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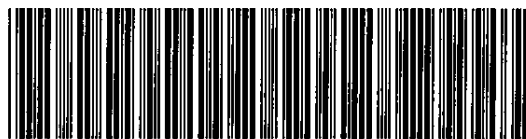
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SAMOUCÉ, MURRELL & GAL, P.A.
www.smg-law.net

5405 Park Central Court
Naples, Florida 34109

Robert C. Samouce
Robert E. Murrell
Alfred F. Gal, Jr.

Telephone (239) 596-9522
Facsimile (239) 596-9523

July 23, 2007

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

Re: Articles of Incorporation of Pelican Isle Master Association, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Amended and Restated Articles of Incorporation for the above referenced Association to be filed with your office. Please return a certified copy of the Amended and Restated Articles of Incorporation 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, MURRELL & GAL, P.A.

Teresa Murrell
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
PELICAN ISLE MASTER ASSOCIATION, INC.**

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation of Pelican Isle Master Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on July 18, 1994 are hereby amended, and restated in their entirety as amended. All amendments included herein have been adopted pursuant to Chapter 617, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Chapter 617, Florida Statutes and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Pelican Isle Master Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Master Association," is Pelican Isle Master Association, Inc., and its address is 435 Dockside Drive, Unit 203 , Naples, Florida 34110.

ARTICLE II

PRINCIPAL OFFICE: The principal office of the corporation shall be located at 435 Dockside Drive, Naples, Florida 34110.

ARTICLE III

PURPOSE AND POWERS: The Master Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and this Association will not permit pecuniary gain or profit nor distribution of its income to its members, officers or Directors. It is a nonprofit corporation formed for the purpose of establishing a corporate residential community and yacht club homeowners' association which, subject to a Declaration of Covenants, Conditions and Restrictions For Pelican Isle originally recorded in the Public Records of Collier County, Florida, at O.R. Book 1964 at Page 821 *et seq.*, has the powers described herein. The Master Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles, the Bylaws of the corporation, and with said Declaration of Covenants, Conditions and Restrictions For Pelican Isle, and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential community which includes a yacht club and its private marina, subject to said recorded Declaration, as it may from time to time be amended, including but not limited to the power:

ARTICLES OF INCORPORATION

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- (A) To fix, levy, collect and enforce payment by any lawful means all charges, assessments, or liens pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all license fees, taxes or governmental charges levied or imposed against the property or the corporation;
- (B) To make, amend and enforce reasonable rules and regulations governing the use of the Properties controlled by the Master Association and the operation of the Master Association;
- (C) To sue and be sued, and to enforce the provisions of the Declaration, these Articles, and the Bylaws of the Master Association;
- (D) To contract for the management and maintenance of the Properties and to delegate any powers and duties of the Master Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Master Association;
- (E) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Properties;
- (F) To dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication, sale or transfer shall be effective unless an instrument has been signed by two-thirds (2/3rds) of the voting interests agreeing to such dedication, sale or transfer or where such action has been approved by two-thirds (2/3rds) of the voting interests present in person or by proxy and voting at any annual or special meeting called for the purpose;
- (G) To borrow money, and with the prior approval of two-thirds (2/3rds) of the voting interests present in person or by proxy and voting at any annual or special meeting called for the purpose, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (H) To maintain, repair, replace and provide insurance for the Properties controlled by the Master Association;
- (I) To acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the corporation;
- (J) To exercise any and all powers, rights and privileges which a corporation organized under Chapter 617 of Florida Statutes may now or hereafter have or exercise; subject always to the Declaration as amended from time to time; and

ARTICLES OF INCORPORATION

EXHIBIT "F"

All funds and the title to all property acquired by the Master Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and Voting Rights shall be as set forth in the Bylaws of the Master Association.

ARTICLE V

TERM; DISSOLUTION: The term of the Master Association shall be perpetual. The Master Association may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3rds) of the voting interests of members of the Master Association other than the Yacht Club member and two-thirds (2/3rds) of the voting interests of the Yacht Club member. Upon dissolution of the Master Association, other than incident to a merger or consolidation, its assets, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Master Association was formed. In the event there is a refusal to accept such dedication, then such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization which is devoted to purposes similar to those of this Association.

ARTICLE VI

BYLAWS: The Bylaws of the Master Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII

DIRECTORS AND OFFICERS:

- (A) The affairs of the Master Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.
- (B) Directors of the Master 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 Master 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 Master Association, and they shall serve at the pleasure of the Board.

ARTICLE VIII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) Proposal. Amendments to these Articles shall be proposed by a majority of the Board or upon petition of one-fourth (1/4th) of the voting interests, and shall be submitted to a vote of the members not later than the next annual meeting.
- (B) Vote Required. Except as otherwise required by Florida law, these Articles of Incorporation may be amended if the proposed amendment is approved by at least a majority of the voting interests of the members of the Master Association other than the Yacht Club member and at least a majority of the voting interests of the Yacht Club member at any annual or special meeting, provided that notice of any proposed amendment has been given to the members of the Master Association, and that the notice contains a fair statement of the proposed amendment.
- (C) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida with the same formalities as are required in the Declaration for recording amendments to the Declaration.

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Master Association shall indemnify and hold harmless every Director and every officer of the Master 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 Master Association. The foregoing right of indemnification shall not apply to:

- (A) Willful misconduct or a conscious disregard for the best interests of the Master Association, in a preceding by or in the right of the Master Association to procure a judgement in its favor.
- (B) A violation of criminal law, unless the Director or officer 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 Director or officer derived an improper personal benefit.
- (D) Wrongful conduct by Directors or officers, in a proceeding brought by or on behalf of the Master Association.

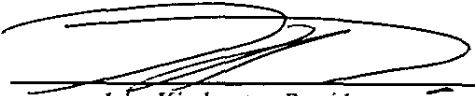
In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the settlement as being in the best interest of the Master Association. The foregoing rights of indemnification shall be in addition to, and not exclusive of all other rights to which a Director or officer may be entitled.

CERTIFICATE

The undersigned, being the duly elected and acting President of Pelican Isle Master Association, Inc., hereby certifies that the foregoing was approved and adopted by the voting members representing and voting on behalf of at least two-thirds (2/3) of the voting interests at a meeting held on March 20, 2007, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said vote was sufficient for their amendment. The foregoing both amend and restate the Articles of Incorporation in their entirety; and the amendment and restatement is adopted in the form attached hereto and made a part hereof.

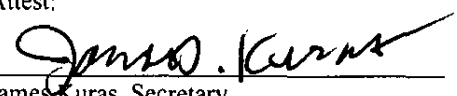
Executed this 28th day of JUNE, 2007

PELICAN ISLE MASTER ASSOCIATION, INC.



John Kindsvater, President
435 Dockside Drive, Unit #203
Naples, FL 34110

Attest:

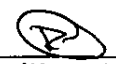


James Kuras, Secretary

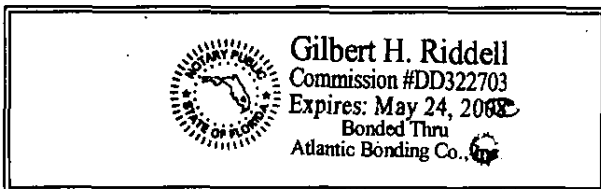
(SEAL)

STATE OF FLORIDA
COUNTY OF Collier

Subscribed to before me this 28th day of JUNE, 2007, by John Kindsvater, as President of Pelican Isle Master Association, Inc., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce KNOWN TO ME as identification.

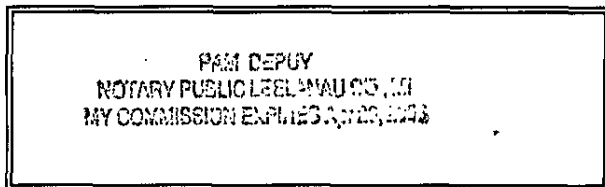


Signature of Notary Public



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

STATE OF MICHIGAN
COUNTY OF LEELANAU



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

Subscribed to before me this 30th day of JUNE, 2007, by James Kuras, as Secretary of Pelican Isle Master 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

ARTICLES OF INCORPORATION

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EXHIBIT "F"