to make additions to "North Captiva Marina Association, Inc." and the right to elect members of the Board of Directors. No amendment may be made to these Articles which in any way limits or restricts the rights of the Developer hereunder or as set forth in the By-Laws or Declaration without the written approval of the Developer including without limitation the right to make additions to the subdivision.

#### ARTICLE XII INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The corporation hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative or investigative, other than one by or in the right of the corporation to procure a judgment in its favor brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or officer of the corporation, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the corporation against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the corporation and in criminal actions or proceedings without reasonable ground for belief and that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the corporation to procure a judgment in its favor by reason of his being or having been a Director or officer of the corporation, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he serves at the request of the corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the corporation. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses when such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interest of the corporation, and whether with respect to any criminal action or proceeding he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the corporation to indemnify under applicable law.

#### ARTICLE XIII TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the corporation and one or more of its Directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its Directors or officers are Directors or officers have a financial interest shall be invalid, void or voidable solely for this reason or solely because the Director or officer is present at or participated in the meeting of the Board of committee thereof which authorized the contract or transaction or solely because his or their votes are counted for such purpose. No Director or officer of the corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committed which authorized the contract or transaction.

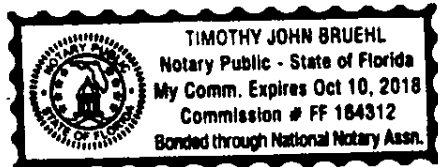
The name of the incorporator is Bryan T. Brillhart, and his address is 5576-1 Doug Taylor Circle, St. James City, Florida 33956.

  
\_\_\_\_\_  
BRYAN T. BRILHART  
Incorporator and Registered Agent

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of November, 2014, by Bryan T. Brilhart, who personally appeared before me at the time of notarization, and ( ✓ ) who is personally known to me or ( ) who has produced \_\_\_\_\_ as identification.

My commission expires:



Drafted by:  
Timothy J. Bruehl  
Waggoner & Bruehl, P.A.  
5400 Pine Island  
Suite D  
Bokeelia, FL 33922  
(941) 283-1076

  
\_\_\_\_\_  
Notary Public

Timothy J. Bruehl  
Printed Name