

N93000001381

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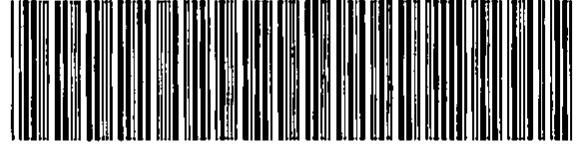
(Business Entity Name)

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2019 MAY 30 AM 8:11

FILED

Amended
Restated

MAY 31 2019

LAL BRITTON



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 14, 2019

HAMILTON MIKES, P.A.
3301 BONITA BEACH ROAD
STE. 200
BONITA SPRINGS, FL 32314

SUBJECT: CAPTAIN'S BAY SOUTH CONDOMINIUM ASSOCIATION, INC.
Ref. Number: N93000001381

We have received your document for CAPTAIN'S BAY SOUTH CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

The certificate of adoption must refer to the Amended and Restated Articles pursuant to the provisions of Section 617.1007, Florida Statutes.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 019A00009652

*Resent Articles of Incorr to
Client for signature 5-21-19*

2019 MAY 30 AM 11:08
RECEIVED

**ARTICLES OF RESTATEMENT OF ARTICLES OF INCORPORATION
CAPTAIN'S BAY SOUTH CONDOMINIUM ASSOCIATION, INC.**

Pursuant to the provisions of Sections 617.01201 and 617.1006, Florida Statutes, the undersigned corporation restates its Articles of Incorporation.

- A. The name of the corporation is Captain's Bay South Condominium Association, Inc.
- B. The restatement contains amendments to the Articles of Incorporation requiring member approval.
- C. The attached restated Articles of Incorporation were adopted by the membership.
- D. The attached restated Articles of Incorporation were adopted by the required vote of the members on the 25th day of March, 2019.
- E. The number of votes cast were sufficient for approval.
- F. Duly adopted restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

Dated this 21st day of May, 2019.

Witnesses:

Joselyn Dunn
By: Joselyn Dunn

Jill B Keller
By: Jill B Keller

**CAPTAIN'S BAY SOUTH CONDOMINIUM
ASSOCIATION, INC.**

Gary Keller
By: Gary Keller
Association President

(Corporate Seal)

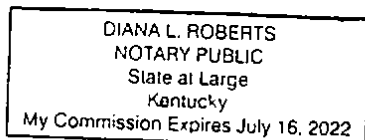
STATE OF Kentucky
COUNTY OF Daviess

Subscribed before me this 21st day of May, 2019, by Gary Keller, Association President, who is personally known to me or produced personally known as identification.

Diane L Roberts
NOTARY PUBLIC

Diane L Roberts
Printed Name of Notary Public

My Commission Expires:



AMENDED AND RESTATED ARTICLES OF INCORPORATION

FOR

CAPTAIN'S BAY SOUTH CONDOMINIUM ASSOCIATION, INC.

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION. SEE PRIOR ARTICLES OF
INCORPORATION FOR PREVIOUS TEXT.**

These are the Amended and Restated Articles of Incorporation for Captain's Bay South Condominium Association, Inc. originally filed with the Florida Department of State on the 22nd day of March, 1993, under Charter Number N93000001381. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapter 617, Florida Statutes.

**ARTICLE I
NAME**

1.01 The name of this corporation is *Captain's Bay South Condominium Association, Inc.*

**ARTICLE II
TERM**

2.01 The term of this corporation shall commence as of the date of the filing of these Articles with the Secretary of State of Florida.

2.02 This corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

3.01 This corporation is organized for the purpose of providing an entity under the Florida Condominium Act (the "Act") for the operation of a condominium located in Lee County, Florida, and known as Captain's Bay South Condominium.

**ARTICLE IV
DEFINITION**

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

**ARTICLE V
POWERS**

5.01 The Association shall have all of the powers provided in § 617.0302, Florida Statutes, except as limited by the provisions of chapter 718, Florida Statutes.

ARTICLE VI DISTRIBUTIONS

6.01 The Association shall not pay any dividends or distribute any part of the income of the Association, if any, to its members, directors or officers. All monies and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

6.02 Nothing herein, however, shall be construed to prohibit the Association from conferring benefits upon its members in conformity with its purposes or from making any payments or distributions to members of monies or properties upon dissolution or final liquidation as permitted by the Florida Not For Profit Corporation Act.

ARTICLE VII MEMBERSHIP

7.01 The Members of the Association shall consist of all the record Owners of Units in the Condominium.

7.02 Membership shall be appurtenant to and may not be separated from the ownership of a Condominium Unit.

ARTICLE VIII VOTING

8.01 The owner or owners of each Condominium Unit shall be entitled to one (1) vote which is appurtenant to ownership of the Condominium Unit.

8.02 In the event that two or more Members are the record owners of a fee simple title to a Condominium Unit, then the member who shall be entitled to cast the votes for the Condominium Unit shall be determined as provided in the Bylaws.

ARTICLE IX DIRECTORS

9.01 The number of Directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than five (5).

9.02 All of 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, subject only to approval by members when such approval is specifically required.

9.03 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.

ARTICLE X 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 of Officers, for filling vacancies, and for the duties of the Officers.

ARTICLE XI BYLAWS

11.01 The Bylaws may be altered, amended or rescinded in the manner provided for in the Bylaws.

ARTICLE XII INDEMNIFICATION

12.01 The Association shall indemnify any Officer, Director, or Committee Member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, Officer, or Committee Member of the Association, against expenses (including attorney's fee and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person failed to act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and Committee Members as permitted by Florida law. In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association.

12.02 To the extent that a Director, Officer, or Committee Member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section A above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

12.03 Reasonable expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding.

upon receipt of an undertaking by or on behalf of the affected Director, Officer, or Committee Member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by this Article XII.

12.04 The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or Committee Member and shall inure to the benefit of the heirs and personal representatives of such person.

12.05 The Association shall have the power and duty to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee Member, employee, or agent of the Association, or a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the duty to indemnify him against such liability under the provisions of this Article.

ARTICLE XIII TRANSACTIONS

13.01 In the absence of fraud, no contract or other transaction between the Association and any other person, firm, association, corporation, partnership or other legal entity shall be affected or invalidated by the fact that any Director or Officer of the Association is pecuniarily or otherwise interested in, or is a director, member or officer of any such other firm, association, corporation, partnership or other legal entity, or is a party or is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation, partnership or other legal entity pecuniarily or otherwise interested therein.

ARTICLE XIV AMENDMENT

14.01 Proposal of Amendments. An amendment may be proposed by the President of the Association, a majority of the Directors, or by fifteen percent (15%) of the entire Voting Interests not from the same building.

14.02 Proposed Amendment Format. Proposals to amend the 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 ARTICLES OF INCORPORATION. SEE ARTICLE NUMBER FOR PRESENT TEXT."

14.03 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered or in connection with documentation for action without a meeting.

14.04 Adoption of Amendments. A resolution for the adoption of a proposed amendment

may be adopted by a vote of two-thirds ($2/3^{\text{rds}}$) of the Voting Interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present, or by the written agreement of two-thirds ($2/3^{\text{rds}}$) of the entire Voting Interests. Amendments correcting errors, omissions or scrivener's errors may be executed by the Officers of the Association, upon Board approval, without need for Association membership vote.

14.05 Effective Date. An amendment when adopted shall become effective after being recorded in the Lee County Public Records and filed with the Florida Secretary of State, Division of Corporations, according to law.

ARTICLE XV GENDER AND NUMBER

15.01 Wherever herein used, one gender shall include all genders, and the singular shall include the plural and visa versa, as the context requires.

ARTICLE XVI REGISTERED AGENT AND REGISTERED OFFICE

16.01 The registered office address and the name of the registered agent of the corporation shall be the corporation's current management company and the corporation's current legal counsel.