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SAMOUCÉ & GAL, P.A.
ATTORNEYS AT LAW

5105 PARK CENTRAL COURT
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SAMOUCE & GAL, P.A.

ATTORNEYS AT LAW

www.SandGLawFirm.com

ROBERT C. SAMOUCÉ

ALFRED E. GAL, JR.

STEPHEN E. SAMOUCÉ

RobSamouce@SandGLawFirm.com

AlfredGal@SandGLawFirm.com

StephenSamouce@SandGLawFirm.com

June 20, 2017

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**RE: Amended and Restated Articles of Incorporation of
Baker Carroll Pointe Maintenance Association, Inc.**

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Amended and Restated Articles of Incorporation of Baker Carroll Pointe Maintenance Association, Inc., to be filed with your office. Please return a certified copy to our office at your earliest convenience. Also enclosed is a check in the amount of \$43.75 for filing fees.

Thank you for your assistance in this matter.

Sincerely,
SAMOUCÉ & GAL, P.A.



Robert Samouce
For the Firm

Enclosures

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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BAKER CARROLL POINTE MAINTENANCE ASSOCIATION, INC.**

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation of Baker Carroll Pointe Maintenance Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on March 3rd, 2015 are hereby amended, and restated in their entirety as amended. 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 pursuant to Chapter 617, Florida Statutes and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Baker Carroll Pointe Maintenance Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association," is Baker Carroll Pointe Maintenance Association, Inc., and its address is c/o Vanderbilt Towers of Naples, Inc., 3 Bluebill Avenue, Naples, Florida 34108.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity for the operation of the joint shared infrastructure and facilities located upon the eight (8) Condominium Properties within the geographical area known as Baker Carroll Pointe, 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 earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association. 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, except as expressly limited or modified by these Articles and the Bylaws of the Association, as they may be amended from time to time, 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.
- (B) To protect, maintain, repair, replace and operate the joint shared infrastructure and facilities.
- (C) To purchase insurance for the protection of the Association and its members.

ARTICLES OF INCORPORATION

(D) To reconstruct improvements after casualty and to make further improvements of the joint shared infrastructure and facilities.

(E) To make, amend and enforce reasonable rules and regulations governing the use of the joint shared infrastructure and facilities and the operation of the Association.

(F) To enforce the provisions of these Articles, the Bylaws and any Rules and Regulations of the Association.

(G) To contract for the management, maintenance, repair and replacement of the joint shared infrastructure and facilities, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required to be exercised by the Board of Directors or the membership of the Association.

(H) To employ accountants, attorneys, architects, engineers and other professional personnel to perform the services required for proper operation of the joint shared infrastructure and facilities.

(I) To borrow money if necessary to perform its other functions hereunder in the event of an emergency as described in Section 14.4(I) of the Bylaws of the Association.

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 these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

(A) The members of the Association shall be the following eight (8) Condominium Associations: Vanderbilt Towers, Unit # 1 of Naples, Inc.; Vanderbilt Towers of Naples, Inc., Vanderbilt Towers, Unit #3 of Naples, Inc., Baypoint Condominium Association, Inc., Gulf Breeze at Vanderbilt Condominium Association, Inc., Vanderbilt Surf Colony Condominium, Phase I, Association, Inc., Vanderbilt Surf Colony, a Condominium, Section II, Association, Inc., and Vanderbilt Surf Colony, a Condominium, Section III, Association, Inc.

(B) The voting share of each member Association and 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

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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 the number of Directors determined by the Bylaws, but not less than nine (9) Directors, and in the absence of such determination shall consist of nine (9) Directors.

(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.

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 written petition, signed by at least one-third (1/3rd) of the voting interests.

(B) Procedure. Upon any amendment to these Articles being proposed by said Board or members, 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 required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by at least two-thirds (2/3rds) of the voting interests.

(D) Effective Date. An amendment shall become effective upon the date the two-thirds (2/3rds) vote is obtained.

ARTICLE VIII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director, officer and volunteer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director, officer or volunteer of the Association. The foregoing right of indemnification shall

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not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor.

(B) Violation of criminal law, unless the person seeking indemnification had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the person seeking indemnification derived an improper personal benefit.

(D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and wilful disregard for human rights, safety or property, in an action by or in the right of someone other than the association or a member.

In the event of a settlement, the right to indemnification is subject to the finding by at least a majority of the disinterested Directors that the settlement is in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled including rights under an Association Directors' and Officers' liability insurance policy, if any.

ARTICLES OF INCORPORATION

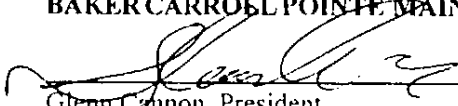
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CERTIFICATE

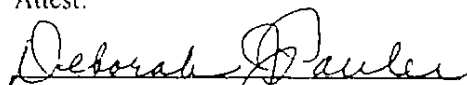
The undersigned, being the duly elected and acting President of Baker Carroll Pointe Maintenance Association, Inc., hereby certifies that foregoing Amended and Restated Articles of Incorporation were approved by the affirmative vote of a majority of the members of the Association at a meeting of the members on APRIL 17, 2017 after notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that the number of votes casts was sufficient for their amendment.

Executed this 2nd day of June, 2017.

BAKER CARROLL POINTE MAINTENANCE ASSOCIATION, INC.


Glenn Cannon, President
15 Bluebell Avenue
Naples, FL 34108

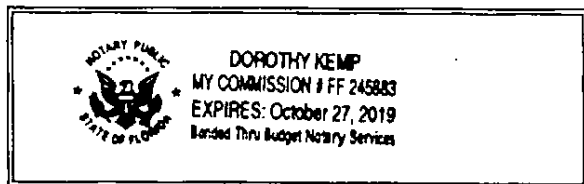
Attest:


Deborah Pahler, Secretary

(SEAL)

STATE OF Florida
COUNTY OF COLLIER

Subscribed to before me this 2nd day of JUNE, 2017 by Glenn Cannon, President of Baker Carroll Pointe Maintenance Association, Inc., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce _____ as identification.

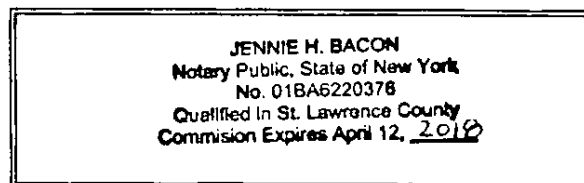


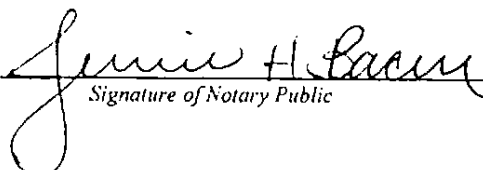

Signature of Notary Public

(Print, Type or Stamp Commissioned Name of
Notary Public) (Affix Notarial Seal)

STATE OF New York
COUNTY OF St Lawrence

Subscribed to before me this 12th day of June, 2017 by Deborah Pahler, Secretary of Baker Carroll Pointe Maintenance Association, Inc., a Florida corporation not for profit, on behalf of the corporation. She is personally known to me or did produce _____ as identification.




Signature of Notary Public

(Print, Type or Stamp Commissioned Name of
Notary Public) (Affix Notarial Seal)