

4/17/2019 11:07:50 AM

Metcalfe, Louise

1-239-390-1901

Page 2

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H190001069203)))



H190001069203AUC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)617-6320

From:

Account Name : COHEN & COHEN, P.C.  
Account Number : 120030000042  
Phone : (239)390-1912  
Fax Number : (239)390-1901

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: cdavies@cohenlaw.com

CC

COR AMND/RESTATE/CORRECT OR O/D RESIGN  
CLUB RAPHAEL AT PELICAN BAY CONDOMINIUM ASSOCIATION,

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

Amended  
Restated

APR 02 2019

Electronic Filing Menu

Corporate Filing Menu

Help

I ALBRITTON

RECEIVED

SECRET  
FBI

FILED  
2019 APR -1 PM 10:35

RECEIVED  
2019 APR -1 PM 2

**COHEN & GRIGSBY, P.C.**

MERCATO – SUITE 6200

9110 STRADA PLACE

NAPLES, FL 34108-2938

MAIN PHONE: (239) 390-1900

MAIN FAX: (239) 390-1901

The information contained in this transmission is confidential and may be subject to attorney-client privilege. This fax is intended only for the use of the individual or entity named below. Unauthorized use, disclosure or copying of the information contained in this transmission is strictly prohibited and may be unlawful. If you have received this communication in error, please immediately notify us at (239) 390-1900 and return the original message to us at the above address via the United States Postal Service. We will reimburse any costs you incur in notifying and returning this message to us. Thank you.

---

DATE:	4/1/2019
NUMBER OF PAGES:	8
TO:	Division of Corporations
FAX NUMBER:	8506176380
FROM:	Metcalf, Louise
TELEPHONE NUMBER:	1-239-390-1912
FAX NUMBER:	1-239-390-1901
EMAIL ADDRESS:	LMetcalf@cohenlaw.com

---

**MESSAGE**

Please see attached Amended and Restated Articles of Incorporation for Club Raphael at Pelican Bay Condominium Association, Inc.

If you have any questions, please feel free to contact me.

Louise S. Metcalf  
Cohen & Grigsby  
(239) 390-1912

Prepared by:

Christopher N. Davies, Esquire  
Colten & Grigsby, P.C.  
Mercato - Suite 6200  
9110 Strada Place  
Naples, FL 34108

FILED  
2019 APR 1 10:35  
H19000106920 3

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

CLUB RAPHAEL AT PELICAN BAY CONDOMINIUM ASSOCIATION, INC.

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Club Raphael at Pelican Bay Condominium Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on November 20, 1995, are hereby amended and restated. All amendments included herein have been adopted pursuant to Section 617.1002, 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 of Incorporation other than the inclusion of amendments adopted pursuant to Section 617.1002, Florida Statutes, and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Club Raphael at Pelican Bay Condominium Association, Inc., shall henceforth be as follows:

I. NAME

1.1 The name of the corporation (hereinafter called "the Association") is Club Raphael at Pelican Bay Condominium Association, Inc.

II. REGISTERED OFFICE AND REGISTERED AGENT

2.1 The principal office of the Association is at 7117 Pelican Bay Boulevard, Naples, Florida 34108.

2.2 The name of the registered agent for service of process and the address of the registered office shall be designated by, and may be changed by, the Board of Directors from time to time. The registered agent is authorized to accept service of process upon the Association.

III. PURPOSE

3.1 The purpose and objects for which the Association is organized are any and all purposes authorized to be performed by a corporation not for profit under Chapter 617, Florida Statutes, in conjunction with Chapter 718, Florida Statutes. As used herein, the term "corporation not for profit" means a corporation no part of the income of which is distributable to its members, directors and officers.

3.2 Without limiting the generality of the foregoing, the purposes for which the Association is organized shall include maintenance, preservation, administration, operation, and management of St. Raphael, a condominium formed pursuant to the Florida Condominium Act, and a Declaration of Condominium recorded in the office of the Clerk of the Circuit Court of Collier County, Florida.

H19000106920 3

H19000106920 3

#### IV. ASSOCIATION MEMBERSHIP

4.1 Each owner of a Condominium Unit shall have appurtenant to his ownership interest a membership in the Association, which membership shall be held by the person or entity, or in common by the persons or entities owning such Unit, except that no person or entity holding title to a Unit as security for the performance of an obligation shall acquire the membership appurtenant to such Unit by virtue of such security interest. In no event may any membership be severed from the Unit to which it is appurtenant. Membership in the Association shall cease and terminate upon the sale, transfer or disposition of the member's ownership interest in his Condominium Unit.

4.2 As used in these Articles of Incorporation, the Bylaws and the Declaration of Condominium, the term "Unit Owners" shall be synonymous with the term "members" when referring to the members of the Association.

#### V. VOTING RIGHTS OF UNIT OWNERS

5.1 Owners of each Unit, as members of the Association, shall have one (1) vote for each Unit owned by such Unit Owner, provided, however, in the event that Unit is owned by more than one person, the persons owning said Unit are entitled to cast a single vote in the manner provided for in the Bylaws.

#### VI. DIRECTORS

6.1 The Association shall be governed by a Board of Directors consisting of an odd number not less than three (3) nor more than seven (7) persons

6.2 The number of Directors to be elected, the manner of their election and their respective terms shall be as set forth in Article II of the Association Bylaws. Should a vacancy occur on the Board, the remaining Directors shall select a member to fill the vacancy until the next annual meeting of the membership.

#### VII. OFFICERS

7.1 The officers of the Association who are accountable to the Board of Directors shall be: President, one or more Vice Presidents, a Secretary, and a Treasurer. Officers shall be elected annually by the Board of Directors.

#### VIII. BYLAWS

8.1 The Bylaws may be amended in accordance with the provisions of Section XIV therein.

#### IX. DURATION

9.1 The period of duration of the Association is perpetual, unless sooner terminated pursuant to the provisions of the Declaration of Condominium or pursuant to the provisions of the laws of the State of Florida. If the Association is dissolved, the property consisting of the

H19000106920 3

H19000106920 3

surface water management system will be conveyed to an appropriate agency of local government. If this is not accepted, then the surface water management system will be dedicated to a similar non-profit corporation.

#### X. NO STOCK

10.1 Although the Association is a corporation, the Association shall not have or issue shares of stock and/or certificates of membership, nor will it ever provide for nonmember voting.

#### XI. POWERS

11.1 The Association shall have and may exercise any and all rights, privileges, and powers set forth in Chapters 617 and 718, Florida Statutes, together with those powers conferred by the aforesaid Declaration of Condominium and any and all Bylaws of the Association. Without limiting the generality of the foregoing, the Association shall have the following powers:

(a) To determine, levy, collect and enforce payment by any lawful means of all assessments for common expenses and pay such common expenses as the same become due.

(b) To take and hold by lease, gift, purchase, grant, devise, or bequest any property, real or personal, including any Unit in the Condominium; to borrow money and mortgage any such property to finance the acquisition thereof; and to transfer, convey, and lease any such property on the vote of seventy-five percent (75%) of the members.

(c) To dedicate or otherwise transfer all or any portion of the Common Elements to any municipality, public agency, authority, or utility on the approval of seventy-five percent (75%) of the members, unless otherwise provided in the Bylaws or in these Articles of Incorporation.

(d) To establish Bylaws and Rules and Regulations for the operation of the Association and to provide for the formal administration of the Association; to enforce the Condominium Act of the State of Florida, the Declaration of Condominium, the Bylaws and the Rules and Regulations of the Association.

(e) To contract for the management of the Condominium.

#### XII. AMENDMENT

12.1 These Articles of Incorporation may be altered or amended at either the annual or a special meeting of the voting Unit Owners, provided that:

(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 the Unit Owners.

(b) Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Unit Owners, written notice setting forth the proposed amendment or of the changes to be effected thereby shall be given to each Unit Owner. If the meeting is an annual

H19000106920 3

H19000106920 3

meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the Unit Owners shall be taken on the proposed amendment. The proposed Amendment shall be adopted upon receiving the affirmative vote of a majority of the members and voted upon by them at one meeting.

(d) If all the Directors and all the Unit Owners sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted as though Section 14(a) through 14(c) had been satisfied.

(e) Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of its approval of the membership, sealed with the corporate seal, signed by the Secretary, and executed and acknowledged by the President or Vice President, has been filed with the Secretary of State, and all filing fees have been paid.

(f) No amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by four-fifths of the voting interests. No amendment shall be made that is in conflict with the Declaration of Condominium, Florida Statutes 718 or Florida Statutes 617.

(g) Notwithstanding any other provision herein, the Board of Directors shall have the unilateral authority, without Member approval, to amend these Articles of Incorporation to comply with applicable laws, regulations, requirements or demands of any governmental entity or agency.

### XIII. INDEMNIFICATION

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every 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 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.

H19000106920 3

H19000106920 3

(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.

H19000106920 3

H19000106920 3

## CERTIFICATE

The undersigned, being the duly elected and acting President and Secretary of Club Raphael at Pelican Bay Condominium Association, Inc., hereby certify that the foregoing were duly proposed by at least a majority of the entire membership of the Board of Directors at a special meeting called for the purpose and held on the 19th day of October, 2018. The undersigned further certify that the foregoing were approved by at least a majority of the votes of the entire membership of the Association on the 13th day of February, 2019 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 amended Articles of Incorporation in their entirety.

Executed this 30<sup>th</sup> day of March, 2019.

Club Raphael at Pelican Bay Condominium  
Association, Inc.

Howard Handy  
Howard Handy, President

Attest:

(SEAL)

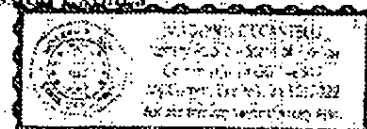
Albert Aiello  
Albert Aiello, Secretary

STATE OF FLORIDA

COUNTY OF COLLIER

Subscribed to before me this 28<sup>th</sup> day of March, 2019, by Howard Handy and Albert Aiello, President and Secretary, respectively, of Club Raphael at Pelican Bay Condominium Association, Inc., a Florida corporation not for profit, on behalf of the corporation, who are personally known to me or did produce N/A as identification, and did not take an oath.

Madelyn J. Cocca  
Notary Public  
My Commission Expires  
(SEAL)



2802081.01

H19000106920 3