

N17000007956

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

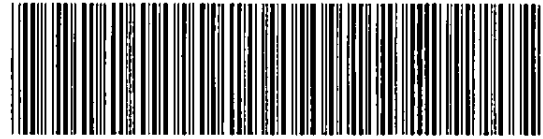
Certificates of Status _____

Special Instructions to Filing Officer:

J DE VITO

APR 19 2024

Office Use Only



700424012277

03/19/24--01013--002 **43.75

Ret. 03/14/24

FILED
2024 MAR 14 PM 4:03
SECRETARY OF STATE
TREASURY



February 21, 2023

Florida Department of State
Amendment Section
Attn: Jalesa Dennis
P.O. Box 6327
Tallahassee, FL 32314

**Re: Amended and Restated Articles of Incorporation
Marquesa Isles of Naples, Inc. f/k/a Marquesa Isles Neighborhood Association, Inc.
Document No. N17000007956**

Dear Ms. Dennis:

Thank you for speaking with me today regarding filing the Amended and Restated Articles of Incorporation and the proper procedure for changing the legal name of the above-referenced entity. Per your direction, I have enclosed the following:

- (i) First page of the Articles of Amendment application with completed Section A;
- (ii) Completed last page of the Articles of Amendment application;
- (iii) Copy of the Amended and Restated Articles of Incorporation; and
- (iv) Check #5644 in the amount of \$43.75 for the filing fee and certified copy fee.

Also enclosed is a stamped, self-addressed envelope for return of the filed and certified documents. Please do not hesitate to contact me at (239) 631-6199 or btollett@adamczykfirm.com with any questions or concerns you may have.

Thank you for your assistance in this matter.

Sincerely,


Brittany J. Tollett
Paralegal

Articles of Amendment
to
Articles of Incorporation
of

Marquesa Isles Neighborhood Association, Inc.

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

N17000007956

(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:

Marquesa Isles of Naples, Inc.

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:

(Florida street address)

New Registered Office Address:

(City)

Florida

(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

FILED
2025 MAR 14 PM 4:03
SECRETARY OF STATE
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 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 <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <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

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

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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.

The date of each amendment(s) adoption: February 2, 2024, if other than the date this document was signed.

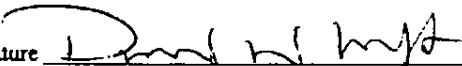
Effective date if applicable: February 2, 2024
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 2/21/2024

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)

David Cluff
(Typed or printed name of person signing)

President
(Title of person signing)

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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MARQUESA ISLES OF NAPLES, INC.
(a Florida corporation not for profit)**

Pursuant to Section 617.1007, *Florida Statutes*, these Articles of Incorporation of Marquesa Isles of Naples, Inc., a Florida corporation not for profit, which was originally incorporated under the name Marquesa Isles Neighborhood Association, Inc. on August 2, 2017, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1002, *Florida Statutes*, and there is no discrepancy between the corporation's Articles of Incorporation and the provisions of these Amended and Restated Articles other than the inclusion of amendments, adopted pursuant to Section 617.1002, *Florida Statutes*, and the omission of matters of historical interest.

WHEREAS, the Marquesa Isles Neighborhood Association, Inc. desires to change its legal name to Marquesa Isles of Naples, Inc.

Any capitalized terms herein shall have the same meaning or definition as used in the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Marquesa Isles of Naples, Inc.

The Amended and Restated Articles of Incorporation of Marquesa Isles of Naples, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation is MARQUESA ISLES OF NAPLES, INC., sometimes hereinafter referred to as the "Corporation" or the "Association".

ARTICLE II

PRINCIPAL OFFICE: The principal office of the corporation shall be at c/o Adameczyk Law Firm, PLLC, 9130 Galleria Court, Suite 201, Naples, Florida 34109, or at such other address as the Board of Directors determines from time to time.

ARTICLE III

PURPOSE AND POWERS: The purpose for which this Association is organized is to provide an entity for the maintenance, preservation, and management of the Lots and Common Property within Marquesa Isles of Naples, and to provide a comfortable and safe living environment for its residents by setting standards of lifestyle and home maintenance and by establishing the

methodologies necessary to fund a vibrant community.

The Association shall have all the common law and statutory powers of a Florida corporation not-for-profit consistent with Florida Statutes Chapter 617 and these Articles, the Declaration of Covenants, Conditions and Restrictions, the Bylaws of the Association and specific Policies, and shall have all the powers and authority reasonably necessary or appropriate for the operation and regulation of a residential community as they may be amended from time to time.

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, these Articles and the Bylaws.

This Association will not permit pecuniary gain or profit nor distribution of its income to its Members, Officers, or Directors.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and voting rights shall be as set forth in the Bylaws of the Association, as they may be amended from time to time.

ARTICLE V

TERM; DISSOLUTION: The term of the Association shall be perpetual. The Association may be dissolved with the consent given in writing and signed as stated in the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Marquesa Isles of Naples.

ARTICLE VI

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

(A) **Proposal.** Amendments to these Articles shall be proposed by a majority of the Board or upon petition of twenty percent (20%) of the Voting Interests of the Association and shall be submitted to a vote of the Members not later than the next annual meeting.

(B) **Vote Required.** These Articles may be amended if the proposed amendment is approved by a majority of the Voting Interests, voting in person or by proxy, at any annual or special members meeting called for that purpose where a Quorum exists.

(C) **Effective Date.** An amendment shall become effective upon filing with the Florida Department of State Division of Corporations and recording a certified copy in the Public Records of Collier County, Florida with the same formalities as are required in the Declaration for recording amendments to the Declaration.

ARTICLE VII

EXHIBIT B

AMENDED AND RESTATED ARTICLES OF INCORPORATION

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VIII

DIRECTORS AND OFFICERS: The affairs of the Association will be administered by a Board of Directors consisting of the number and qualifications of Directors determined by the Bylaws.

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every Officer of the Association against all expenses and liabilities including attorney's fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be party because of his or her being or having been a Director or Officer of the Association. The foregoing right of indemnification shall not apply to:

- (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 judgment in its favor.
- (B) A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his or her action was unlawful.
- (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 Association.

In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors vote 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.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT: The street address of the registered office of the Association is the Adamczyk Law Firm, PLLC, 9130 Galleria Court, Suite 201, Naples, Florida 34109, and the registered agent of the Association at that address shall be: Mark E. Adamczyk, Esq.

EXHIBIT B

AMENDED AND RESTATED ARTICLES OF INCORPORATION

PAGE 3

The undersigned hereby accepts the designation of Registered Agent as set forth in Article X of these Articles of Incorporation and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.



Mark E. Adamczyk, Esq., Registered Agent