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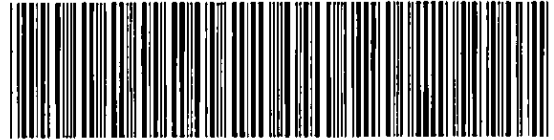
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FILED
2023 AUG 28 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FL

SEP - 7 2023

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

2023 AUG 28 PM 3:49

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
MONTEREY SINGLE FAMILY VILLA HOME NEIGHBORHOOD ASSOCIATION, INC.
(a Florida corporation not for profit)**

STATE
TALLAHASSEE, FL

Pursuant to Section 617.1007, Florida Statutes, these Articles of Incorporation of Monterey Single Family Villa Home Neighborhood Association, Inc., a Florida corporation not-for-profit, which was originally incorporated under the same name on December 19, 1991, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 671.1002, 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 Section 617.1002, Florida Statutes, and the omission of matters of historical interest. Any capitalized terms herein shall have the same meaning or definition as used in the Monterey Single Family Villa Home Neighborhood Covenants ("Villa Home Covenants") and in the Monterey Master Protective Covenants ("Master Covenants"). The Amended and Restated Articles of Incorporation of the Monterey Single Family Villa Home Neighborhood Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation is Monterey Single Family Villa Home Neighborhood Association, Inc., sometimes hereinafter referred to as the "corporation" or the "Villa Home Association".

ARTICLE II

PRINCIPAL OFFICE: The principal office of the corporation shall be c/o Sandcastle Community Management, 9150 Galleria Court, Suite 201, Naples, Florida 34109, or at such other address as the Board of Directors determines from time to time.

ARTICLE III

PURPOSE AND POWERS: The Villa Home Association will not permit pecuniary gain or profit nor distribution of its income to its members, officers or directors. It is a nonprofit corporation formed for the purpose of establishing a corporate residential community homeowners' association which, subject to the Monterey Single Family Villa Home Neighborhood Covenants ("Declaration"), originally recorded in the Public Records of Collier County, Florida, at Official Records Book 1672, at Page 742, *et seq.*, and as amended, has the powers described herein. The Villa Home Association shall have all of the common law and statutory powers of a Florida corporation not-for-profit consistent with these Articles, the Bylaws of the corporation, and with said Declaration and shall have all of the powers and authority reasonably necessary or appropriate for the operation and

AMENDED AND RESTATED ARTICLES OF INCORPORATION

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regulation of a residential community, subject to said recorded Declaration, as it may from time to time be amended, including but not limited to the power:

- (A) to fix, levy, collect and enforce payment by any lawful means all charges, assessments, or liens pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including, but not limited to, all license fees, taxes or governmental charges levied or imposed against the property or the corporation;
- (B) to make, amend and enforce reasonable rules and regulations governing the use of the Villa Home Association Common Areas, Lots, Homes, and the operation of the Villa Home Association;
- (C) to sue and be sued, and to enforce the provisions of the Declaration, the Articles, the Bylaws and the reasonable rules of the Villa Home Association;
- (D) to contract for the management and maintenance of the Villa Home Association Common Areas and to delegate any powers and duties of the Villa Home Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Villa Home Association;
- (E) to employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Villa Home Association;
- (F) to dedicate, sell or transfer all or any part of the Villa Home Association 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. No such dedication, sale or transfer shall be effective unless first approved by two-thirds (2/3rds) of the voting interests of the Villa Home Association, present and voting, in person or by proxy at a duly called meeting of the membership;
- (G) to borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts;
- (H) to maintain, repair, replace and provide insurance for the Villa Home Association Common Areas;
- (I) to acquire, (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the corporation;
- (J) to, regardless of any other provision of the governing documents, take such action as may reasonably appear to be necessary under emergency conditions, including a medical crisis or other state of emergency. This authority includes but shall not be limited to the authority to

expend any and all available association funds, including reserves, levy special assessments for heightened cleaning costs related to an Owner's (or his tenant, occupant, guest, invitee and/or licensee) behavior in the midst of a medical crisis, delay any prospective purchaser and/or tenant's move-in date in the midst of a medical crisis or other state of emergency, suspend rental activity in the midst of a medical crisis, and suspend any interior alterations or improvements in a Home or the Villa Home Association Common Areas in the midst of a medical crisis;

(K) to implement a disaster plan prior to, during or after an impending casualty, medical crisis or other state of emergency; and

(L) to exercise any and all powers, rights and privileges which a corporation organized under Chapters 617 and 720 of the Florida Statutes may now or hereafter have or exercise; subject always to the Declaration, as amended from time to time.

All funds and the title to all property acquired by the Villa Home Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and Voting Rights shall be as set forth in the Bylaws of the Villa Home Association, as they may be amended from time to time.

ARTICLE V

TERM; DISSOLUTION: The term of the Villa Home Association shall be perpetual. The Villa Home Association may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3rds) of total voting interests of the Villa Home Association. Upon dissolution of the Villa Home Association, other than incident to a merger or consolidation, its assets, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Villa Home Association was formed. In the event there is a refusal to accept such dedication, then such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization which is devoted to purposes similar to those of the Villa Home Association.

ARTICLE VI

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

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) **Proposal.** Amendments to these Articles shall be proposed by a majority of the Board of Directors or upon petition of one-fourth (1/4th) of the voting interests and shall be submitted to a vote of the members not later than the next annual meeting.
- (B) **Vote Required.** These Articles may be amended if the proposed amendment is approved by the affirmative vote of two-thirds (2/3) of the Owners present and voting, in person or by proxy, at a meeting of the members for which proper notice has been given and at which a quorum exists.
- (C) **Effective Date.** An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida with the same formalities as are required in the Declaration for recording amendments to the Declaration.

ARTICLE VIII

DIRECTORS AND OFFICERS:

- (A) The affairs of the Villa Home Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws. Directors must be members of the Villa Home Association, or a spouse of a member.
- (B) Directors of the Villa Home 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 Villa Home Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Villa Home Association and shall serve at the pleasure of the Board of Directors.

ARTICLE IX

INDEMNIFICATION:

To the fullest extent permitted by Florida law, the Villa Home Association shall indemnify and hold harmless every Director and every officer of the Villa Home Association against all expenses and

liabilities including attorney's fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of his or her being or having been a director or officer of the Villa Home Association. The foregoing right of indemnification shall not apply to:

- (A) Willful misconduct or a conscious disregard for the best interests of the Villa Home Association as determined in a proceeding by or in the right of the Villa Home 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 or her action was unlawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.
- (D) Wrongful conduct by Directors or officers, in a proceeding brought by or on behalf of the Villa Home Association.

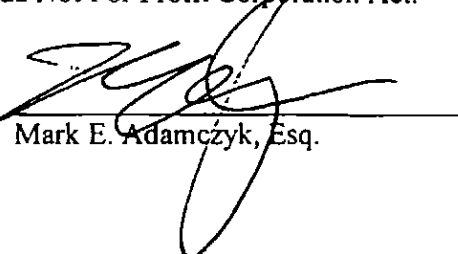
In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors vote that the settlement is in the best interest of the Villa Home Association. The foregoing rights of indemnification shall be in addition to, and not exclusive of all other rights to which a Director or officer may be entitled.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT:

The street address of the registered office of the Villa Home Association is Adamczyk Law Firm, PLLC, 9130 Galleria Court, Suite 201, Naples, FL 34109, and the registered agent of the Villa Home Association at that address shall be Mark E. Adamczyk, Esq., or as the same is amended from time to time.

The undersigned hereby accepts the designation of Registered Agent as set forth in Article X of these Articles of Incorporation and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.


Mark E. Adamczyk, Esq.

The date of each amendment(s) adoption: May 3, 2023, if other than the date this document was signed.

Effective date if applicable: May 3, 2023
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated MAY 24 2023

Signature Mark Gans
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Mark Gans

(Typed or printed name of person signing)

President

(Title of person signing)



August 24, 2023

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Amended and Restated Articles of Incorporation
Monterey Single Family Villa Home Neighborhood Association, Inc.
Document No. N46524**

Dear Ms. Butler:

We are in receipt of your correspondence dated August 8, 2023 (copy enclosed) and have applied the requested correction. We respectfully request you file the enclosed Amended and Restated Articles of Incorporation.

Please do not hesitate to contact me at (239) 631-6199 with any questions or concerns you may have.

Sincerely,


Brittany J. Tollef
Paralegal



May 26, 2023

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Amended and Restated Articles of Incorporation
Monterey Single Family Villa Home Neighborhood Association, Inc.
Document No. N46524**

Dear Sir or Madame:

We respectfully request you file the enclosed Amended and Restated Articles of Incorporation. Enclosed is check #5536, in the amount of \$43.75, which represents the filing fee and certified copy fee.

Also enclosed is a stamped, self-addressed envelope for return of the filed and certified documents. Please do not hesitate to contact me at (239) 631-6199 with any questions or concerns you may have.

Sincerely,

Brittany J. Tollett
Paralegal



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 8, 2023

MARK GANS
9150 GALLERIA COURT
SUITE 201
NAPLES, FL 34109

SUBJECT: MONTEREY SINGLE FAMILY VILLA HOME NEIGHBORHOOD
ASSOCIATION, INC.
Ref. Number: N46524

We have received your document for MONTEREY SINGLE FAMILY VILLA HOME NEIGHBORHOOD ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please remove "Certificate of Recording", and title your Articles Amended and Restated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Anissa Butler
Regulatory Specialist II

Letter Number: 823A00017858

