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*ADP
7/6/07*

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Dunes of Boca Property
Owner Association, Inc.*

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Prepared by:
Christopher N. Davies, Esquire
Swalm, Bourgeau, & Davies, P.A.
2375 Tamiami Trail, N., Suite 308
Naples, FL 34103

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TALLAHASSEE, FLORIDA

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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DUNES OF BOCA PROPERTY OWNERS' ASSOCIATION, INC.**

Pursuant to Section 617.01201, Florida Statutes, the Articles of Consolidation of Dunes of Boca Property Owners' Association, Inc., a Florida corporation not for profit, 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 Articles of Consolidation 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. The Amended and Restated Articles of Incorporation of Dunes of Boca Property Owners' Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association," is Dunes of Boca Property Owners' Association, Inc., and its address is 5800 Gulf Shores Drive, Boca Grande, Florida 33921. The Association maintains a post office address at 153 Center Road, Venice, Florida 34285.

ARTICLE II

PURPOSE AND POWERS: This corporation not for profit is organized on a non-stock basis for the purpose of operating a residential neighborhood homeowners association subject to the Amended and Restated Declaration of Covenants, Restrictions and Easements for Dunes of Boca Phases I, II, III & IV, originally known as the Declaration of Covenants, Restrictions and Easements for Dunes of Boca Phases I & II and the Declaration of Covenants, Restrictions and Easements for Dunes of Boca Phases III & IV, recorded in O.R. Book 886, Page 634 *et seq.*, and O.R. Book 919, Page 1044 *et seq.*, respectively, all of the Public Records of Charlotte County, Florida. The Association will not permit pecuniary gain or profit and will make no distribution of its income to its members, officers or Directors. The Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles and with the Amended and Restated Declaration of Covenants, Restrictions and Easements for Dunes of Boca Phases I, II, III & IV to which these Articles are an exhibit; and it shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood, subject to the Declaration, as it may from time to time be amended, including but not limited to the power to:

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(A) Fix, levy, collect and enforce payment by all lawful means all charges or assessments levied pursuant to the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all license fees, taxes or governmental charges.

(B) Enforce any and all covenants, conditions, restrictions and agreements applicable to the residential neighborhood known as the Dunes of Boca Phases I, II, III & IV.

(C) 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.

(D) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security.

(E) Dedicate, sell or transfer all or any part of the Common Areas identified in the Declaration to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by a majority of the members.

(F) Purchase policies of insurance for the benefit of Association members and use the proceeds from such policies to effectuate its purposes.

(G) Exercise any and all powers, rights and privileges which a corporate homeowners association organized under Chapter 617, Florida Statutes, as amended from time to time, may now or hereafter have or exercise; subject always to the Declaration, as amended from time to time.

ARTICLE III

MEMBERSHIP:

(A) The members of the Association shall be the record owners of a fee simple interest in one or more lots in the Dunes of Boca Phases I, II III & IV as further provided in the Bylaws.

(B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his lot.

(C) The owners of each lot, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

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ARTICLE IV

TERM: The term of the Association is perpetual.

ARTICLE V

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

ARTICLE VI

DIRECTORS AND OFFICERS:

(A) The affairs of the Association will be administered by a Board of Directors consisting of at least three (3) and no more than nine (9) Directors.

(B) Directors shall be elected by the members in the manner determined by the Bylaws. 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 Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors and shall serve at the pleasure of the Board.

ARTICLE VII

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 petition to the Board signed by at least one-fourth (1/4) of the voting interests.

(B) Procedure. A proposed amendment must be submitted to a vote of the members not later than the next annual meeting for which proper notice can still be given.

(C) Vote Required. Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved at any annual or special meeting called for the purpose at a duly called meeting of the members by at least sixty percent (60%) of the total voting interests of the Association, and the notice contains the full text of the proposed amendment.

(D) Effective Date. An amendment becomes effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Charlotte County, Florida, with the same formalities as are required for a deed.

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ARTICLE VIII

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 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 Association. The foregoing right of 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.

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

CERTIFICATE

The undersigned, being the duly elected and acting President and Secretary of Dunes of Boca Property Owners' Association, Inc., hereby certify that the foregoing were duly proposed by at least a majority of the entire membership of the Board of Directors at a meeting called for the purpose and held on the 24th day of MARCH, 2007. The undersigned further certify that the foregoing were approved by at least seventy-five percent (75%) of the votes of the membership on the 24th day of MARCH, 2007, after due notice, in accordance with the requirements of the Articles of Consolidation for their amendment, and that said vote is sufficient for their amendment. The foregoing both amend and restate the Articles of Consolidation in their entirety.

Executed this 24th day of MARCH, 2007.

DUNES OF BOCA PROPERTY OWNERS' ASSOCIATION, INC.

By: *Richard S. Gallagher*
Richard S. Gallagher President

Attest:

Jean R. Klinges
Jean R. Klinges, Secretary

(CORPORATE SEAL)

STATE OF FLORIDA COUNTY OF CHARLOTTE

Subscribed before me this 24th day of MARCH, 2007, by RICHARD S. GALLAGHER, as President of DUNES OF BOCA PROPERTY OWNERS' ASSOCIATION, INC., a Florida corporation not for profit, on behalf of the corporation. He/she is personally known to me or did produce _____ as identification, and did not take an oath.

Earl C. Brunelle
Notary Public (SEAL)
My Commission Expires: _____
Earl C. Brunelle
My Commission # DD 494843
Expires: February 17, 2010
Budget-Turn Budget Notary Services

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