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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CALUSA COUNTRY CLUB MASTER ASSOCIATION, INC.**

**N24000001603**

These Amended and Restated Articles of Incorporation of Calusa Country Club Master Association, Inc., a Florida not for profit corporation, dated as of June 4, 2024, are being duly executed and filed by Jessilyn Quigley, its President, to amend and restate the original articles of incorporation, which were filed on February 6, 2024. These Amended and Restated Articles of Incorporation were duly executed and filed in accordance with Chapter 617, Florida Statutes (the Florida Not For Profit Corporations Act). Hereinafter, any and all references to the Articles of Incorporation shall mean and refer to these Amended and Restated Articles of Incorporation, as may be amended from time to time.

**ARTICLE I. NAME AND LOCATION: DEFINED TERMS**

The name of the corporation is Calusa Country Club Master Association, Inc. ("Association") and its office for the transaction of its affairs is 10481 Six Mile Cypress Parkway, Ft. Myers, Florida 33966. All capitalized terms contained in this instrument shall have the same defined meaning as contained in the Declaration of Covenants and Restrictions for Calusa Country Club ("Declaration"), unless otherwise provided to the contrary.

**ARTICLE II. PURPOSES**

This Association does not contemplate pecuniary gain or profit to the Members thereof, and no distribution of income to its Members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be Members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the property owners in Calusa Country Club (hereinafter referred to as the "Community"), and the specific purpose is to perform the functions of the Association contemplated in the Declaration as recorded in the public records of Manatee County, Florida, as the same may in the future be amended, which purposes shall include, but not be limited to, the following:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;
- (b) Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Declaration;
- (c) Own and convey property;
- (d) Establish Rules and Regulations;
- (e) Sue and be sued;
- (f) To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;
- (g) Maintain, repair and replace Common Properties as contemplated by the Declaration, and to enter into contracts for the provision of services to maintain and operate the Common Properties; and

(h) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida.

### **ARTICLE III. TERM OF EXISTENCE**

The Association shall have perpetual existence.

### **ARTICLE IV. OFFICERS**

The names of the officers who shall serve until their successors are elected under the provisions of these Amended and Restated Articles of Incorporation and the By-Laws are the following:

Jessilyn Quigley - President  
Matthew Koratich - Vice President  
Gregory Roughgarden - Secretary/Treasurer

### **ARTICLE V. MANAGEMENT**

The affairs of the Association shall be managed by its Board of Directors, which shall consist of not less than 3 nor more than 7 individuals, the precise number to be fixed in the By-Laws or by the Board of Directors from time to time. Directors shall be elected for one year terms by the Members at the annual Members' meeting, to be held as scheduled by the Board of Directors in the manner prescribed in the By-Laws, and shall hold office until their respective successors are duly elected and qualified; provided, however, that Declarant shall be entitled to solely appoint all members of the Board of Directors prior to Transfer of Control. The Board shall elect a President, a Vice President, and a Secretary-Treasurer, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors may be Members of the Association except with respect to those who are elected by Declarant. Any individual may hold 2 or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Association.

Notwithstanding the foregoing, the Class B Members shall have the right to elect all Directors as long as there shall be Class B membership, except that Class A Members shall be entitled to elect at least one member of the Board of Directors (but not a majority of the directors until Transfer of Control has occurred) if 50% of the Lots, Units and Parcels in all phases of the Community which will ultimately be operated by the Association have been conveyed to the Class A Members.

### **ARTICLE VI. BOARD OF DIRECTORS**

The number of persons constituting the Board of Directors of the Association shall be three (3) and the names and addresses of the members of such current Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Amended and Restated Articles of Incorporation and the By-Laws, are the following:

Jessilyn Quigley	10481 Six Mile Cypress Parkway Ft. Myers Florida 33966
Matthew Koratich	10481 Six Mile Cypress Parkway Ft. Myers Florida 33966
Gregory Roughgarden	10481 Six Mile Cypress Parkway Ft. Myers Florida 33966

#### **ARTICLE VII. BY-LAWS**

The By-Laws of the Association have been adopted by the Board of Directors, as constituted under Article VII above, at an organizational meeting of the Board. Thereafter, the By-Laws may be altered, amended, or rescinded only in the manner provided in the By-Laws.

#### **ARTICLE VIII. AMENDMENTS**

Prior to Transfer of Control, amendments to these Amended and Restated Articles of Incorporation shall be approved and adopted by (1) Declarant or (2) the Board of Directors, without any requirement or necessity for a vote of the Association membership or for consent by any party, except as may be otherwise specifically required herein or by applicable law.

Subsequent to Transfer of Control, amendments to these Amended and Restated Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and, if Members have been admitted, directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting. If no Members have been admitted, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by Members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member of Record (as defined in the By-Laws) entitled to vote thereon within the time and in the manner provided by *Florida Statutes* for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of (1) a majority of the total eligible votes of the Class A Members and (2) the Class B Member.

Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

Notwithstanding the foregoing, (a) no amendment to the By-Laws shall be valid which affects any of the rights and privileges provided to Declarant without the written consent of Declarant as long as Declarant shall own any Lots, Units or Parcels in the Community, and (b) no amendment which will affect any aspect of the Surface Water Drainage and Management System located on the Property shall be effective without the prior written approval of the WMD.

#### **ARTICLE IX. REGISTERED OFFICE AND AGENT**

Pursuant to Section 48.091 and Section 607.0501, *Florida Statutes*, the name and address of the Registered Agent for service of process upon the Association is:

CF Registered Agent, Inc.  
100 S. Ashley Drive, Suite 400  
Tampa, Florida 33602

The preceding address is also the address of the registered office of the Association.

# CERTIFICATE OF AMENDMENT

Pursuant to Section 617.1007, Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Calusa Country Club Master Association, Inc., a Florida not for profit corporation, were approved by the directors on June 4th, 2024,

Dated as of the 4th day of June, 2024.

WITNESSES:

Calusa Country Club Master Association, Inc., a  
Florida not-for-profit corporation

[Signature]  
Print Name: Matthew Koratch

By: [Signature]  
Jessilyn Quigley, President

(  
Corporate Seal)

[Signature]  
Print Name: Amy Roseholder

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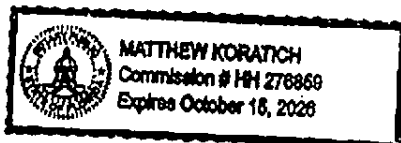
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STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me, by means of ☒ physical presence or ☐ online notarization, this 4 day of June, 2024, by Jessilyn Quigley, as President of Calusa Country Club Master Association, Inc., a Florida not-for-profit corporation. She ☒ is personally known to me or ☐ has provided \_\_\_\_\_ as identification.

My Commission Expires:

(AFFIX NOTARY SEAL)



[Signature]  
(Signature)

Name: Matthew Koratch  
(Legibly Printed or Typed)

Notary Public, State of Florida

\_\_\_\_\_  
(Commission Number, if any)

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned, having been named as registered agent and to accept service of process for Calusa Country Club Master Association, Inc., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

CF Registered Agent, Inc.



Robert S. Freedman

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