

N49050

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

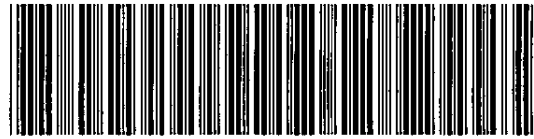
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300122702343

04/10/08--01009--016 **35.00

*Amended And
Restated Art*

FILED
08 APR 10 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Roberts APR 15 2008

**BECKER &
POLIAKOFF**

Becker & Poliakoff Building
14241 Metropolis Avenue, Suite 100
Ft. Myers, Florida 33912
Phone: (239) 433-7707 Fax: (239) 433-5933
Toll Free: (800) 462-7780
999 Vanderbilt Beach Road, Suite 501
Naples, Florida 34108
Phone: (239) 552-3200 Fax: (239) 514-2146
Toll Free: (800) 362-7537

ADMINISTRATIVE OFFICE
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
800.432.7712 U.S. TOLL FREE

WWW.BECKER-POLIAKOFF.COM
BP@BECKER-POLIAKOFF.COM

April 5, 2008

Reply To:
Naples
Gregory W. Marler, Esq.
GMarler@becker-poliakoff.com

State of Florida
Division of Corporations
Amendments Section
Post Office Box 6327
Tallahassee, Florida 32301

**Re: The Foundation of Pelican Marsh, Inc. (Document No. N49050)
Articles of Amended and Restated Articles of Incorporation**

Dear Sir or Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation for the above-referenced Corporation along with check number 2166 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, together with a self-addressed, stamped envelope.

Thank you for your attention to this matter

Very truly yours,



Gregory W. Marler
For the Firm

GWM/bsr
Enclosures (as stated)

NAP_DB: 37661_1

FLORIDA OFFICES
BOCA RATON
FORT MYERS
FORT WALTON BEACH
HOLLYWOOD
HOMESTEAD
MELBOURNE *
MIAMI
NAPLES
ORLANDO
PORT ST. LUCIE
SARASOTA
TALLAHASSEE
TAMPA BAY
WEST PALM BEACH

U.S. & GLOBAL OFFICES
BEIJING *
NEW YORK CITY
PARIS *
PRAGUE
TEL AVIV *

* by appointment only

FILED

08 APR 10 AM 10:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

THE FOUNDATION OF PELICAN MARSH, INC.

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION –
SEE CURRENT AMENDED AND RESTATED ARTICLES
OF INCORPORATION FOR CURRENT TEXT**

These are the Amended and Restated Articles of Incorporation for The Foundation of Pelican Marsh, Inc. originally filed with the Florida Department of State the 22nd day of May 1992, under Document Number N49050. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapters 617 and 720, Florida Statutes.

1. NAME. The name of the corporation shall be THE FOUNDATION OF PELICAN MARSH, INC. For convenience, the corporation shall be referred to in this instrument as the "the Foundation", the Declaration of General Covenants, Conditions and Restrictions as "Declaration", these Articles of Incorporation as the "Articles", and the Bylaws of the Foundation as the "Bylaws". Its principal office shall be at 1504 Pelican Marsh Boulevard, Naples, Florida 34109 or at such other place in Collier County, Florida as may be designated from time to time by the Board of Directors.

2. PURPOSE. The purpose for which the Foundation is organized is to serve as a "Homeowners' Association" as described in Section 720.301, Florida Statutes, as amended from time-to-time, and as governed by Chapter 617, Florida Statutes, being the Florida Not-For-Profit Corporations Act, and to promote the health, safety and welfare of its Members and their property within the Properties commonly referred to as Pelican Marsh.

3. DEFINITIONS. The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of General Covenants, Conditions and Restrictions for Pelican Marsh, dated December 7, 1993, and recorded in Official Records Book 1891, at Page 1814, *et seq.*, of the Public Records of Collier County, Florida, and as subsequently amended, unless herein provided to the contrary, or unless the context otherwise requires.

4. POWERS. The powers of the Foundation shall include and be governed by the following:

FOUNDATION OF PELICAN MARSH
Amended and Restated Articles of Incorporation
Page 1 of 4

4.1 General. The Foundation 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 these Articles, or prohibited by law.

4.2 Enumeration. The Foundation 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 and as it may be amended from time to time, these Articles and as they may be amended from time to time, and the Bylaws and 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 Units within Pelican Marsh, 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 Foundation.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Foundation property and other property acquired or leased by the Foundation for use by members.

4.2.4 To purchase insurance upon the Foundation property and insurance for the protection of the Foundation, its officers, Directors, and members.

4.2.5 To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Foundation property and for the health, comfort, safety and welfare of the members.

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

4.2.7 To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Foundation property.

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

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

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

4.3 Foundation Property. All funds and the titles of all properties acquired by the Foundation 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 Foundation shall make no distribution of income to its members, directors or officers.

4.5 Limitation. The powers of the Foundation shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

5. MEMBERS. The members of the Foundation shall consist of all of the record owners of Units in the Properties commonly referred to as Pelican Marsh as set forth in the Declaration.

5.1 Assignment. The share of a member in the funds and assets of the Foundation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.2 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

5.3 Meetings. The Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

6. TERM OF EXISTENCE. The Foundation shall have perpetual existence.

7. OFFICERS. The affairs of the Foundation shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors of the Foundation at its first meeting following the annual meeting of the members of the Foundation 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.

FOUNDATION OF PELICAN MARSH
Amended and Restated Articles of Incorporation
Page 3 of 4

8.1 Number and Qualification. The property, business and affairs of the Foundation 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 Foundation existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by members when such approval is specifically required.

8.3 Elections and Removal. Directors of the Foundation 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 Method of Proposal. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than twenty-five percent (25%) of the voting interests of the Foundation.

10.2 Notice. The subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

10.3 Adoption. An amendment so proposed may be approved by a majority of the voting interests of the Foundation present in person or by proxy and voting at a duly noticed meeting called for such purpose at which a quorum is attained. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Foundation, upon Board approval, without need for Foundation membership vote.

10.4 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 certified by the Secretary of State shall be recorded in the Public Records of Collier County, Florida.

11. REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT. 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.

NAP_DB: 24242_4

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

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

FIRST: The name of the corporation is **The Foundation of Pelican Marsh, 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 27th day of March, 2008.

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

WITNESSES:
(TWO).

THE FOUNDATION OF PELICAN MARSH, INC.

James W. Clancy
Signature
James W. Clancy
Printed Name

BY:

James Carter
James Carter, Vice-President

Date:

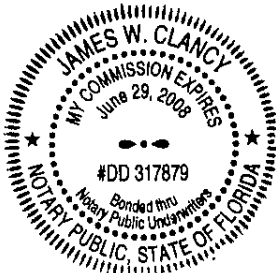
4/3/08

(CORPORATE SEAL)

Paula Fox
Signature
Paula Fox
Printed Name

STATE OF Florida)
COUNTY OF Collier) SS:

The foregoing instrument was acknowledged before me this 3rd day of April, 2008 by **James Carter** as Vice-President of **The Foundation of Pelican Marsh**, a Florida Corporation, on behalf of the corporation, who is personally known to me.



James W. Clancy
Notary Public

James W. Clancy
Printed Name

My commission expires:

June 29, 2008