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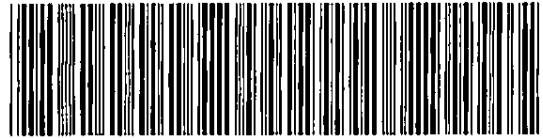
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Amended + Restated
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SAMOUCE & GAL, P.A.
A T T O R N E Y S A T L A W

ROBERT C. SAMOUCÉ
ALFRED F. GAL, JR.
STEPHEN E. SAMOUCÉ

RobSamouce@SandGLawFirm.com
AlfredGal@SandGLawFirm.com
StephenSamouce@SandGLawFirm.com

April 18, 2023

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

Re: Articles of Incorporation of The Residences at Pelican Isle Condominium Association, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Amended and Restated Articles of Incorporation of The Residences at Pelican Isle Condominium Association, Inc. Association, Inc. to be filed with your office. Please return a certified copy of the Articles to our office at your earliest convenience. Also enclosed is a check in the amount of \$43.75 for filing and copy fees.

Thank you for your assistance in this matter.

Sincerely,
SAMOUCÉ & GAL, P.A.



Robert Samouce
For the Firm

Enclosures

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FILED

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE RESIDENCES AT PELICAN ISLE
CONDOMINIUM ASSOCIATION, INC.**

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of The Residences at Pelican Isle Yacht Club Condominium Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on July 28, 1995, are hereby amended and restated in their entirety, and the name of the corporation is changed. All amendments included herein have been adopted pursuant to Section 617.1002(4), 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 Section 617.1002 and the omission of matters of historical interest. The name of the corporation is now, and shall hereafter be "The Residences at Pelican Isle Condominium Association, Inc." The Amended and Restated Articles of Incorporation of The Residences at Pelican Isle Condominium Association, Inc., shall be as follows:

ARTICLE I

NAME: The name of the corporation, (the "Association") shall hereafter be The Residences at Pelican Isle Yacht Club Condominium Association, Inc.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity for the operation of a residential community which includes property submitted to the condominium form of ownership, located in Collier County, Florida.

The 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 no income of the Association shall be distributed or inure to the private benefit of any Unit Owner, Director or officer. For the accomplishment of its purposes, the Association has all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as expressly limited or modified by these Articles, the Declarations of Condominium for the various condominiums operated by the Association, the Bylaws of the Association, or the Florida Condominium Act. The Association also has all of the powers and duties reasonably necessary to operate the condominiums pursuant to said Declarations as they may hereafter be amended, including but not limited to the following:

- (A) 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.

(B) To protect, maintain, repair, replace and operate the condominium property and association property.

(C) To purchase insurance upon the condominium property and common areas for the protection of the Association and its members.

(D) To reconstruct improvements after casualty and to make further improvements of the property subject to its jurisdiction.

(E) To make, amend and enforce reasonable rules and regulations governing the use of the common areas and common elements, and the operation of the Association.

(F) To approve or disapprove the transfer of ownership and leasing of units, as and to the extent provided for in the respective Declarations.

(G) To enforce the provisions of the Condominium Act, the Declarations of Condominium for the various Condominiums operated by the Association, these Articles, the By-Laws and any Rules and Regulations of the Association.

(H) To contract for the management and maintenance of the property within the condominium properties, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required to be exercised by the Board of Directors or the membership of the Association.

(I) To employ accountants, attorneys, engineers, architects, and other professional personnel to perform the services required for proper operation of the Association.

(J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities intended to provide enjoyment, recreation, or other use or benefit to the unit owners.

(K) To borrow money if necessary to perform its other functions hereunder.

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

ARTICLE III

MEMBERSHIP:

(A) The members of the Association are the record owners of a fee simple interest in one or more units, as further provided in the Bylaws.

(B) The undivided share owned by each member in the funds and assets of the Association cannot be assigned or transferred in any manner, except as an appurtenance to his Unit.

(C) The owners of each Unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

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

ARTICLE VI

DIRECTORS AND OFFICERS:

(A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors provided in the Bylaws, and in the absence of specification in the Bylaws shall consist of one (1) Director from The Residences I at Pelican Isle Yacht Club, a Condominium, one (1) Director from The Residences II at Pelican Isle Yacht Club, a Condominium, and one (1) Director from The Residences III at Pelican Isle Yacht Club, a Condominium.

(B) Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed from office, and vacancies on the Board of Directors shall be filled, in the manner provided by the Bylaws.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by a majority of the entire Board of Directors at its first meeting after the annual meeting of the members of the Association, and shall serve at the pleasure of a majority of the Board.

ARTICLE VII

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

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by written petition to the Board signed by at least one-fourth (1/4th) of the voting interests of the Association.

(B) Procedure. Upon any amendment to these Articles being so proposed by the Board or the Unit Owners, the proposed amendment shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

(C) Vote Required for Adoption. Except as otherwise provided by Florida law, these Articles of Incorporation may be amended by the vote of a majority of the voting interests of the Association at any annual or special meeting called for the purpose, or by approval in writing signed by a majority of the voting interests of the Association without a meeting. Notice of any proposed amendment must be given as required by law.

(D) Effective Date. An amendment becomes effective after proper filing with the Florida Secretary of State and recording a certified copy in the Public Records of Collier County, Florida in the same manner as required for recording an amendment to the Bylaws.

ARTICLE VIII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys 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 judgement 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 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.

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. 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 The Residences at Pelican Isle Condominium, Inc., hereby certifies that the foregoing were approved and adopted by an affirmative vote of a majority of the voting interests at a meeting held on March 23, 2023, 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. The number of votes cast was sufficient for their amendment.

Executed this 3rd day of April, 2023.

**THE RESIDENCES AT PELICAN ISLE
CONDOMINIUM, INC.**

Suzanne Ring
Suzanne Ring, President
425 Dockside Drive, #705
Naples, FL 34110

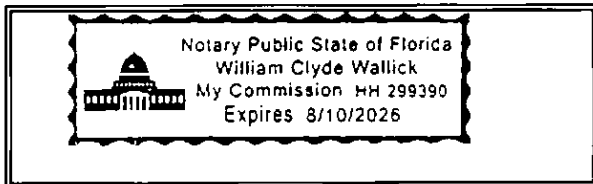
Attest:

Keith Watson
Keith Watson, Secretary

(SEAL)

**STATE OF FLORIDA
COUNTY OF COLLIER**

Subscribed to before me by means of physical presence this 3rd day of April, 2023 by Suzanne Ring, President of ~~The Residences~~ at Pelican Isle Condominium, Inc., a Florida corporation not for profit, on behalf of the corporation. She is personally known to me or did produce _____ as identification.

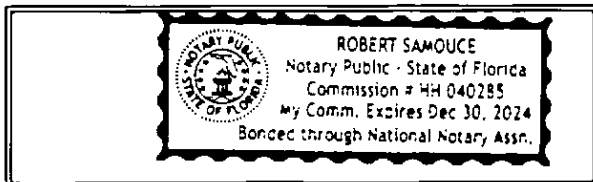


William Clyde Wallick
Signature of Notary Public

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

STATE OF Florida
COUNTY OF Collier

Subscribed to before me by means of physical presence this 26th day of March, 2023 by Keith Watson, Secretary of The Residences at Pelican Isle Condominium, Inc., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce _____ as identification.



[Signature]
Signature of Notary Public

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

This instrument prepared by Robert C. Samouce, Esq., Samouce & Gal, P.A., 3060 Tamiami Trail N., Naples, FL 34103.

ARTICLES OF INCORPORATION

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EXHIBIT "C"