

N29878

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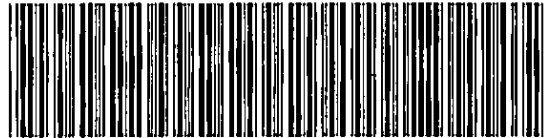
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David G. Muller
Shareholder
Board Certified Specialist, Condominium and
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Becker

Becker & Poliakoff
4001 Tamiami Trail North, Suite 270
Naples, FL 34103

1819 Main Street, Suite 905
Sarasota, FL 34236

January 31, 2022

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment to Amended and Restated Articles of Incorporation
Audubon Country Club Foundation, Inc. / Document Number N29878
Client/Matter No. A05088-090191

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Amendment to the Amended and Restated Articles of Incorporation for the above-referenced Association. A check for \$35.00 is also enclosed for the filing fee.

Please file and return the filed copy to my attention. A self-addressed stamped envelope is enclosed for your convenience.

Please feel free to call me should you have any questions regarding this matter.

Sincerely,



David G. Muller, Esquire
Shareholder
For the Firm

DGM/mb
Enclosures (as stated)

**ARTICLES OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Audubon Country Club Foundation, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 7th day of December 2021.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:
(TWO)

[Signature]
Signature

Gary Shirley
Printed Name

[Signature]
Signature

Julio C. Vazquez
Printed Name

AUDUBON COUNTRY CLUB FOUNDATION,
INC.

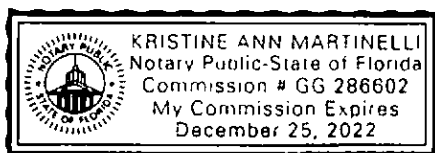
BY: [Signature]
Paul Donlin, President

Date: 1/18/2022

(CORPORATE SEAL)

STATE OF Florida
) SS:
COUNTY OF Collier

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 18th day of January 2022, by Paul Donlin as President of Audubon Country Club Foundation, Inc., a Florida Corporation, on behalf of the corporation. He is ☒ personally known to me or ☐ has produced _____ (type of identification) as identification.



[Signature]
Notary Public
Kristine Ann Martinelli
Printed Name

My commission expires: 12/25/2022

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ARTICLES OF INCORPORATION
OF
AUDUBON COUNTRY CLUB FOUNDATION, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

AUDUBON COUNTRY CLUB FOUNDATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION.
SEE CURRENT ARTICLES OF INCORPORATION FOR PRESENT TEXT**

These are the Amended and Restated Articles of Incorporation of Audubon Country Club Foundation, Inc., originally filed with the Florida Department of State on the 22nd day of December 1988, under Charter Number N29878. Amendments included have been added pursuant to Chapter 617, Florida Statutes (2021).

For historical reference, the street address of the initial principal office and initial mailing address was 575 First Avenue North, Naples, Florida 33940. The name and street address of the original incorporator was Robert P. Diffenderfer. The street address of the initial registered office was 600 Fifth Avenue South, Suite 101, Naples, Florida 33940 and the name of the initial registered agent was Richard C. Grant. The name and address of the current registered office is Becker & Poliakoff, P.A., 4001 Tamiami Trail North, Suite 270, Naples, Florida 34103. The Board of Directors may, from time to time, change the designation of the principal office, the mailing address of the corporation, the registered office and the registered agent, in the manner provided by law.

1. NAME. The name of the corporation is AUDUBON COUNTRY CLUB FOUNDATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Restrictions and Protective Covenants as "Declaration," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

2. PURPOSE. The purpose for which the Association is organized is to serve as a "Homeowners' Association" as described in Section 720.301, Florida Statutes, including but not limited to the power to operate, administer, and manage the Common Areas in Audubon Country Club in accordance with the Declaration and other Governing Documents, and to provide for the architectural control and the administration and enforcement of covenants and restrictions applicable to the Plots in Audubon Country Club.

3. DEFINITIONS. The terms used in these Articles shall have the same definitions and meaning as those set forth in the Second Amended and Restated Declaration of General Covenants, Conditions and Restrictions for Audubon Country Club, recorded in Official Records Book 4516, at Page 3335 et seq., of the Public Records of Collier County, Florida, and as subsequently amended (the "Declaration"), and as provided in the Act (as defined in the Declaration), unless herein provided to the contrary, or unless the context otherwise requires.

4. POWERS. The powers of the Association shall include the following:

4.1 General. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of the Declaration, these Articles or the Bylaws.

Exhibit "A" to Second Amended and Restated Declaration of General Covenants, Conditions and Restrictions
(Amended and Restated Articles of Incorporation)

4.2 Enumeration. The Association shall have all the powers and duties set forth in Chapters 617 and 720, Florida Statutes, as amended from time to time, except as they may be limited by the Declaration, these Articles, and the Bylaws (all as they may be amended from time to time), including but not limited to the following:

4.2.1 To make and collect Assessments and other Charges against Members as Owners of Plots within Audubon Country Club, and to use the proceeds thereof in the exercise of its powers and duties.

4.2.2 To buy, own, operate, lease, sell, and trade both real and personal property as may be necessary or convenient in the administration of the Association.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Common Areas and other property acquired or leased by the Association for use by Owners.

4.2.4 To purchase insurance upon the Association's property and insurance for the protection of the Association, and its Officers, Directors, and other persons or entities deemed appropriate by the Association.

4.2.5 To make and amend Rules and Regulations concerning the transfer, use, appearance, maintenance, and occupancy of the Plots, the Property Units thereon, and the Common Areas, and to enact rules, policies, and resolutions pertaining to the operation of the Association, subject to any limitations contained in the Declaration.

4.2.6 To approve or disapprove the leasing, transfer, mortgaging, ownership, and possession of Plots, as may be provided by the Declaration.

4.2.7 To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, the Rules and Regulations, and the policies of the Association.

4.2.8 To contract for the management of the Association and any facilities used by the Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific, non-delegable approval of the Board of Directors or the membership of the Association.

4.2.9 To employ personnel to perform the services required for proper operation of the Association.

4.2.10 To make contracts and incur liabilities, borrow money at such rates of interest as the Board may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, Assessments, Special Assessments, income or rights.

4.2.11 To have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein. The Board shall have the authority to pledge other collateral as security for loans.

4.2.12 To control the specifications, architecture, design, appearance, elevation and location of, and landscaping around, all buildings and Improvements of any type, including walls, fences, swimming pools, antennae, sewers, drains, disposal systems or other structures constructed, placed or permitted to remain in the Property, as well as the alteration, improvement, addition or change thereto.

4.3 Association Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

4.4 Distribution of Income. The Association shall make no distribution of income to its Members, Directors or Officers.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration, these Articles, and the Bylaws.

5. MEMBERS AND VOTING. The qualification of Members, the manner of their admission to membership and voting by Members shall be as follows:

5.1 Members. The membership of the Association shall be comprised of the Owner Members. The Owner of every Plot shall become an Owner Member upon recordation in the Public Records of an instrument establishing the ownership by said Owner of such Plot. Each such Owner shall notify the Association of said recordation within fifteen (15) days thereof and shall transmit to the Association true copies of such instrument.

5.2 Voting Rights. Each Member shall possess one vote for any Plot owned by such Member.

5.3 Benefits of Membership. Each and every Member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the Governing Documents.

6. TERM OF EXISTENCE. The Association shall have perpetual existence; however, if the Association is dissolved, the property consisting of the Surface Water Management System will be conveyed to an appropriate agency of local government. If this is not accepted, then the Surface Water Management System will be dedicated to a similar non-profit corporation.

7. OFFICERS. The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers.

8. DIRECTORS.

8.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors.

8.2 Duties and Powers. All of the duties and powers of the Association existing under the Declaration, these Articles, the Bylaws, and the Rules and Regulations (all as amended from time to time) shall be exercised exclusively by or under the direction of the Board of Directors, or as may be delegated to its Officers, agents, contractors or employees, subject only to approval by Members when such approval is specifically required.

8.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of 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.

9. BYLAWS. The Bylaws of this corporation may be altered, amended or repealed in the manner provided in the Bylaws.

10. AMENDMENTS. These Articles may be amended in the following manner:

10.1 Proposal of Amendments. An amendment may be proposed by the President of the Association, the Directors, or by twenty-five percent (25%) of the entire Voting Interests.

10.2 Adoption. An amendment so proposed may be adopted by a vote of at least a majority of the Voting Interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum has been attained. Amendments correcting errors, omissions, scrivener's errors, violations of applicable law, conflicts between the Governing Documents, or if determined necessary and desirable by the Board to comply with the requirements of the secondary mortgage market, may be executed by the Officers of the Association, upon Board approval, without need for Association membership vote.

10.3 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy shall be recorded in the Public Records of Collier County, Florida.

11. INDEMNIFICATION.

11.1 Indemnity. The Association shall indemnify any Officer, Director, or Committee member 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 is or was a Director, Officer, or Committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him 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 did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his 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 failed to act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any

Exhibit "A" to Second Amended and Restated Declaration of General Covenants, Conditions and Restrictions
(Amended and Restated Articles of Incorporation)

criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and Committee members as permitted by Florida law. In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association.

11.2 Defense. To the extent that a Director, Officer, or Committee member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Article 11.1 above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

11.3 Advances. Reasonable expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, or Committee member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by this Article 11. However, if the Board, by majority vote, determines that the person seeking advancement did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, the Association shall not be obligated to pay for any expenses incurred prior to the final disposition of the subject action.

11.4 Miscellaneous. The indemnification provided by this Article 11 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 Committee member and shall inure to the benefit of the heirs and personal representatives of such person.

11.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee member, employee, or agent of the Association, or a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the duty to indemnify him against such liability under the provisions of this Article.

12. DISSOLUTION. The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4ths) of the entire Voting Interests. Upon dissolution of the Association, 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 the 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 other organization to be devoted to such similar purposes.

N97000005480

(Requestor's Name)

(Address)

(Address)

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GOEDE / DeBOEST / CROSS
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Email: jmorningstar@gadclaw.com

February 1, 2022

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

Re: Amended and Restated Articles of Incorporation for: Seaside II at Pelican Sound
Condominium Association, Inc.

Dear Sir/Madam:

Enclosed are an original and one copy of the Amended and Restated Articles of Incorporation of Seaside II at Pelican Sound Condominium Association, 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

/jmm

Enclosure as stated

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SEASIDE II AT PELICAN SOUND CONDOMINIUM ASSOCIATION, 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 Rested Articles adopted:

See attached Exhibit "A" for full text.

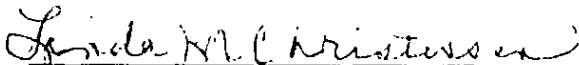
SECOND: The date of adoption of the amended and restated Articles was January 17th, 2022

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.

SEASIDE II AT PELICAN SOUND CONDOMINIUM ASSOCIATION, INC.


Signature of Officer

Linda Christensen
Print Name of Officer

President
Title of Officer _____

1-18-2022
Date

FILED

2022 FEB -3 PM 2:35

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

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

SEASIDE II AT PELICAN SOUND CONDOMINIUM ASSOCIATION, INC.

Pursuant to Chapter 617 Florida Statutes, the Articles of Incorporation of Seaside II at Pelican Sound Condominium Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on September 25, 1998, 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 Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Chapter 617, Florida Statutes and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Seaside II at Pelican Sound Condominium Association, Inc., its address is 21340 - 21430 Pelican Sound Drive, Estero, Florida 33928 or as listed with the Florida Department of State Division of Corporations if different.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Seaside II at Pelican Sound, a Condominium located in Lee County, Florida.

The Association 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 Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida and of a Condominium association under the Florida Condominium Act, except as expressly limited or modified by these Articles, the Bylaws; and it shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Condominium documents as they may hereafter be amended, including but not limited to the following:

- (A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.

ARTICLES OF INCORPORATION



- (B) To protect, maintain, repair, replace and operate the Condominium property and Association property.
- (C) To purchase insurance for the protection of the Association and its members.
- (D) To repair and reconstruct improvements after casualty, and to make further improvements of the Condominium property.
- (E) To make, amend and enforce reasonable rules and regulations governing the operation of the Association and the use, maintenance, occupancy, alteration, transfer and appearance of units, common elements and limited common elements, subject to any limits set forth in the Bylaws.
- (F) To approve or disapprove the transfer, leasing and occupancy of units, as provided in the Bylaws.
- (G) To enforce the provisions of the Condominium Act, these Articles, the Bylaws, the Condominium Owners Agreement and any Rules and Regulations of the Association.
- (H) To contract for the management and maintenance of the Condominium and the Condominium property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Bylaws to be exercised by the Board of Directors or the membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- (J) To borrow money as necessary.
- (K) To grant, modify or move any easement in the manner provided in the Bylaws.

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 of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

- (A) The members of the Association shall be the record owners of a fee simple interest in one or more units in the Condominium, 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 unit.
- (C) The owners of each unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be 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 shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but in no event less than three (3) Directors.
- (B) Directors of the Association 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 each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they 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 a written petition to the Board, signed by at least one-fourth (1/4th) of the voting interests of the Association.
- (B) Procedure. Upon any amendment to these Articles being proposed by said Board or unit owners, such proposed amendment shall be submitted to a vote of the owners not later than the next annual meeting for which proper notice can be given.

- (C) Vote Required. Except as otherwise provided by Florida law, a proposed amendment shall be adopted if it is approved by at least two thirds (2/3rds) of the voting interests who are present and voting in person or by proxy at a duly called meeting of the members at which a quorum is present. The Board of Directors may amend these Articles to correct scrivener's errors or omissions and amend and restate the Articles in order to consolidate into one document amendments previously adopted by the members or the Board. Amendments adopted by the Board shall occur at a duly noticed Board meeting (with adoption of the amendments set forth on the agenda).
- (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 Lee County, Florida, with the formalities required by the Condominium Act.

ARTICLE VIII

INDEMNIFICATION.

- (A) Indemnity. The Association shall indemnify any officer, Director, or committee member 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 is or was a Director, officer, or committee member of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him 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 reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his 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 reasonably believed to be in or not opposed to the best interest of the Association, 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 Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, Directors, and committee members as permitted by Florida law.
- (B) Defense. To the extent that a Director, officer, or committee member of the Association 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 in connection therewith.

(C) Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, officer, or committee member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by this Article VIII.

(D) Miscellaneous. The indemnification provided by this Article VIII 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 committee member and shall inure to the benefit of the heirs and personal representatives of such person.

(E) Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, committee member, employee, or agent of the Association, or a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

(F) Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.