

03/27/2007 TUE 14:47 FAX 239 344 1200 Henderson Franklin et al

001/006

Division of Corporations

Page 1 of 1

N96000000341

**Florida Department of State
Division of Corporations
Public Access System**

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.

(((H07000080337 3)))



H070000803373ABC

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

RECEIVED

07 MAR 27 AM 8:00

DIVISION OF CORPORATIONS

Division of Corporations
Fax Number : (850) 205-0380

Fax to:

Account Name : HENDERSON, FRANKLIN, STARNES & HOLT, P.A.
Account Number : 075410002172
Phone : (239) 344-1100
Fax Number : (239) 344-1200

07 MAR 27 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

COR AMND/RESTATE/CORRECT OR O/D RESIGN

CAPTIVA BEACH VILLAS CONDOMINIUM ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

[Electronic Filing Menu](#)

[Corporate Filing Menu](#)

[Help](#)

C. Goutlette MAR 28 2007

03/27/2007 TUE 14:47 FAX 239 344 1200 Henderson Franklin et al

002/006

Fax Audit No.: H07000080337 3

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CAPTIVA BEACH VILLAS
CONDOMINIUM ASSOCIATION, INC.,
(A Corporation Not For Profit)**

Document Number: N96000000341

07 MAR 27 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida not for profit corporation, pursuant to the unanimous affirmative vote of its members and board of directors at a duly called meeting, adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

The name of the corporation (hereinafter called the Association) is CAPTIVA BEACH VILLAS CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit.

ARTICLE II

The specific primary purposes for which the Association is formed are to provide for maintenance, preservation, and operation of the condominium, and common elements within a certain tract of real property described in that certain Condominium Declaration of Captiva Beach Villas, A Residential Condominium, as amended from time to time, (the "Declaration") and to promote the health, safety, and welfare of the residents within the above-described condominium and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

In furtherance of such purposes, the Association shall have the power to:

A. Perform all of the duties and obligations of the Association as set forth in chapter 718, Florida Statutes, as it may be amended from time to time, and as set forth in the Declaration applicable to the development and as recorded in the Public Records of Lee County, Florida;

B. Affix, levy, collect, and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied on or imposed against the property of the Association;

C. Borrow money for the direct benefit of the Condominium Association (except that no funds shall be borrowed for operating expenses) and, subject to the consent by vote or written instrument of three-fifths (3/5) of the members, mortgage, pledge, or hypothecate any or all of its real or personal property, if any, as security for money borrowed or debts incurred;

D. Dedicate, sell, or transfer all or any part of the common elements to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members. No such dedication, conveyance, or transfer shall be effective unless an

Fax Audit No.: H07000080337 3

AOI-1

03/27/2007 TUE 14:48 FAX 239 344 1200 Henderson Franklin et al

003/006

Fax Audit No.: H07000080337 3

instrument has been signed by all of the members agreeing to such dedication, conveyance, sale or transfer;

E. Annex additional property or common elements, provided that any annexation shall have the assent by vote or written instrument of all of the members;

F. Have and exercise any and all powers, rights and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

G. Reconstruct improvements after casualty and to make further improvements of the Association property.

H. Make, amend and enforce reasonable rules and regulations governing the use of the common elements.

I. Have the power to acquire leaseholds, memberships, and other possessory interests in lands or facilities, specifically including, but not limited to, a submerged land lease and modifications and extensions thereof, for the submerged land contiguous to the condominium property, and to maintain, repair and operate the docks and boat slips located upon such submerged land.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by periodic and special assessments against members as provided in the Condominium Declaration, and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE III

Every person or entity who is a record owner of a fee simple interest in any condominium unit, but excluding persons or entities holding title merely as security for performance of an obligation, shall be a member of the Association. Nothing contained herein shall preclude the Association from holding annual meetings pursuant to Section 718.112(2)(d) Florida Statutes. Membership shall be appurtenant to and may not be separated from ownership of a condominium unit which is subject to assessment by the Association.

ARTICLE IV

The corporation was incorporated on January 17, 1996, and shall have perpetual existence thereafter.

ARTICLE V

The name and mailing address of each subscriber to these Amended and Restated Articles of Incorporation is:

Michael Weiner
15867 Captiva Drive
P.O. Box 879
Captiva Island, Florida 33924

Fax Audit No.: H07000080337 3

AOI - 2

03/27/2007 TUE 14:48 FAX 239 344 1200 Henderson Franklin et al

004/008

Fax Audit No.: H07000080337 3

Paul Valentino
15555 Captiva Drive, Unit E
Captiva, Florida 33924

ARTICLE VI

The affairs of the Association shall be managed by a Board of three (3) Directors, who shall be elected as provided in ARTICLE VIII of the BYLAWS of the Association. The President, Secretary, and Treasurer of the Association shall be elected at the first meeting of the Board of Directors following each annual meeting of the members.

The names and addresses of the directors and officers who are to serve from the filing of these Amended and Restated Articles of Incorporation until the next election are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Paul Valentino	President/Director	15555 Captiva Drive, Unit E Captiva, Florida 33924
Michael Weiner	Secretary/Treasurer/Director	15867 Captiva Drive P.O. Box 879 Captiva Island, Florida 33924
Elvira Valentino	Vice President/Director	15555 Captiva Drive, Unit E Captiva, Florida 33924

ARTICLE VII

The By-Laws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of three-fifths (3/5) of the members existing at the time of and present in person or by proxy at such meeting.

ARTICLE VIII

Amendments to these Amended and Restated Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of a majority of the total voting interests of Unit Owners.

ARTICLE IX

On dissolution, the assets of the Association shall be distributed to the owners, in common, in the same undivided shares as each owner previously owned in the common elements. Each unit shall be assigned an undivided one-fifth (1/5th) share of all former condominium property.

ARTICLE X

REGISTERED AGENT AND REGISTERED ADDRESS: The registered agent for the corporation shall be Paul Valentino, and the registered office of the corporation shall be 15555 Captiva

Fax Audit No.: H07000080337 3

AOI - 3

03/27/2007 TUE 14:48 FAX 239 344 1200 Henderson Franklin et al

005/006

Fax Audit No.: H07000080337 3

Drive, Unit B, Captiva, Florida 33924 until such time as the registered agent resigns or the Board of Directors chooses a new registered agent or registered office and delivers the proper filings to the Florida Department of State pursuant to section 617.0502, Florida Statutes. The mailing address of the registered agent is P.O. Box 313, Captiva, Florida 33924.

ARTICLE XI

EFFECTIVE DATE: The effective date of these Amended and Restated Articles of Incorporation shall be upon filing of these Articles with the Office of the Secretary of State of the State of Florida

ARTICLE XII


Each Director and Officer of this Association shall be indemnified by the Association against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit, or proceeding in which he may be involved or to which he may be made a party by reason of his having been a Director or Officer of this Association, such expense to include the cost of reasonable settlements. The foregoing right of indemnification shall not apply to:

- A. Gross negligence or willful misconduct in office by any Director or Officer.
- B. Any criminal action, unless the Director or Officer acted in good faith and in a manner he reasonably believed was in, not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

SUBSCRIBERS

The foregoing Amended and Restated Articles of Incorporation restate and integrate or amend in accordance with Section 617.1007 the provisions of the corporation's Articles of Incorporation as theretofore amended, and there is no discrepancy between those provisions and the provisions of the Amended and Restated Articles of Incorporation.

Dated: March 8, 2007


Paul Valentino (SEAL)

Dated: March 8, 2007


Michael Weiner (SEAL)

CERTIFICATE

Fax Audit No.: H07000080337 3

AOI - 4

03/27/2007 TUE 14:49 FAX 239 344 1200 Henderson Franklin et al

006/006

Fax Audit No.: H07000080337 3

In accordance with Section 617.1007(3)(b), it is hereby certified that the members of the Association adopted these Amended and Restated Articles of Incorporation and the amendments to the Articles of Incorporation appearing in the Amended and Restated Articles of Incorporation were approved on March 13, 2007, by the members by a majority of the total votes of the membership of the Association in accordance with the Florida Not for Profit Corporation Act.

CAPTIVA BEACH VILLAS
CONDOMINIUM ASSOCIATION, INC., a
Florida corporation not for profit.

Dated: March 13, 2007By: Paul Valentino
Paul Valentino, President**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named to accept service of process for this corporation, at the place designated in these Amended and Restated Articles of Incorporation, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Paul Valentino
Paul Valentino,
Registered Agent

1376092v6

Fax Audit No.: H07000080337 3

AOI-5