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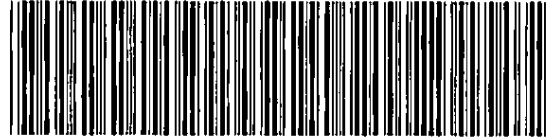
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GOEDE / DEBOEST / CROSS
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April 24, 2024

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: Amended and Restated Articles of Incorporation for:
Longshore Lake Foundation, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Amended and Restated Articles of Incorporation of Longshore Lake Foundation, Inc., along with a check for \$43.75 to cover the filing fee, and fee to obtain a certified copy. Please return the certified copy to our office in the envelope provided.

If you have any questions or need additional information, please do not hesitate to contact me.

Very truly,
GOEDE, DEBOEST & CROSS, PLLC

Jean M. Morningstar
Paralegal
Signed electronically to avoid delay

/jmm

Enclosures as stated

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LONGSHORE LAKE FOUNDATION, INC.**

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Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation of Longshore Lake Foundation, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on December 14, 1987, are hereby amended and restated in their entirety. 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 Second Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Chapter 617 and the omission of matters of historical interest. The Second Amended and Restated Articles of Incorporation shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Foundation", is Longshore Lake Foundation, Inc., and its address is 11399 Phoenix Way, Naples, FL 34119.

ARTICLE II

DEFINITIONS: The definitions set forth in the Declaration of Covenants and Chapter 720, Florida Statutes (2024) (the "Act") as amended from time-to-time hereafter, shall apply to terms used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Foundation is organized is to provide an entity pursuant to the Act, for the operation of Longshore Lake (the "Community") located in Collier County, Florida.

The Foundation 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 Foundation shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Foundation shall have all of the common law and statutory powers and duties of a corporation not for profit and of a homeowners' association under the laws of the State of Florida, except as expressly limited or modified by the Governing Documents and it shall have all of the powers and duties reasonably necessary to operate for Community pursuant to the Governing Documents as they may hereafter be amended.

including but not limited to the following:

- (A) To make and collect assessments against members of the Foundation to defray costs, expenses and losses of the Foundation and to use the funds in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace, alter, improve and operate the Foundation property.
- (C) To purchase insurance for the protection of the Foundation and its members.
- (D) To repair and reconstruct improvements after casualty and to make further improvements of the Foundation property.
- (E) To make, amend, and enforce reasonable rules and regulations as set forth in the Declaration.
- (F) To approve the transfer or approve or disapprove the leasing of Parcels as provided in the Declaration.
- (G) To enforce the provisions of the laws of the State of Florida that are applicable to the Community and the Governing Documents.
- (H) To contract for the management and maintenance of the Community and the Foundation property, and to delegate any powers and duties of the Foundation in connection therewith except such as are specifically required by law or by the Declaration to be exercised by the Board of Directors or the membership of the Foundation.
- (I) To employ or contract with accountants, attorneys, engineers, architects, and other professional personnel to perform the services required for the proper operation of the Community.
- (J) To borrow money as necessary to perform its other functions hereunder.
- (K) To grant, modify, or move any easement.
- (L) To provide for architectural and landscape control regulation of all single-family residences and appurtenances within Longshore Lake which by the Declaration or otherwise, are made subject to such regulation.
- (M) The Board may establish reserves which shall be considered non-statutory reserves.

All funds and the title to all property acquired by the Foundation shall be held for the benefit of the members in accordance with the provisions of the Governing Documents.

ARTICLE IV

MEMBERSHIP:

- (A) The members of the Foundation shall be the record owners of a fee simple interest in one or more Parcels.
- (B) The share of a member in the funds and assets of the Foundation cannot be assigned or transferred in any manner except as an appurtenance to his Parcel.

The owners of each Parcel, collectively, shall be entitled to one vote in Foundation matters.

ARTICLE V

TERM: The term of the Foundation shall be perpetual.

ARTICLE VI

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

ARTICLE VII

DIRECTORS AND OFFICERS:

- (A) The affairs of the Foundation shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than five (5) Directors.
- (B) 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 Foundation shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at the organizational meeting after the annual meeting of the members of the Foundation held in accordance with the Bylaws, and they shall serve at the pleasure of the Board.

ARTICLE VIII

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 a written petition to the Board, signed by at least one-fourth (1/4th) of the voting interests of the Foundation.
- (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 members not later than the next annual meeting for which proper notice can be given.
- (C) Vote Required. A proposed amendment shall be adopted if it is approved by at least two-thirds (2/3) of the voting interests who are present and voting, in person or by proxy, at any annual or special meeting called for the purpose, provided that a quorum has been established. Membership voting on amendments to these Articles shall require the use of a limited proxy. The Board of

Directors shall have the authority to amend these Articles for the same reasons and to the same extent as set forth in Section 14.3 of the Declaration.
- (D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a Certificate of Amendment in the Public Records of Collier County, Florida, with the formalities required for the execution of a deed.

ARTICLE IX

INDEMNIFICATION:

- (A) Indemnity. The Foundation shall indemnify any officer, Director, or members of an official committee established by the Board who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she or she is or was a Director, officer, or member of an official committee established by the Board of the Foundation, against expenses

(including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the Foundation, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Foundation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Foundation, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, Directors, and members of official committees established by the Board members as permitted by Florida law. The indemnification provided for herein only covers officers, Directors and members of official committees established by the Board for actions taken during the person's tenure on the Board, service as an officer or service on the official committee.

- (B) Defense. To the extent that a Director, officer, or committee member of the Foundation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section (A) above or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him or her in connection therewith.
- (C) Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Foundation in advance of the final disposition of such action, suit, or proceeding on behalf of the affected Director, officer, or

committee member. The Director, officer or committee member shall repay such amount if it shall ultimately be determined that said Director, officer or committee member is not entitled to be indemnified by the Foundation as authorized by this Article IX.

- (D) Miscellaneous. The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, or member of an official committee established by the Board and shall inure to the benefit of the heirs and personal representatives of such person.
- (E) Insurance. The Foundation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, committee member, or agent of the Foundation or a Director, officer, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify him or her against such liability under the provisions of this Article.
- (F) Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article IX may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT: The name and address of the Registered Agent and the address of the Registered Office are as listed from time to time with the Florida Division of Corporations.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LONGSHORE LAKE FOUNDATION, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida not for profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amended and Restated Articles adopted:

See attached Exhibit "A" for full text.

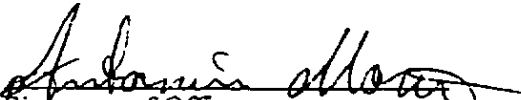
SECOND: The date of adoption of the amended and restated Articles was March 18, 2024

THIRD: Adoption of amended and restated Articles (Check one):

 X The amended and restated Articles 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.

LONGSHORE LAKE FOUNDATION, INC.


Signature of Officer

Antonio Antonio Marino
Print Name of Officer

President
Title of Officer

3/25/24
Date