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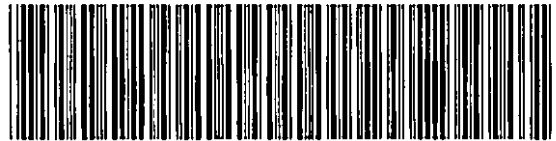
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# SAMOUCÉ & GAL, P.A.

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ROBERT C. SAMOUCÉ

ALFRED F. GAL, JR.

STEPHEN E. SAMOUCÉ

SUSAN D. EVANS

OF COUNSEL

[RobSamouce@SandGLawFirm.com](mailto:RobSamouce@SandGLawFirm.com)

[AlfredGal@SandGLawFirm.com](mailto:AlfredGal@SandGLawFirm.com)

[StephenSamouce@SandGLawFirm.com](mailto:StephenSamouce@SandGLawFirm.com)

August 6, 2018

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

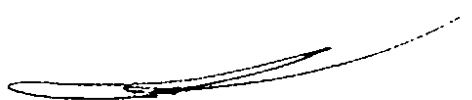
**RE: Amended and Restated Articles of Incorporation of  
Old Naples Seaport Yacht Association, Inc.**

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Amended and Restated Articles of Incorporation of Old Naples Seaport Yacht Association, Inc., to be filed with your office. Please return a certified copy to our office at your earliest convenience. Also enclosed is a check in the amount of \$43.75 for filing fees.

Thank you for your assistance in this matter.

Sincerely,  
SAMOUCÉ & GAL, P.A.



Robert Samouce  
For the Firm

Enclosures

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

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
OLD NAPLES SEAPORT YACHT ASSOCIATION, INC.**

Pursuant to Chapter 617, Florida Statutes and the Articles of Incorporation of Coconut Grove Yacht Association Inc., a Florida corporation not for profit, the Association was incorporated on April 3, 1992. The name of the Association was changed to Old Naples Seaport Yacht Association, Inc. on November 12, 1996. The Articles of Incorporation are hereby amended, and restated in their entirety as amended. All amendments included herein have been adopted pursuant to Chapter 617, Florida Statutes. The Amended and Restated Articles of Incorporation of Old Naples Seaport Yacht Association, Inc., shall henceforth be as follows:

**ARTICLE I**

**NAME:** The name of the corporation, herein called the "Association," is Old Naples Seaport Yacht Association, Inc., and its address is 895 10<sup>th</sup> Street South, Suite 201, Naples, Florida 34102.

**DEFINITIONS:** The terms used herein shall have the same definitions as stated in the Declaration of Covenants and Restrictions to which these Articles are attached as an Exhibit.

**ARTICLE II**

**PURPOSE AND POWERS:** The purpose for which the Association is organized is to provide an entity pursuant to Chapter 617 of the Florida Statutes for the operation of Old Naples Seaport Marina, located in Collier County, Florida.

The Association is organized and shall exist 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 of the Association. 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, except as expressly limited or modified by these Articles, the Declaration of Covenants and Restrictions or the Bylaws, as they may be amended from time to time, 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.
- (B) To protect, maintain, repair, replace and operate the Marina Property.

**ARTICLES OF INCORPORATION**

**EXHIBIT "C"**

-2-

- (C) To purchase insurance upon the Marina Property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the Marina Property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the Marina Property, and the operation of the Association.
- (F) To approve or disapprove the transfer, leasing and occupancy of units, as provided in the Governing Documents.
- (G) To enforce the provisions of the Governing Documents of the Association.
- (H) To contract for the management and maintenance of the Marina Property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Covenants and Restrictions 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 Marina Property.
- (J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has this power whether or not the lands or facilities are contiguous to the lands of the Marina, if such agreements or use interests are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.
- (K) To borrow money if necessary to perform its functions hereunder.

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 Governing Documents of the Association.

### **ARTICLE III**

#### **MEMBERSHIP:**

- (A) The members of the Association shall be the holder of a Boat Slip Unit Sublease in the Marina, as further provided in the Declaration of Covenants and Restrictions of the Association. After termination of the Declaration of Covenants and Restrictions, the members shall consist of those who were members at the time of such termination and their successors in interest.
- (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 not less than five (5) Directors, and in the absence of such determination shall consist of five (5) 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 written petition, signed by at least one-fourth (1/4th) of the voting interests.

(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 required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by at least two-thirds (2/3rds) of the voting interests present in person or by proxy and voting at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.

(D) Effective Date. An amendment shall become effective upon proper filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida, with the same formalities as required by law for recording an amendment to the Bylaws.

## **ARTICLE VIII**

**INDEMNIFICATION:** To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director, officer and volunteer 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, officer or volunteer 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 against the Association to procure a judgement in its favor.

(B) Violation of criminal law, unless the person seeking indemnification 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 person seeking indemnification 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 wilful 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 is subject to the findings by at least a majority of the disinterested Directors that the settlement is 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 including rights under an Association Directors' and Officers' liability insurance policy, if any.

## CERTIFICATE

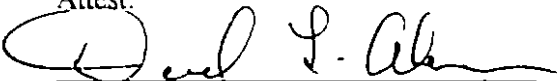
The undersigned, being the duly elected and acting President of Old Naples Seaport Yacht Association, Inc., hereby certifies that the Articles of Incorporation were amended by the approval of at least sixty percent (60%) of the total voting power of the Association at a meeting of the members on June 20, 2018 and reconvened on July 25, 2018 after notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that the number of votes casts was sufficient for their amendment.

Executed this 27<sup>th</sup> day of July, 2018.

**OLD NAPLES SEAPORT YACHT ASSOCIATION, INC.**

  
\_\_\_\_\_  
David Hirshberg, President  
7065 Live Oak Dr.  
Naples, FL 34114

Attest:

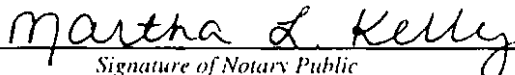
  
\_\_\_\_\_  
David Alcorn, Secretary

(SEAL)

STATE OF FL  
COUNTY OF Collier

Subscribed to before me this 27<sup>th</sup> day of July, 2018 by David Hirshberg, President of Old Naples Seaport Yacht Association, Inc., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce \_\_\_\_\_ as identification.

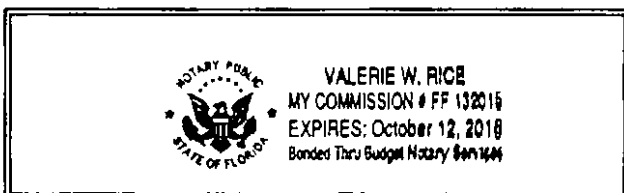


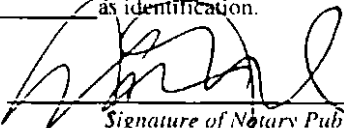
  
\_\_\_\_\_  
Signature of Notary Public

(Print, Type or Stamp Commissioned Name of Notary Public) (Affix Notarial Seal)

STATE OF FL  
COUNTY OF COLUER

Subscribed to before me this 27<sup>th</sup> day of July, 2018 by David Alcorn, Secretary of Old Naples Seaport Yacht Association, Inc., a Florida corporation not for profit, on behalf of the corporation. Hhe is personally known to me or did produce \_\_\_\_\_ as identification.



  
\_\_\_\_\_  
Signature of Notary Public

(Print, Type or Stamp Commissioned Name of Notary Public) (Affix Notarial Seal)