N37193

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Joseph E. Adams
Office Managing Shareholder
Board Certified Attorney, Condominium and
Planned Development Law
Phone: 239.433.7707 Fax: 239.433.5933
jadams@beckerlawyers.com

Becker & Poliakoff
Six Mile Corporate Park
12140 Carissa Commerce Court, Suite 200
Fort Myers, Florida 33966

Northern Trust Building
4001 Tamiami Trail North, Suite 270
Naples, Florida 34103

Becker

October 2, 2020

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

Re: The Heron Master Association, Inc. (Document No. N37193)

To Whom It May Concern:

Enclosed please find Articles of Amendment to Articles of Incorporation for the above-referenced corporation, along with check number 10367 in the amount of $35.00 to cover the cost of filing.

Please return a copy of the filed document to my attention. An extra copy of the document is enclosed herewith for your use.

Thank you for your attention to this matter.

Very truly yours,

Joseph E. Adams

Joseph E. Adams
For the Firm

JEA/sdi
Enclosures (as stated)

ARTICLES OF AMENDMENT 10:37
TO
ARTICLES OF INCORPORATION

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is The Heron Master Association, Inc.

SECOND: The attached amendment to the Amended and Restated Articles of Incorporation was adopted by the membership.

THIRD: The attached amendment to the Amended and Restated Articles of Incorporation was adopted by the required vote of the members on the 17th day of September 2020.

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

WITNESSES (TWO):

Rose Mary Foreman
Signature
Rose Mary Foreman
Printed Name

Charles R Foreman
Signature
Charles R. Foreman
Printed Name

THE HERON MASTER ASSOCIATION, INC.

BY: James Gordon
James Gordon, President

Date: 9/24/2020

(CORPORATE SEAL)

STATE OF Florida)
) SS:
COUNTY OF Lee)

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 24 day of September 2020, by James Gordon as President of The Heron Master Association, Inc., a Florida Corporation, on behalf of the corporation. He is ☒ personally known to me or ☐ has produced _____ (type of identification) as identification.

DAWN DE BONIS
MY COMMISSION # GG 106499
EXPIRES: July 14, 2021
Bonded Thru Notary Public Underwriters

Dawn De Bonis
Notary Public
Dawn De Bonis
Printed Name

My commission expires: 7/14/21

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Additions indicated by underlining.
Deletions indicated by striking through.

Amendment: Article XV (NEW), Amended and Restated Articles of Incorporation

ARTICLE XV
INDEMNIFICATION.

Section 1. Indemnity. The Association shall indemnify any director, officer, 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 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 approves such settlement as being in the best interest of the Association.

Section 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 XV, Section 1, 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.

Section 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 XV. 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.

Section 4. Miscellaneous. The indemnification provided by this Article XV 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.

Section 5. Insurance. The Association has the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or 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.

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