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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended &
Restated Articles
Article

7-10-08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE ESTATES AT BAY COLONY GOLF CLUB NEIGHBORHOOD ASSOCIATION, INC.

DOCUMENT NUMBER: N95000001708

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

James D. Dati, Esq.

(Name of Contact Person)

Bond, Schoeneck & King, P.A.

(Firm/ Company)

4001 Tamiami Trail North, Suite 250

(Address)

Naples, Florida 34103

(City/ State and Zip Code)

For further information concerning this matter, please call:

James D. Dati, Esq.

(Name of Contact Person)

at (239) 659-3800

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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2008 JUL -7 PM 2:29
ASSOCIATION, INC.

THE ESTATES AT BAY COLONY GOLF CLUB NEIGHBORHOOD ASSOCIATION, INC.
(Name of corporation as currently filed with the Florida Dept. of State)

(Document number of corporation (if known))

NEW CORPORATE NAME (if changing):

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Amended and Restated Articles of Incorporation are attached.

(Attach additional pages if necessary)
(continued)

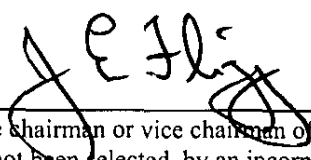
The date of adoption of the amendment(s) was: March 3, 2008

Effective date if applicable: Date of filing
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature


(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

James E. Fligg

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

THE ESTATES AT BAY COLONY GOLF CLUB NEIGHBORHOOD ASSOCIATION, INC. (A
Florida Corporation Not-for-Profit)

Substantial changes have been made to these Articles Of Incorporation of THE ESTATES AT BAY COLONY GOLF CLUB NEIGHBORHOOD ASSOCIATION, INC.. Refer to the Articles of Incorporation of THE ESTATES AT BAY COLONY GOLF CLUB NEIGHBORHOOD ASSOCIATION, INC. recorded in O.R. Book 1825, Pages 261 et seq., of the Public Records of Collier County, Florida (the "Prior Articles"), for the original text being revised and replaced hereunder.

WHEREAS, the Prior Articles of THE ESTATES AT BAY COLONY GOLF CLUB NEIGHBORHOOD ASSOCIATION, INC., a Florida corporation not-for-profit (the "Neighborhood Association"), were filed with the Secretary of State of Florida on April 11, 1995, and assigned document number N95000001708, as amended by an amendment filed on July 16, 2002;

WHEREAS, these Amended and Restated Articles of Incorporation of THE ESTATES AT BAY COLONY GOLF CLUB NEIGHBORHOOD ASSOCIATION, INC. (these "Articles"), contain extensive amendments and restatements to the Prior Articles requiring approval of the Members of the Neighborhood Association. The Board of Directors of the Neighborhood Association unanimously proposed and approved these Articles on March 3, 2008. These Articles were adopted and approved by two-thirds (2/3) of the Members of the Neighborhood Association at a duly called and noticed meeting held on March 3, 2008, and the number of votes cast was sufficient for approval;

WHEREAS, these Articles shall become effective upon filing with the Florida Department of State. Upon such filing, these Articles shall amend, restate, and replace the Prior Articles in their entirety.

NOW, THEREFORE, the Neighborhood Association hereby amends, restates, and replaces the Prior Articles as follows:

The undersigned by these Articles, hereby certify as follows:

ARTICLE I
NAME

The name of this corporation shall be The Estates at Bay Colony Golf Club Neighborhood Association, Inc. (hereinafter referred to as the "Neighborhood Association"), whose present address is 10495 Goodlette Road North, Naples, FL 34109. The Neighborhood Association is a Florida corporation not-for-profit in accordance with the provisions of Chapter 617, Florida Statutes.

ARTICLE II
DEFINITIONS

A. All terms which are defined in the Amended and Restated Declaration of Protective Covenants, Conditions, and Restrictions for The Estates at Bay Colony Golf Club Neighborhood

("Neighborhood Covenants"), shall be used herein with the same meanings as defined in said Neighborhood Covenants, except as may otherwise be set forth herein.

B. "Member" as used herein shall mean and refer to "Neighborhood Member" as that term is defined in the Neighborhood Covenants, unless the context clearly indicates otherwise.

ARTICLE III PURPOSES

The purposes for which this Neighborhood Association is organized are to take title to, operate, administer, manage, lease, and maintain the Neighborhood Common Areas of the Neighborhood or such portions thereof or of Pelican Marsh as are dedicated to or made the responsibility of the Neighborhood Association in the Neighborhood Covenants or in any of the BC Documents or the PM Documents in accordance with the terms and purposes set forth therein; and to conduct any lawful business permitted under the laws of the State of Florida for corporations not-for-profit, in order to carry out the covenants and enforce the provisions of any of the Neighborhood Documents, all subject to the jurisdiction of the Community Association and Foundation. The Neighborhood Association is NOT a condominium association under Chapter 718, Florida Statutes.

ARTICLE IV POWERS

The Neighborhood Association shall have the following powers and shall be governed by the following provisions, subject to the jurisdiction of the Community Association and the Foundation:

A. The Neighborhood Association shall have all of the common law and statutory powers of a corporation not-for-profit that are not in conflict with the terms of the BC Documents, the PM Documents, or the Neighborhood Documents.

B. The Neighborhood Association shall have all of the powers reasonably necessary to implement its purposes including, but not limited to, the following:

1. To perform any act required or contemplated by it under any BC Documents or the Neighborhood Documents or the PM Documents;

2. To make, establish, and enforce reasonable rules and regulations governing the use of the Neighborhood Common Areas not inconsistent with those of the Community Association and Foundation;

3. To make, levy, and collect assessment; directly or through the Community Association for the purpose of obtaining funds for the payment of Neighborhood Common Expenses, or other expenses in the manner provided in the Neighborhood Documents, and to use and expend the proceeds of such assessments in the exercise of the powers and duties of the Neighborhood Association;

4. To maintain, repair, replace, and operate those portions of the Neighborhood and of Pelican Marsh that it is required to maintain, repair, replace, and operate in accordance with the BC Documents, the PM Documents and the Neighborhood Documents;

5. To enforce the provisions of the Neighborhood Documents, the BC Documents, and PM Documents, where appropriate;

6. To construct improvements to the Neighborhood in accordance with the BC Documents, the PM Documents, and the Neighborhood Documents; and

7. To employ personnel and to retain independent contractors and professionals; and to enter into service contracts to provide for the maintenance, operation, and management of property; and to enter into any other agreements consistent with the purposes of the Neighborhood Association, including, but not limited to, professional management, and to delegate to such professional management certain powers and duties of the Neighborhood Association where such function is not performed by the Community Association.

ARTICLE V MEMBERS AND VOTING

The qualification of Members of the Neighborhood Association, the manner of their admission to membership, and voting by Members, shall be as follows:

A. Membership in the Neighborhood Association shall be established by the acquisition of ownership of fee title to a Site, which shall pass as an appurtenance thereto with no such membership or rights arising therefrom being transferable in any manner except as an appurtenance to such Site. No new Member's rights shall be effective until the new Member presents the Neighborhood Association with a copy of the recorded deed or other muniment of title conveying title of the Site.

B. Each Site shall be entitled to one (1) vote, which vote shall be exercised and cast in accordance with the Neighborhood Covenants and Neighborhood By-Laws.

C. The following provisions shall govern the right of each Member to vote and the manner of exercising such vote:

1. There shall be only one (1) vote for each Site, and if there is more than one (1) Owner with respect to such Site as a result of the fee interest in such Site being held by more than one (1) person, such Owners, collectively, shall be entitled to only one (1) vote in the manner determined by the Neighborhood Covenants and the By-Laws.

2. The Members shall elect the Board of Directors of the Neighborhood Association in the manner provided for in Article IX of these Articles.

D. Each Member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the BC Documents, the Neighborhood Documents, and the PM Documents.

E. The Neighborhood is entitled to one (1) Voting Member in the Community Association in accordance with the BC Documents. The Voting Member shall be the President of the Neighborhood Association or, in the President's absence, the Vice President, and shall have the powers and duties as set forth in the BC Documents and the Neighborhood Documents.

F. The Neighborhood Voting Member shall hold and cast all of the votes of the Neighborhood on Foundation matters, or otherwise in accordance with the PM Documents, the BC Documents, and the By-Laws.

ARTICLE VI
TERM

The term for which this Neighborhood Association is to exist shall be perpetual.

ARTICLE VII
INCORPORATORS

The name and street address of the Incorporator of the Neighborhood Association was as follows:

<u>Name</u>	<u>Address</u>
Thad D. Kirkpatrick	801 Laurel Oak Drive, Suite 500 Naples, Florida 33963

ARTICLE VIII
OFFICERS

A. The affairs of the Neighborhood Association shall be managed by the President, one (1) or more Vice Presidents, a Secretary, and a Treasurer and, if elected by the Board of Directors of the Neighborhood Association, one (1) or more Assistant Secretaries, and one (1) or more Assistant Treasurers, which officers shall be subject to the direction of the Board. All Officers must be Members of the Neighborhood Association.

B. The Board of Directors shall elect the President, the Vice President, the Secretary, and the Treasurer; and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors shall, from time to time, determine appropriate. Such officers shall be elected annually by the Board of Directors at the first meeting of the Board Directors; provided, however, that such officers may be removed by the Board of Directors and other persons may be elected by the Board of Directors as such officers in the manner provided in the By-Laws. The President shall be a Director, but no other officer need be a member of the Board of Directors. The same person may hold two offices, the duties of which are not incompatible; provided, however, the offices of President and Vice President shall not be held by the same person, nor shall the offices of President and Secretary or Assistant Secretary be held by the same person.

ARTICLE IX
BOARD OF DIRECTORS

A. The Board of Directors shall be comprised of five (5) Directors elected by the Members of the Neighborhood Association, as more specifically set forth in the By-Laws, and one (1) additional Director appointed by the Board of Directors of Bay Colony Golf Club, Inc.. All Directors must be Members of the Neighborhood Association. The Board of Directors are presently:

Ronald McGinty
9823 Niblick Lane
Naples, FL 34108

E.M. "Chuck" Cavalier
8665 Bay Colony Drive, #1604
Naples, FL 34108

Charles Smith
9763 Bent Grass Bend
Naples, FL 34108

James Fligg
1253 Waggle Way
Naples, FL 34108

Donna Eskra
9730 Niblick Lane
Naples, FL 34108

Luann Battenberg
9655 Mashie Court
Naples, FL 34108

ARTICLE X INDEMNIFICATION

Every Director, every officer of the Neighborhood Association, and every member of any committee created pursuant to the Neighborhood Documents ("Indemnified Party"), shall be indemnified by the Neighborhood Association against all expenses and liabilities, including attorneys' fees through all trial and appellate levels, reasonably incurred by or imposed upon the Indemnified Party in connection with any proceeding, arbitration, or settlement to which the Indemnified Party may be a party, or in which the Indemnified Party may become involved, by reason of the Indemnified Party being or having been a Director, officer, or committee member of the Neighborhood Association, whether or not the Indemnified Party is a Director, officer, or committee member at the time such expenses are incurred. Notwithstanding the foregoing, in the event of a settlement, the indemnification provisions herein shall not be automatic, and shall apply only when the Board of Directors approves such settlement. Notwithstanding anything contained herein to the contrary, in instances when the Director, officer, or committee member admits or is adjudged guilty of willful malfeasance in the performance of a Director's, officer's, or committee member's duties, the indemnification provisions contained herein shall not apply. Otherwise, the foregoing right of indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which such Director, officer, or committee member may be entitled by common law or statute.

ARTICLE XI
BY-LAWS

By-Laws of the Neighborhood Association may be altered, amended, or rescinded in the manner provided in the By-Laws. In the event of a conflict between the provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

ARTICLE XII
AMENDMENTS

A. These Articles may be amended by the following methods:

1. (a) The Board of Directors shall adopt a resolution setting forth the proposed amendment, and directing that it be submitted to a vote at a meeting of Members, which may be either the Annual Meeting or a special meeting. Any number of proposed amendments may be submitted to the Members and voted upon by them at one meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member within the time and in the manner provided in the By-Laws for the giving of notice of meetings of Members.

(c) At such meeting, a vote of the Members shall be taken on the proposed amendment(s). The proposed amendment shall be adopted upon receiving the affirmative vote of at least two-thirds (2/3) of all votes entitled to be cast.

2. An amendment may be adopted by a written statement, in lieu of a meeting, signed by all Directors setting forth their intention that an amendment to these Articles be adopted.

B. No amendment may be made to these Articles that shall in any manner reduce, amend, affect, or modify the terms, conditions, provisions, rights, and obligations set forth in the PM Documents, BC Documents, or Neighborhood Covenants or By-Laws.

C. A copy of each amendment shall be filed and certified by the Secretary of State of the State of Florida.

D. A certified copy of each such amendment shall be attached to any certified copy of these Articles, and shall be a part of such Articles and an exhibit to the Neighborhood Covenants upon the recording of the Neighborhood Covenants; or, in lieu thereof, these Articles may be restated as adopted in accordance with Article XV hereof, and a certified copy thereof shall be attached as an exhibit to the Neighborhood Covenants upon recordation thereof.

E. There shall be no amendment to these Articles that shall abridge, amend, or alter the rights of any Institutional Mortgagee without the prior written consent of such Institutional Mortgagee, provided that such Institutional Mortgagee has duly notified the Association of its desire to receive notice of same.

ARTICLE XIII
TRANSACTION IN WHICH OFFICERS OR DIRECTORS ARE INTERESTED

No contract or transaction between the Neighborhood Association and one (1) or more of its Directors or Officers, or between the Neighborhood Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Directors or Officers are Directors or Officers and have a financial interest, shall be invalid, void, or voidable solely for this reason; or solely because the Director or Officer is present at or participates in the meeting of the Board or a committee thereof that authorized the contract or transaction; or solely because the Director's or Officer's votes are counted for such purpose, provided that in all cases such interest is fully disclosed. No Director or Officer of the Neighborhood Association shall incur liability by reason of the fact that the Director or Officer is or may be interested in any such contract or transaction.

ARTICLE XIV
SUCCESSOR ENTITIES

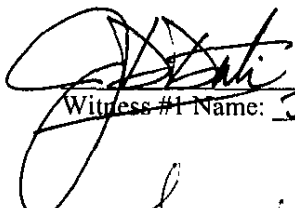
In the event of the dissolution of the Neighborhood Association, or any successor entity thereto, any property dedicated or conveyed to the Neighborhood Association shall be transferred to either a successor entity or an appropriate governmental agency or public body to be maintained for the purposes for which the Neighborhood Association, or a successor thereto, was maintaining such property in accordance with the terms and provisions under which such property was being held by the Neighborhood Association, or such successors.

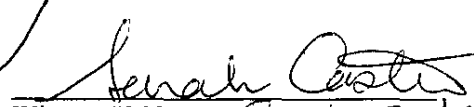
ARTICLE XV
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Neighborhood Association is 10495 Goodlette Road North, Naples, FL 34109, and the Registered Agent of the Neighborhood Association at that address shall be Bonnie Hand.

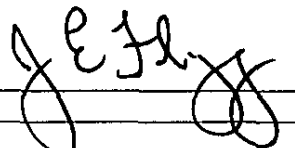
IN WITNESS WHEREOF, The Estates at Bay Colony Golf Club Neighborhood Association, Inc., has caused these Articles to be executed this 3 day of March, 2008.

Signed, sealed and delivered
In the presence of:


Witness #1 Name: James D. Dati


Witness #2 Name: Sarah Castro

The Estates at Bay Colony Golf Club
Neighborhood Association, Inc.,

By: 
Name: _____
Title: _____

(CORPORATE SEAL)

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation of Registered Agent of The Estates at Bay Colony Golf Club Neighborhood Association, Inc. as set forth in Article XV of these Articles, and agrees to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Bonnie Hand
Name: Bonnie Hand

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 3 day of March, 2008, by James E. Fligg, the President of The Estates at Bay Colony Golf Club Neighborhood Association, Inc., a Florida corporation, on behalf of the corporation. He/she is personally known to me.

James D. Dati
Print: James D. Dati
Notary Public
Commission #
Commission Expires: November 7, 2009
JAMES D. DATI
MY COMMISSION # DD 484428
EXPIRES: November 7, 2009
Bonded Thru Notary Public Underwriters

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 3 day of March, 2008, by Bonnie Hand, as Registered Agent of The Estates at Bay Colony Golf Club Neighborhood Association, Inc., a Florida corporation, on behalf of the corporation. He/she is personally known to me.

James D. Dati
Print: James D. Dati
Notary Public
Commission #
Commission Expires: November 7, 2009
JAMES D. DATI
MY COMMISSION # DD 484428
EXPIRES: November 7, 2009
Bonded Thru Notary Public Underwriters