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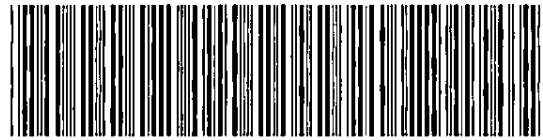
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CERTIFICATE OF RECORDATION

**AMENDED AND RESTATED MASTER
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR THE GROVES**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
THE GROVES RESIDENTS' ASSOCIATION, INC.**

**AMENDED AND RESTATED BY-LAWS
THE GROVES RESIDENTS' ASSOCIATION, INC.**

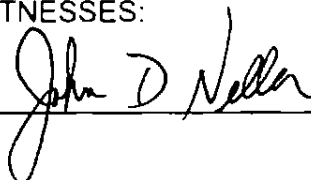
I HEREBY CERTIFY that the attached Amended and Restated Master Declaration of Covenants, Conditions and Restrictions for the Groves, inclusive of the Amended and Restated Articles of Incorporation and Amended and Restated Bylaws of The Groves Residents' Association, Inc., were duly adopted by written consent of three-quarters of the membership (291) in accordance with Section 8.01 of the original Master Declaration of Covenants, Conditions and Restrictions. Such consents have been duly verified by the Association and will remain a permanent record of the Association.

The original Master Declaration of Covenants, Conditions and Restrictions is recorded at O.R. Book 1840, Page 74, et seq., of the Public Records of Collier County, Florida, and subjects certain real property situated in Collier County, Florida, and more particularly described in the attached Exhibit "A" to the terms, conditions, rights and obligations of this Master Declaration and created a nonprofit membership corporation called the Groves Residents' Association with the power and duty of maintaining and administering the Common Areas and facilities and utilities serving the community and enforcing this Master Declaration.

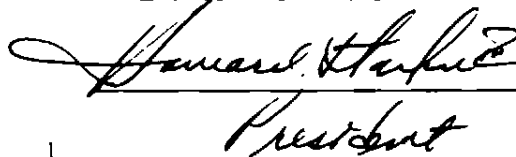
By adoption of this Amended and Restated Master Declaration of Covenants, Conditions and Restrictions, the Association members ratify governance of the property described in Exhibit "A" in accordance with and subject to these covenants and restrictions.

INSTR 6544090 OR 6358 PG 698
RECORDED 5/9/2024 2:18 PM PAGES 68
CLERK OF THE CIRCUIT COURT AND COMPTROLLER
COLLIER COUNTY FLORIDA
REC \$579.50

WITNESSES:



THE GROVES RESIDENTS' ASS'N



President

Print Name: JOHN D NELLER
Address: 2526 ORCHID BAY DR 104
NAPLES, FL 34109

Howard Stanton, President
Date: 4/23/2024

James Groskovitch
Print Name: James Groskovitch
Address: 7425 Plumbaro Bridge, L-104
NAPLES, FL 34109

STATE OF FLORIDA
COUNTY OF COLLIER

THIS INSTRUMENT was acknowledged before me, the undersigned authority, on this 20th day of April, 2024, by Howard Stanton as President of The Groves Residents' Association, Inc., by means of ☒ physical presence OR ☐ online notarization, who personally appeared before me and who ☒ is personally known to me, or ☐ who did produce _____ as identification.



KARY J. BERTRAND
Commission # HH 364864
Expires February 21, 2027

Kary J. Bertrand
Name: Kary J. Bertrand

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SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION. FOR PRESENT TEXT, SEE ORIGINAL ARTICLES RECORDED AT O.R. BK 1840, PG 102, ET SEQ.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

FOR

THE GROVES RESIDENT'S ASSOCIATION, INC.

These are the Amended and Restated Articles of Incorporation for The Groves Resident's Association, Inc., originally filed with the Florida Department of State on November 9, 1992, under Document Number N92000000197.

1. NAME. The name of the corporation is THE GROVES RESIDENT'S ASSOCIATION, INC. For convenience's sake, the corporation shall be referred to as the "Association," these Amended Articles of Incorporation as the "Articles," the Amended Bylaws as the "Bylaws," and the Amended and Restated Declaration of Covenants, Conditions and Restrictions for the Groves Resident's Association, as the "Declaration."

2. PURPOSE. The purpose for which the Association is organized is to provide a not-for-profit entity pursuant to Chapter 617, Fla. Stat., for the maintenance and operation of that certain tract of property located in Collier County, Florida and known as "The Groves" pursuant to the Declaration, together with all easements, use rights and licenses held by the Association, as may be noted in the Declaration or recorded in the Public Records of Collier County, Florida.

3. DEFINITIONS. The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration, unless herein provided to the contrary, or unless the context otherwise requires.

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

4.1 General. The Association will have all 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 of the Act.

4.2 Enumeration. The Association shall have all the powers and duties set forth in the Act and as it may be amended from time to time, except as limited by these Articles and as they may be amended from time to time, the Bylaws and as they may be amended from time to time, and all of the powers

EXHIBIT "B" to the Amended and Restated
Declaration of Covenants, Conditions and Restrictions
(Articles of Incorporation)

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and duties reasonably necessary to operate the Property pursuant to the Declaration as it 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 pursuant to the terms of the Declaration, and to use the proceeds thereof in the exercise of its powers and duties.
- 4.2.2 To buy, own, operate, lease, sell, trade and dispose of both real and personal property as may be necessary or convenient in the administration of the Association.
- 4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Property and other property acquired, leased or licensed by the Association for use by Unit Owners.
- 4.2.4 To purchase insurance upon the Property and insurance for the protection of the Association, its officers, Directors and members.
- 4.2.5 To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Property and for the health, comfort, safety and welfare of the Unit Owners.
- 4.2.6 To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Property.
- 4.2.7 To contract for the management of the Property, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those that require special approval of the Board of Directors or the membership of the Association.
- 4.2.8 To dedicate, transfer or convey all or any part of the Common Areas to a public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members.
- 4.2.9 To employ personnel to perform the services required for proper operation of the Association and the Property.

5. MEMBERS. The members of the Association shall consist of all the record owners of condominium units in The North Groves Condominium and the Piper's Grove Condominium.

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5.1 Assignment. The share of a member in the funds and assets of the Association 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 two units shall be entitled to one vote for each Unit.

5.3 Distribution of income. The Association shall make no distribution of income to its members, Directors or officers.

6. TERM OF EXISTENCE. The Association shall have perpetual existence. However, if this corporation should 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 by such agency, then the surface water management system will be dedicated to a similar non-profit corporation or entity.

7. OFFICERS. The affairs of the Association shall be administered by the officers designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office officers, for filling vacancies, and for the duties of the officers.

8. DIRECTORS.

8.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of Directors determined by the Bylaws, which shall consist of not less than five Directors. Directors must be members or the spouse of a member of the Association.

8.2 Duties and Powers. All 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, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.

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8.3 Election; Removal. 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.

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 as follows:

10.1 Proposal of Amendments. An amendment may be proposed by either a majority of the Directors or by twenty-five percent (25%) of the entire voting interests, provided that any proposed amendment that contravenes the duties, responsibilities and obligations of the Association or its members as provided in the Declaration shall not be considered by the Board or voted upon by the members.

10.2 Proposed Amendment Format. Proposals to amend existing Articles of Incorporation shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be lined through with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER FOR PRESENT TEXT."

10.3 Notice. Copies of proposed amendments shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.

10.4 Adoption of Amendments. A resolution for the adoption of a proposed amendment may be adopted by a vote of two-thirds (2/3s) of seventy-five percent (75%) of the Voting Interests of the Association, who must be present in person or by proxy and voting at a duly noticed meeting at which a quorum is present, or by written agreement of seventy-five percent (75%) of the Voting Interests. Amendments correcting errors, omission or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for a membership vote.

10.5 Effective Date. An amendment when adopted shall become effective after being recorded in the Public Records of Collier County according to law and filed with the Secretary of State.

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10.6 Automatic amendment. These Articles shall be deemed amended, if necessary, to make the same consistent with the provisions of the Declaration. The Board of Directors, without a vote of the owners, may adopt by majority vote, amendments to these Articles as the Board deems necessary to comply with such operational changes as may be enacted by future amendment to Chapters 617 and 718 of the Florida Statutes (2022), or such other statutes or administrative regulations as required for the operation of the Association.

10.7 Proviso. Provided, however, that no amendment shall change the configuration of any unit or the share in the Common Elements appurtenant to it, or increase the owner's share of the Common Expenses, unless the record owner of the unit concerned and all record owners of the mortgages on such unit shall join in the execution of the amendment, and all other unit owners approve the amendment.

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