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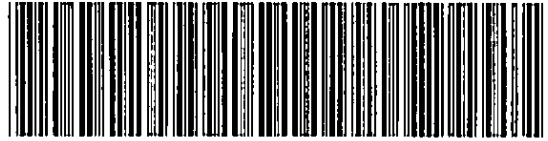
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION  
FOR  
CLUB MARCO, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a not-for-profit corporation and do hereby certify:

ARTICLE I

The name of the corporation, hereinafter called "Condominium Association" is CLUB MARCO, INC. and the corporate office address shall be the address as reflected on the website of the Florida Secretary of State's office at [www.sunbiz.org](http://www.sunbiz.org) or at such other place as may be designated by the Board of Directors from time to time.

ARTICLE II

**PURPOSE AND POWERS:** The purpose for which the Condominium Association is organized is to provide an entity in accordance with the Condominium Act for the operation of Club Marco, a Condominium, located on Marco Island, Collier County, Florida.

The Condominium Association is organized and shall exist upon a non-stock basis as a not-for-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Condominium Association shall be distributed or inure to the private benefit of any member, Director or Officer of the Condominium Association. For the accomplishment of its purposes, the Condominium Association shall have all of the common law and statutory powers and duties of a not-for-profit corporation under the laws of the State of Florida and, as provided in these First Amended and Restated Articles of Incorporation, the First Amended and Restated Declaration of Condominium, and the First Amended and Restated Bylaws of the Florida Condominium Act, as they may be amended from time to time, and shall be subject to and shall be exercised in accordance with such provisions, provided that, in the event of conflict, the provisions of the Florida Condominium Act shall control over those of the First Amended and Restated Declaration of Condominium and the First Amended and Restated Bylaws.

The Condominium Association shall have all the powers and duties reasonably necessary to operate the Condominium pursuant to the First Amended and Restated Declaration and as it may hereafter be amended, including, but not limited to, the following:

A. To make and collect assessments against the members of the Condominium Association in order to defray the costs, expenses and losses of the Condominium

Association, and to use the proceeds of said assessments in the exercise of its powers and duties;

B. To protect, maintain, repair, replace and operate the Condominium property and Condominium Association property;

C. To purchase insurance on the Condominium property and Condominium Association property for the protection of the Association, its members and their mortgagees;

D. To make, amend and enforce reasonable rules and regulations governing the use of the common elements and the operation of the Condominium Association;

E. To approve or disapprove the transfer, mortgage, ownership and occupancy of units, as provided by the First Amended and Restated Declaration of Condominium and the First Amended and Restated Bylaws;

F. To reconstruct improvements after casualty and to make further improvements of the Condominium Property;

G. To enforce the provisions of the Condominium Act, the First Amended and Restated Declaration of Condominium, these First Amended and Restated Articles of Incorporation, the First Amended and Restated Bylaws and Rules and Regulations of the Condominium Association, as amended;

H. To contract for the management and maintenance of the Condominium Association and its property and the Condominium property, and to delegate any powers and duties of the Condominium Association in connection therewith except such as are specifically required by the First Amended and Restated Declaration of Condominium to be exercised by the Board of Directors or the membership of the Condominium Association;

I. To employ at reasonable compensation accountants, attorneys, architects and other professional personnel to perform the services required for the proper operation of the Condominium Association;

J. To acquire real and personal property in the name of the Condominium Association;

K. To borrow money, if necessary, to perform its other functions under its governing documents as listed in Article 15.3 of the First Amended and Restated Bylaws. All funds and the title to all property acquired by the Condominium Association shall be held for the benefit of the members in accordance with the provisions of the First Amended and Restated Declaration of Condominium, these First Amended and Restated Articles of Incorporation, and the First Amended and Restated Bylaws, as may be amended from time to time.

The Condominium Association shall not pay a dividend to its members and shall make no distribution of income to its members, Directors or Officers and, upon dissolution, all assets of the Association shall be transferred only to another not-for-profit corporation or a public agency or as otherwise authorized by the Florida Not-For-Profit Corporation Act (Chapter 617, Florida Statutes).

### ARTICLE III

MEMBERSHIP: The members of the Condominium Association shall consist of all record owners of a fee simple interest in one or more units in the Condominium, and as further provided in the First Amended and Restated Bylaws. After termination of the Condominium form of ownership and the Condominium Association, the members shall consist of those who are members at the time of such termination. After receiving approval of the Condominium Association as required by the First Amended and Restated Declaration of Condominium, change of membership shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument and by delivery to the Condominium Association of a copy of such instrument. The share of a member in the funds and assets of the Condominium Association cannot be assigned or otherwise transferred in any manner except as an appurtenance to his unit. The owners of each unit, collectively, shall be entitled to one vote in the Condominium Association matters as set forth in the First Amended and Restated Declaration of Condominium and First Amended and Restated Bylaws. The manner of exercising voting rights shall be as set forth in the First Amended and Restated Bylaws.

### ARTICLE IV

TERM: The term of the Condominium Association shall be perpetual unless terminated in accordance with the provisions contained in the First Amended and Restated Declaration of Condominium and these First Amended and Restated Articles of Incorporation.

### ARTICLE V

BYLAWS: The First Amended and Restated Bylaws of the Condominium Association may be amended or rescinded in the manner provided for therein.

### ARTICLE VI

AMENDMENTS: Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Amendments shall be proposed by the Board of Directors or by a minimum of ten percent (10%) of the members. An affirmative vote of at least fifty-one (51) members is required in order for a proposed amendment to pass.

No amendment shall be made that is in conflict with the Florida Condominium Act, the First Amended and Restated Declaration of Condominium and First Amended and Restated Bylaws. Any amendment shall become effective upon filing with the Florida Secretary of State and recording a copy in the Public Records of Collier County, Florida.

#### ARTICLE VII

**DIRECTORS AND OFFICERS:** The affairs of the Condominium Association shall be administered by a Board of Directors consisting of the number of Directors determined by the First Amended and Restated Bylaws but, in any event, no less than three (3) Directors. All Directors shall be elected by the members in the manner detailed in the First Amended and Restated Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the First Amended and Restated Bylaws. The Officers shall conduct the business of the Association and shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Condominium Association and shall serve at the pleasure of the Board.

A Director shall discharge his or her duties as a Director, 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.

#### ARTICLE VIII

**INDEMNIFICATION:** The Condominium Association shall indemnify every Director and every Officer of the Association against all expenses and liabilities including attorneys' fees incurred by or imposed on them in connection with any legal proceeding to which he may become a party as a result of his position as an officer or Director of the Condominium Association, provided, however, said indemnification shall not apply in the event of gross negligence or willful misconduct of the Director or Officer, or in any criminal action, unless the Director or Officer acted in good faith and in a manner he reasonably believed was in the best interests of the Condominium Association. Indemnification shall also not apply in the event that there is a Final Judgment or other judicial or quasi-judicial determination that establishes that the act and/or omission is material and the person seeking the indemnification derived an improper personal benefit.

CERTIFICATE

The undersigned, being the duly elected President and Secretary of Club Marco, Inc. hereby certify that the foregoing were duly proposed by the Board of Directors and that the foregoing were approved by a vote of the Board of Directors at a duly called meeting held on May 17, 2022 and also by a vote of members present in person or by proxy and voting at a meeting held on May 17, 2022, in accordance with the requirements of the Articles of Incorporation for their amendment. The foregoing both amend and restate the Articles of Incorporation in their entirety.

Executed this 20<sup>th</sup> day of May, 2022.

CLUB MARCO, INC.  
A Florida not-for-profit corporation

By: [Signature]  
Print Name: MITCHELL S. BRAUN  
As President

Attest: [Signature]  
Print Name: Kathleen Christel  
As Secretary

STATE OF Florida  
COUNTY OF Collier

The foregoing instrument was acknowledged before me on this 20<sup>th</sup> day of May, 2022 by means of  physical presence or  online notarization by Mitchell S. Braun, President of Club Marco, Inc. who is personally known to me or who has produced driver's license (type of identification) as identification.

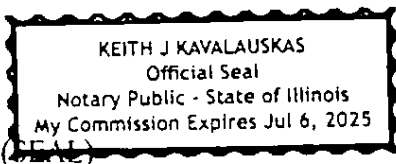


ANNE MARIE WAMBACK  
Commission # HH 094834  
Expires February 18, 2025  
Bonded Thru Budget Notary Services

[Signature]  
Notary Public  
Print Name: Anne Marie Wamback  
My commission expires:

STATE OF Illinois  
COUNTY OF Cook

The foregoing instrument was acknowledged before me on this 23 day of MAY, 2022 by means of  physical presence or  online notarization by Kathleen Christel Secretary of Club Marco, Inc., who is personally known to me or who has produced drivers license (type of identification) as identification.



[Signature]  
Notary Public  
Print Name: KEITH KAVALAUSKAS  
My commission expires:

CERTIFICATE

The undersigned, being the duly elected President and Secretary of Club Marco, Inc. hereby certify that the foregoing were duly proposed by the Board of Directors and that the foregoing were approved by a vote of the Board of Directors at a duly called meeting held on May 17, 2022 and also by a vote of members present in person or by proxy and voting at a meeting held on May 17, 2022, in accordance with the requirements of the Articles of Incorporation for their amendment. The foregoing both amend and restate the Articles of Incorporation in their entirety.

Executed this 20<sup>th</sup> day of May, 2022.

CLUB MARCO, INC.  
A Florida not-for-profit corporation

By: Mitchell S. Braun  
Print Name: MITCHELL S. BRAUN  
As President

Attest: Kathleen Christel  
Print Name: Kathleen Christel  
As Secretary

STATE OF Florida  
COUNTY OF Collier

The foregoing instrument was acknowledged before me on this 20<sup>th</sup> day of May, 2022 by means of  physical presence or  online notarization by Mitchell S. Braun, President of Club Marco, Inc. who is personally known to me or who has produced Driver's license (type of identification) as identification.

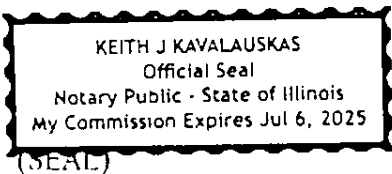


ANNE MARIE WAMBACK  
Commission # HH 094834  
Expires February 18, 2025  
Bonded Thru Budget Notary Services

Anne Marie Wamback  
Notary Public  
Print Name: Anne Marie Wamback  
My commission expires:

STATE OF Illinois  
COUNTY OF COLE

The foregoing instrument was acknowledged before me on this 23 day of MAY, 2022 by means of  physical presence or  online notarization by KATHLEEN CHRISTEL, Secretary of Club Marco, Inc. who is personally known to me or who has produced IDDL (type of identification) as identification.



Keith J. Kavalauskas  
Notary Public  
Print Name: KEITH KAVALAUSKAS  
My commission expires: