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Florida Department of State
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
EIGHT FIFTY CENTRAL MASTER ASSOCIATION, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$35.00

*Amended
&
Restated*



May 6, 2019

FLORIDA DEPARTMENT OF STATE

Division of Corporations
EIGHT FIFTY CENTRAL MASTER ASSOCIATION, INC.
3435 ENTERPRISE AVE., #25
NAPLES, FL 34104

SUBJECT: EIGHT FIFTY CENTRAL MASTER ASSOCIATION, INC.
REF: N18000012650

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PLEASE SUBMIT ONLY THE AMENDED AND RESTATED ARTICLES OF INCORPORATION. REMOVE THE TITLE ARTICLES OF RESTATEMENT THROUGH OUT THE DOCUMENT AND CHANGE THE CHAPTER TO 617.1007, F.S.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Susan Tallent
Regulatory Specialist II

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**AMENDED AND RESTATED ARTICLES INCORPORATION
FOR
EIGHT FIFTY CENTRAL MASTER ASSOCIATION, INC.**

The undersigned hereby submits these Amended and Restated Articles of Incorporation for the purpose of amending and restating in whole the Articles of Incorporation of the corporation filed with the Florida Secretary of State on December 3, 2018, forming a not-for-profit corporation under Chapter 617.1007, Florida Statutes, and certifies as follows:

**ARTICLE I
Corporate Name**

The name of the corporation is Eight Fifty Central Master Association, Inc., hereinafter called the "Association."

**ARTICLE II
Address**

The mailing address for the Association is 3435 Enterprise Ave. # 25, Naples, FL 34104. The principal office of the Association shall be located at the mailing address or at such other place as may be subsequently designated by the Board of Directors of the Association.

**ARTICLE III
Purpose and Powers of the
Association**

The Association does not contemplate pecuniary gain or profit to the Members thereof and shall make no distribution of income to its Members, Directors, or Officers. The specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the Components and Common Areas (as defined in the Master Declaration of Covenants, Conditions, Restrictions, Easements and Reservations for Eight Fifty Central, referred to hereinafter as the "Master Declaration"), and related improvements, according to the provisions of the Master Declaration, and to promote the health, safety, and welfare of the Owners and occupants of the Eight Fifty Central which may also be known as the Eight Fifty Central Building, and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

The Association shall have all powers granted under Section 617.0302 Florida Statutes, including but not limited to:

- a. To exercise all of the common law and statutory powers of a corporation not for profit and homeowners' association organized under the laws of the State of Florida that are not in conflict with the terms of the Master Declaration, these Articles, or the By-Laws of the Association.
- b. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Master Declaration as the same may be amended from time to time, said Master Declaration being incorporated herein by reference as if set forth in its entirety.

RESTATED ARTICLES OF INCORPORATION
EIGHT FIFTY CENTRAL MASTER ASSOCIATION

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- c. To fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Master Declaration; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of the Association, including but not limited to all licenses, taxes, or governmental charges levied or imposed against the property of the Association.
- d. To maintain, repair, and operate the property of the Association.
- e. To purchase insurance upon the property of the Association and insurance for the protection of the Association and its Members.
- f. To reconstruct improvements after casualty and make further improvements upon the Property.
- g. To enforce by legal means the provisions of the Master Declaration, the Articles of incorporation and By-Laws of the Association, and any Rules and Regulations adopted pursuant thereto.
- h. To employ personnel to perform the services required for the proper operation of the Association.
- i. To acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association.
- j. To sue and be sued.
- k. To contract for the management and maintenance of The Eight Fifty Central, and any property or easements and related improvements that are dedicated to the Association by plat or separate instrument, including any agreement or easement which imposes maintenance obligations on the Association, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Master Declaration, these Articles or the Bylaws to be exercised by the Association's Board of Directors or the Members.

ARTICLE IV Membership

Every Owner of any Parcel, and the Declarant, shall be an Association Member. Membership in the Association shall not be assignable, except to the Owner's successor-in-interest, and every membership of an Owner in the Association shall be appurtenant to and inseparable from ownership of its Parcel. There shall be two classes of Membership in the Association. The Residential Unit Owners shall be Class A Members. The Commercial Unit Owners shall be Class B Members.

ARTICLE V Voting Rights

The voting rights of Members and the manner of casting votes shall be as set forth in the Bylaws. Notwithstanding anything to the contrary in any of the Governing Documents, the Declarant shall have the right to appoint a majority of the Board until Turnover (as defined in the Bylaws).

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**ARTICLE VI
Board of
Directors**

The affairs of this Association shall be managed and governed by a Board of Directors consisting of three (3) Directors who need not be Members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association.

**ARTICLE VII
Bylaws**

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner set forth in the Bylaws.

**ARTICLE VIII
Dissolution**

In the event that the Association is dissolved, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or organization to be devoted to such similar purposes.

**ARTICLE IX
Term**

The term of the Association shall be perpetual.

**ARTICLE X
Amendments**

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

Section 1. Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

Section 2. Vote: Subsequent to Turnover, a resolution for the adoption of an amendment may be proposed by either the Board of Directors or by the Members of the Association. Except as elsewhere provided, such resolutions must be adopted by no less than eight percent (80%) of the Members in person or by proxy. Notwithstanding the foregoing, prior to Turnover amendments may be adopted by the Declarant without consent of any Member.

Section 3. Limits on Amendments: No amendment shall make any changes in the qualifications for membership, allocation of assessments among Members or in the voting rights of Class A or Class B Members, without approval in writing by all Members. As long as the Declarant owns a Parcel, no amendment shall be effective shall be effective without the prior written consent of the Declarant, which consent may be withheld in the Declarant's sole discretion; provided, further, that regardless of whether the Declarant owns a Parcel, no amendment shall be effective if it affects the Declarant's rights or alters any provision made for the Declarant's benefit.

Section 4. Certification: A copy of each amendment shall be certified by the Secretary of State.

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ARTICLE XI

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 in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be made a party because of his being, or having been, a Director or officer of the Association. The foregoing right to indemnification shall 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 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. Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Association or a member.
- e. Wrongful conduct by Directors or officers appointed by the Declarant, 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 approve the settlement as being 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 XII

Initial Officers and Directors

The initial Directors and Officers of the Association shall be:

Director and President
Ryan Youmans
3435 Enterprise Ave. # 25
Naples, FL 34104

Director and Vice President
Jack Youmans
3435 Enterprise Ave. #25
Naples, FL 34104

Director, Secretary and Treasurer
Laurie Youmans
3435 Enterprise Ave. # 25
Naples, Florida 34104

RESTATED ARTICLES OF INCORPORATION
EIGHT FIFTY CENTRAL MASTER ASSOCIATION

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ARTICLE XIII
Initial Registered Office and Registered Agent

The initial registered agent and office shall be:

Forsyth & Brugger, P.A.
600 5th Avenue South, Suite 207
Naples, FL 34102

The initial registered agent at said address shall be:
John N. Brugger, Esq.

ARTICLE XIV
General

Unless otherwise defined in the Articles of Incorporation, defined terms contained in the Articles, as indicated by initial capitalization, shall have the meaning ascribed to them in the Master Declaration and Bylaws. Any conflict between these Articles and the Master Declaration shall be governed by such Master Declaration, and any conflict between these Articles and the Bylaws shall be governed by such Bylaws.

WHEREFORE the incorporator has caused these presents to be executed this 23rd day of April, 2019.



Ryan Youmans, Director

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the provisions of the laws of the State of Florida, relative to keeping open said office.



John N. Brugger

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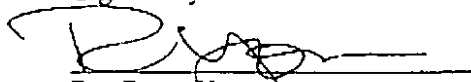
CERTIFICATE
REGARDING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EIGHT FIFTY CENTRAL MASTER ASSOCIATION, INC.

Eight Fifty Central Master Association, Inc., a Florida corporation not-for-profit (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act (the "Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The Corporation's Articles of Amended and Restated Articles of Incorporation, attached hereto (the "Articles of Amendment and Restatement") contain an amendment and restatement in whole of the Corporation's Articles of Incorporation.
2. The Articles of Amendment and Restatement contain a Amendment and Restatement in whole of the Corporation's Articles of Incorporation, which were adopted and approved on December 3, 2018, and filed on December 3, 2018, by joint and unanimous written consent of the Corporation's Board of Directors.
3. At the time of this amendment and restatement of its articles of incorporation the Corporation has no members.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of April 23, 2019.

Eight Fifty Central Master Association, Inc.


By: Ryan Youmans
Its: President

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