

N36732

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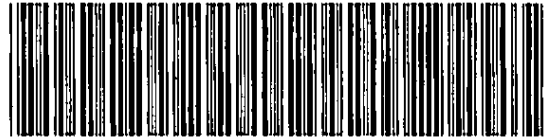
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MAY 22 2018
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TALLAHASSEE, FLORIDA

May 17, 2018

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

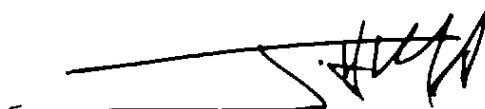
Re: Articles of Amendment for Harrington Sound Resident's Association, Inc.

To Whom It May Concern:

Please find enclosed herewith the Articles of Amendment to Articles of Incorporation and Check no. 2060 in the amount of \$35.00 which represents payment in full of the filing fees.

Please feel free to contact our office should you have any questions.

Respectfully submitted,



Jason Hamilton Mikes, JD, MBA

Enclosures (as stated)

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following amendments to its Articles of Incorporation.

- A. The name of the corporation is Harrington Sound Resident's Association, Inc.
- B. The attached amendments to the Articles of Incorporation were adopted by the membership.
- C. The attached amendments to the Articles of Incorporation were adopted by the required vote of the members on the 8th day of May, 2018.
- D. The number of votes cast were sufficient for approval.

Dated this 11th day of May, 2018.

Witnesses:

HARRINGTON SOUND RESIDENT'S
ASSOCIATION, INC.

Bonnie Sherman
By: Bonnie Sherman

Michael Sherman
By: Michael Sherman
Association President

Anna Danielle Carter
By: Anna Danielle Carter

(Corporate Seal)

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18 MAY 21 PM 4:23
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STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed before me this 11th day of May, 2018, by Michael Sherman, Association President, who is personally known to me.



Cristina Monsalve
NOTARY PUBLIC
Cristina Monsalve
Printed Name of Notary Public

My Commission Expires: 2019

AMENDED AND RESTATED ARTICLES OF INCORPORATION

FOR

HARRINGTON SOUND RESIDENT'S ASSOCIATION, INC.

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION -
SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT**

These are the Amended and Restated Articles of Incorporation for Harrington Sound Resident's Association, Inc. originally filed with the Florida Department of State on the 22nd day of February, 1990, under charter number N36732. Matters of only historical interest have been omitted.

ARTICLE I

The name of the corporation is:

HARRINGTON SOUND RESIDENT'S ASSOCIATION, INC.

The office of the association is located at 1700 Windstar Blvd., Naples, Florida 34112.

The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

The terms used in these Articles shall have the definitions as provided in Article I of Declaration of Covenants, Conditions and Restrictions for Harrington Sound (the "Declaration").

ARTICLE II

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of the Lots and Common Areas within that certain tract of property located in Collier County, Florida, known as "Harrington Sound" pursuant to the provisions of the Declaration, and to promote the betterment of the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and in furtherance of those purposes to:

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, applicable to the property, to be recorded in the Public Records of Collier County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth as length;

B. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses in connection therewith the other expenses incident to the conduct of the business of

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the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

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 with the consent of two-thirds (2/3) of the members entitled to vote, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

E. Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members;

F. Have and to exercise any and all powers, rights, and privileges which a corporation organized under the not-for-profit Corporation Law of the State of Florida by law may now or hereafter have or exercise;

ARTICLE III

MEMBERSHIP

Every person or entity who is a record owner of a Lot in Harrington Sound, which Lot, pursuant to the Declaration, is subject to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenance to and may not be separated from ownership of Lot which is subject to assessment by the Association.

ARTICLE IV

VOTING RIGHTS

Members shall be entitled to voting rights as provided in the By-Laws of the Association.

ARTICLE V

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of at least three (3) members

All of the duties and powers of the Association existing under the Act, the Declaration, these Articles, and the Bylaws shall be exercised exclusively by the Board of Directors, subject only to approval by Members when such approval is specifically required.

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.

ARTICLE VI

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 or she 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 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 Association, 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 failed to 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 Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her 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 or her in connection therewith.

C. **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 or she is not entitled to be indemnified by the Association as authorized by this Article VI.

D. **Miscellaneous.** The indemnification provided by this Article VI 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 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 Association would have the duty to indemnify him against such liability under the provisions of this Article.

ARTICLE VII

DURATION

The corporation shall exist perpetually. If this corporation shall ever be dissolved, the property owned by the corporation consisting of the surface water management system shall be conveyed to an appropriate agency of local government. If it is not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

ARTICLE VIII

AMENDMENTS

Amendments of these Articles shall require the consent of two-thirds (2/3) of the members entitled to vote, but no amendment shall be effective which is in contravention of the duties, responsibilities or obligations of the Association or the members as provided in the Declaration.

ARTICLE IX

NOT FOR PROFIT STATUS

In compliance with the requirements of Chapter 617, the corporation shall issue no stock, and no dividends shall be paid and no part of the income of the corporation shall be distributed to the members, directors or officers.