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

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Prepared by:  
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9110 Strada Place  
Naples, FL 34108

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

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

BEACH VIEW AT BOCA BAY HOMEOWNERS ASSOCIATION, INC.

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Beach View 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 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 Amended and Restated Articles of Incorporation of Beach View at Boca Bay Homeowners Association, Inc. ("Articles") shall henceforth be as follows:

ARTICLE I

**NAME:** The name of the corporation is: Beach View 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 Amended and Restated Declaration of Covenants and Restrictions of Beach View at Boca Bay, a Boca Bay Neighborhood ("Declaration") and the 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:

Beach View at Boca Bay Homeowners Association, Inc.  
AMENDED AND RESTATED ARTICLES OF INCORPORATION

Page 1

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(((H19000030644 3)))

- (A) To carry out the terms and provisions of the Declaration, as same may be amended from time to time.
- (B) To own, convey, operate, manage, maintain, repair, replace, insure, protect and improve the Common Areas as described in the aforementioned Declaration and real and personal property.
- (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, and to levy, collect and enforce Assessments against Members as provided in the Declaration.
- (F) To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas, 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.
- (I) To sue or be sued.
- (J) To employ the personnel necessary to perform the services, or to enter into contracts to perform the services, required by the Declaration to include, but not be limited to, a contract for services to operate and maintain the storm water management system.
- (K) To operate, control and maintain that portion of the storm water management system not maintained by Lee County or Boca Bay Master Association, Inc. within or upon the Subject Property, including but not limited to retention areas, culverts and related appurtenances, in accordance with South Florida Water Management District Permit No. 36-00 791S and the Lee County Land Development Code and, in the event the Association is dissolved, to assign or dedicate the surface water management system and related easements on the Subject Property to a similar non-profit organization to assure continued management in perpetuity.

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 Chapters 617 and 720, Florida Statutes, provided that in the event of conflict, the provisions of the Act shall control over those of the Beach View at Boca Bay Declaration, these Articles and Bylaws.

Beach View at Boca Bay Homeowners Association, Inc.  
AMENDED AND RESTATED ARTICLES OF INCORPORATION

Page 2

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(((H19000030644 3)))

(((H19000030644 3)))

**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 current and previous 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

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(((H19000030644 3)))

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-five percent (25%) 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.

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.

Beach View at Boca Bay Homeowners Association, Inc.  
AMENDED AND RESTATED ARTICLES OF INCORPORATION

Page 4

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(((H19000030644 3)))

# CERTIFICATE

The undersigned, being the duly elected and acting President and Secretary of Beach View 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 13<sup>th</sup> day of SEPTEMBER, 2010 after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said vote is sufficient for their amendment. The foregoing both amend and restate the Articles of Incorporation in their entirety.

Executed this 14<sup>th</sup> day of January, 2019.

BEACH VIEW AT BOCA BAY  
HOMEOWNERS ASSOCIATION, INC.

G. Darsie  
Gay Darsie, President

Attest:

Hank Cox  
Hank Cox, Secretary

(SEAL)

STATE OF FLORIDA )  
COUNTY OF LEE )

BEFORE ME, the undersigned authority, this 14<sup>th</sup> day of January, 2019, personally appeared Gay Darsie, President, and Hank Cox, Secretary, respectively, of Beach View of 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: \_\_\_\_\_

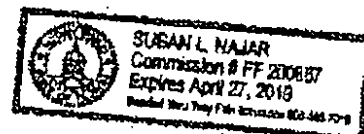
Susan L. Najjar  
Notary Public

SUSAN L. NAJJAR  
Print Name

My Commission Expires:  
(SEAL)

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Beach View at Boca Bay Homeowners Association, Inc.  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
Page 5

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