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COR AMND/RESTATE/CORRECT OR O/D RESIGN
SOUTH BAY AT BOCA BAY HOMEOWNERS ASSOCIATION, INC.

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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTH BAY AT BOCA BAY HOMEOWNERS ASSOCIATION INC.**

Pursuant to Section 617.1007, Florida Statutes, the Amended and Restated Articles of Incorporation of South Bay at Boca Bay Homeowners Association, Inc., a Florida not for profit corporation, are hereby further amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1007, Florida Statutes, and there is no discrepancy between the Association's Articles of Incorporation as heretofore amended and the provisions of these Second Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.1007, Florida Statutes, and the omission of matters of historical interest. The Second Amended and Restated Articles of Incorporation of South Bay at Boca Bay Homeowners Association, Inc. ("Articles") shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation is: South Bay at Boca Bay Homeowners Association, Inc.

ARTICLE II

DURATION: The Association shall have perpetual existence.

ARTICLE III

PURPOSE: The purposes for which the Association is organized are as follows:

3.1 To operate on a non-stock basis as a corporation not-for-profit pursuant to Chapter 617 and Chapter 720, Florida Statutes; and to exercise all of the common law and statutory powers of a corporation not for profit under the laws of Florida which are not in conflict with the terms of these Articles, the Second Amended and Restated Declaration of Covenants and Restrictions of South Bay at Boca Bay, a Boca Bay Neighborhood ("Declaration") and the Second Amended and Restated Bylaws, and it shall have all of the powers and duties reasonably necessary to operate the Association pursuant to the Declaration as it may hereafter be amended including but not limited to:

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- (A) To carry out the terms and provisions of the Declaration, as same may be amended from time to time.
- (B) To operate, manage, maintain, repair, replace, insure, protect and improve the common areas as described in the aforementioned Declaration.
- (C) To carry out the terms and provisions of any other declaration of covenants and restrictions or similar document, submitting property to the jurisdiction of, or assigning responsibilities, rights or duties to the Association.
- (D) To promote the health, safety, welfare, comfort, and social and economic well-being of the Owners and residents of the subject property, as authorized by the Declaration, by these Articles, and by the Bylaws.
- (E) 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.
- (F) To make, amend and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association.
- (G) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.
- (H) To borrow money if necessary to perform its other functions hereunder subject to any restrictions in the Bylaws.

3.2 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the Bylaws and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the South Bay at Boca Bay Declaration, these Articles and Bylaws.

ARTICLE IV

MEMBERS: The qualification of members and the manner of their admission shall be as regulated by the Bylaws.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS: The principal place of business of the Association is 801 Gulf Boulevard, Boca Grande, Florida 33921 and its mailing address is Post Office Box 1239, Boca Grande, Florida 33921.

ARTICLE VI

DIRECTORS AND OFFICERS:

6.1 The affairs of the Association shall be managed by a Board consisting of not less than three (3) Directors. The number and qualifications of Directors shall be determined in accordance with the Bylaws. In the absence of such determination, there shall be three (3) Directors.

6.2 The Directors of the Association shall be elected by the members.

6.3 A Director shall discharge his or her duties, including any duties as a member of a committee, in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Association. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his or her duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by (a) one or more officers or employees of the Association whom the Director reasonably believes to be reasonable and competent in the matters presented, (b) legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the persons' professional or expert competence, or (c) a committee if the Director reasonably believes the committee merits confidence. A Director is not liable for any action taken as a Director, or any failure to take action, if he or she performed the duties of the office in compliance with the foregoing standards.

6.4 The officers shall be elected by the Board of Directors after the annual meeting of the members.

ARTICLE VII

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 attorney's 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 or officer 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 in the right of the Association to procure a judgment in its favor.
- (B) A 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 willful 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 finding 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.

ARTICLE VIII

AMENDMENTS: These Articles may be further amended in the following manner:

8.1 Notice. Notice of the subject matter of a proposed amendment to these Articles shall be included in the notice of any meeting of the members or the Board of Directors at which a proposed amendment is to be considered.

8.2 Initiation. A resolution to amend these Articles may be proposed by majority vote of the Directors, or by petition signed by not less than twenty percent (20%) of the members.

8.3 Adoption of Amendments. A resolution for the adoption of a proposed amendment to these Articles shall be approved by members having not less than a majority of the votes of the entire membership of the Association. Any amendment approved by the members may provide that the Board may not further amend, modify or repeal such amendment.

8.4 Limitation on Amendments. No amendment shall make any changes in the qualification for membership nor in the voting rights or property rights of members without approval by all of the members. No amendment shall be made that is in conflict with the Declaration.

8.5 Execution and Recording. No amendment to these Articles shall be valid unless filed with the Secretary of State and recorded in the public records of Lee County, Florida.

CERTIFICATE

The undersigned, being the duly elected and acting President and Secretary of South Bay at Boca Bay Homeowners Association, Inc., hereby certify that the foregoing were duly approved by at least a majority of the votes of the Board of Directors at a meeting held on the 16th day of September, 2021. The undersigned further certify that the foregoing were approved by at least a majority of the votes of the entire membership of the Association after due notice, in accordance with the requirements of the Amended and Restated Articles of Incorporation for their amendment, and that said vote is sufficient for their amendment. The foregoing both amend and restate the amended Articles of Incorporation in their entirety.

Executed this 11 day of Oct, 2021.

South Bay at Boca Bay Homeowners
Association, Inc.

John Hendel
_____, President

Attest:

James Hornig
_____, Secretary

(SEAL)

STATE OF FLORIDA)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, this 11 day of October, 2021, personally appeared John Hendel, President, and James Hornig, Secretary, respectively, of South Bay at Boca Bay Homeowners Association, Inc., a Florida not for profit corporation, on behalf of the corporation. They are ☒ personally known to me or ☐ produced the following _____ form _____ of _____ identification:

Susan L. Najjar
Notary Public
Susan L. Najjar
Print Name

My Commission Expires:
(SEAL)

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