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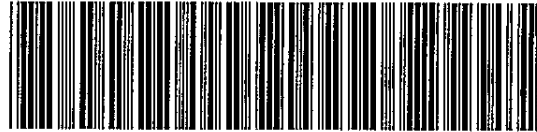
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04/09/04--01045--022 **43.75

FILED
04 APR -9 PM 1:10
TALLAHASSEE, FLORIDA

PAVESE, HAVERFIELD, DALTON, HARRISON & JENSEN, L.L.P.

A FLORIDA LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AND COUNSELORS AT LAW

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BOARD CERTIFIED REAL ESTATE LAWYER
(941) 336-6245

PLEASE REPLY TO
FORT MYERS OFFICE

April 7, 2004

Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: *Golfview Golf & Racquet Club Community Association, Inc.*
File No. 63193.001

FILED
04 APR -9 PM 1:10
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Amended and Restated Articles of Incorporation of the above referenced corporation, together with a check in the amount of \$43.75, said check allocated as follows:

\$35.00 - filing fee
\$ 8.75 - certified copy

Please certify and return one copy of the Articles of Incorporation. Thank you for your cooperation in this matter.

Very truly yours,



Christopher J. Shields

CJS/rl

Enclosures

cc: Tom Duffey

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AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
GOLFVIEW GOLF & RACQUET CLUB
COMMUNITY ASSOCIATION, INC.

FILED
04 APR -9 PM 1:10
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Amended & Restated Articles of Incorporation, natural persons competent to contract, hereby form a corporation not for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation is GOLFVIEW GOLF & RACQUET CLUB COMMUNITY ASSOCIATION, INC., a not for profit corporation (the "Corporation").

ARTICLE II

The nature of the business to be transacted shall be to engage in any activity or business permitted under the laws of the United States and of this State, pursuant to Chapter 617 of the Florida Statutes. The Corporation is organized for the purpose of providing an entity for the operation of a residential planned development, located in Lee County, Florida.

The Corporation is organized and shall exist upon a non-stock basis as a non-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Corporation shall be distributed or inure to the private benefit of any member, Director or officer of the Corporation. For the accomplishment of its purposes, the Corporation shall have all of the common law and statutory powers and duties of a corporation not for profit under Florida law, except as limited or modified by these Articles, the Declaration of Protective Covenants, Conditions and Restrictions for Golfview Golf & Racquet Club (the "Declaration"), or the By-Laws of this Corporation, and it shall have all of the powers and duties reasonably necessary to operate Golfview Golf & Racquet Club Community Association, Inc. (the "Club") pursuant to the Declaration as it may hereafter be amended including, but not limited to, the following:

- (A) To levy and collect assessments against all Members of the Corporation to defray the costs, expenses and losses of the Corporation, and to use the proceeds of assessments in the exercise of its power and duties.
- (B) To own, lease, maintain, repair, replace or operate the Common Areas, including without limitation, the roads, driveways and parking areas, entrances and perimeter walls, golf course and other recreational facilities, street lighting and surface water management systems as permitted by the South Florida Water Management District or Lee County.
- (C) To purchase insurance upon the Common Areas for the protection of the Corporation and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the Common Areas.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Corporation.
- (F) To sue and be sued, and to enforce the provisions of the Declaration, these Articles and the By-Laws of the Corporation.
- (G) To contract for the management and maintenance of the Common Areas and to delegate any powers and duties of the Corporation in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Corporation.

- (H) To employ accountants, attorneys, architects or other professional personnel to perform the services required for proper operation of the Properties.
- (I) To acquire, own, and convey real property and to enter into agreements or acquire leaseholds, easements, memberships and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas and other recreational facilities. It has this power whether or not the lands or facilities are contiguous to the lands of Golfview Golf & Racquet Club, if they are intended to provide enjoyment, recreation or other use or benefit to the members.
- (J) To borrow or raise money for any purposes of the Corporation; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment of any thereof, and of the interest therein, by mortgage pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Corporation.

Except as provided herein and in the Master Declaration, all funds and title to all property acquired by the Corporation shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the By-Laws.

ARTICLE III

The corporation shall have perpetual existence.

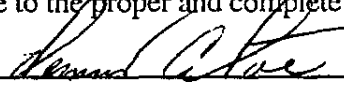
ARTICLE IV

The qualifications required for membership, and the manner in which members shall be admitted to membership, shall be as stated in the By-Laws of the Corporation. Each and every owner of a unit in this community shall be a member of this Association.

ARTICLE V

The street address of the current principal office of this corporation is 14849 Hole-In-One Circle, Fort Myers, Florida 33919-7147. The name of the initial registered agent of this corporation is Dennis Catoe, and the address of the current registered agent is 509 Edison Ave., Lehigh Acres, Florida 33936.

Having been named to accept service of process for Golfview Golf & Racquet Club Community Association Inc., 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.

ACCEPTED By: 
Dennis Catoe

ARTICLE VI

The number of Directors shall consist of ten (10). The ten (10) Directors shall consist of the Presidents of each Neighborhood Association. Directors shall be elected, or appointed to fill a vacancy, in accordance with the By-Laws of the Corporation.

ARTICLE VII

The name and mailing address of the Directors, President, Vice President and Secretary/Treasurer, who, subject to the By-Laws of the corporation shall hold office for the first year of existence of this corporation or until his or her successor is elected and has qualified, are:

Thomas Duffey, President/Director 14831 Hole-In-One Circle, #205
Fort Myers, Florida 33919
Jerry Ankers Vice President/Director 14961 Hole-In-One Circle, #208
Fort Myers, Florida 33919
Vince O'Connor, Secretary/Director 14771 Hole-in-One Circle, #101
Fort Myers, Florida 33919
John Gross, Treasurer/Director 14891 Hole-In-One Circle, #106
Fort Myers, Florida 33919
Ray Schwartz, Director 14751 Hole-In-One Circle, #PH9
Fort Myers, Florida 33919
Bob Margolin, Director 14791 Hole-In-One Circle, #301
Fort Myers, Florida 33919
Leo Prosperi, Director 14911 Hole-In-One Circle
Fort Myers, Florida 33919
Tony Rizzo, Director 14871 Hole-In-One Circle, PH2
Fort Myers, Florida 33919
Gerald Ross, Director 14811 Hole-In-One Circle, #107
Fort Myers, Florida 33919
Margaret Stokes, Director 14941 Hole-In-One Circle, #103
Fort Myers, Florida 33919

ARTICLE VIII

The Corporation is empowered to do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, which acts are not inconsistent with the powers provided for in Chapter 617, Florida Statutes.

ARTICLE IX

The names and addresses of the original incorporator of these Articles of Incorporation was:

NAME/ADDRESS

Richard D. DeBoest 2118 First Street
Fort Myers, Florida 33901

ARTICLE X

By-Laws of the Corporation may be adopted, made, altered or rescinded by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provision of these Articles.

ARTICLE XI

Amendment to the Articles of Incorporation may be proposed by any Director at any regular or special business meeting of the Board of Directors at which a majority is present and, if obtaining a two-thirds (2/3) vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws, shall be submitted to a vote of the membership. If approved by a two-thirds (2/3) affirmative vote of the membership at a meeting of the members properly called and noticed as provided in the By-Laws, such Amendment shall be forwarded to the Secretary of State of the State of Florida and filed and shall become effective upon issuance, by said officer, of a certificate reflecting same.

ARTICLE XII

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XIII

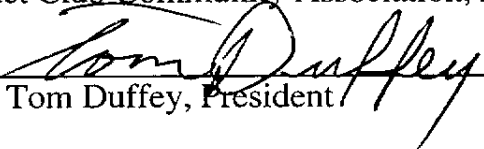
To the fullest extent permitted by Florida law, the Corporation shall indemnify and hold harmless every Director and every officer of the Corporation against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Corporation. The foregoing right of indemnification shall not be available if a judgment or other final adjudication established 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 interest of the Corporation, in a proceeding by or in the right of the Corporation to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or officer 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 Director or officer derived an improper personal benefit.
- (D) Wrongful conduct by Directors or officers in a proceeding brought by or on behalf of the Corporation.

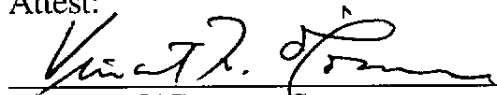
In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approved such settlement as being in the best interest of the Corporation. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been adopted this 24th day of March, 2004, by vote of the owners of Golfview Golf & Racquet Club Community Association, Inc.

By:


Tom Duffey, President

Attest:


Vincent O'Connor, Secretary

Golfview Golf and Racquet Club

Articles of Incorporation

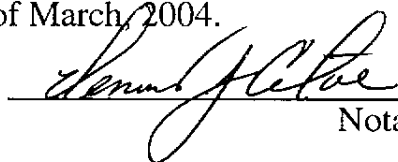
2004

State of Florida)

County of Lee)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared TOM DUFFEY and VINCENT O'CONNOR as President and Secretary, respectively, of GOLFVIEW GOLF & RACQUET CLUB COMMUNITY ASSOCIATION, INC., executed the foregoing Amended and Restated Articles of Incorporation and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 24th day of March, 2004.


Notary Public

My Commission Expires on:

12-22-2004



Dennis J. Catoe
Commission # CC 979233
Expires Dec. 22, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

Golfview Golf & Racquet Club Community Association, Inc,

(present name)

N16772

(Document Number of Corporation (If known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

See Amended and Restated Articles of Incorporation attached hereto.

SECOND: The date of adoption of the amendment(s) was: March 24, 2004

THIRD: Adoption of Amendment (CHECK ONE)

- ☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

X Tom Duffey Pres.
Signature of Chairman, Vice Chairman, President or other officer

Tom Duffey

Typed or printed name

President

Title

4-1-04

Date