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SECOND AMENDMENT TO AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF KEEWAYDIN ISLAND COMMUNITY ASSOCIATION, INC., a
Florida Corporation Not For Profit

Pursuant to Sections 617.1002 and 617.1006 Florida Not For Profit Corporation Act, the undersigned hereby certifies that the following Second Amendment to Amended and Restated Articles of Incorporation required the vote of the Board of Directors, and were approved on December 21, 2017, by resolutions of the Board of Directors and by written consent of the Initial Member of the Association, said votes being sufficient for this amendment. There are no other members of the Association as of this date.

This SECOND AMENDMENT TO AMENDED AND RESTATED ARTICLES OF INCORPORATION ("Second Amendment"), adopted as of December 21, 2017 (the "Amendment Effective Date"), hereby amends the Amended and Restated Articles of KEEWAYDIN ISLAND COMMUNITY ASSOCIATION, INC., a Florida corporation not-for-profit (the "Association") as adopted on March 24, 2003 (the "Articles"), as filed with the Office of the Florida Secretary of State under Document Number N96000003326, as subsequently amended.

Pursuant to Article XII, Section A.3, the following amendments to the Articles are hereby adopted:

1. Definitions.

- (a) The following definition in Article I, Section 11 is hereby deleted in its entirety and replaced with the following text:

"Declaration" means the First Amendment To, And Restatement Of, Declaration of Protective Covenants, Restrictions and Easements for Keewaydin Island, recorded on May 7, 2003 in O.R. Book 3285, Page 1107 in the Official Records of Collier County, Florida, including any and all exhibits and amendments thereto.

- (b) The following definition is hereby inserted in the correct alphabetical order in Article I.

"Beachview Cottage Property Owner" means the owner of the Beachview Cottage Property, as the same is more particularly described in the Declaration, and the successors, assigns and grantees of such owner.

- (c) The definition of "Residential Parcel Owner" in Article I, Section 20 is hereby deleted in its entirety.

2. Board of Directors. The following changes are hereby made to Article IX of the Articles:

(a) Eighth Member:

i. The following text in Article IX, Section B is hereby deleted in its entirety:

The eighth member of the First Board shall be appointed by the Residential Parcel owner, and shall be the Residential Parcel Owner, or the Residential Parcel owner's designee. The Residential Parcel owner shall be entitled to appoint, designate and elect one Director on the Board throughout the Term of the Association. The Director appointed by the Residential Parcel owner is:

John F. Donahue c/o THE BEECHWOOD COMPANY
Suite 850, 1001 Liberty Avenue
Pittsburgh, PA 15222-3716

ii. The deleted text in Article IX, Section B is hereby replaced with the following:

The eighth member of the First Board shall be appointed by the Beachview Cottage Property Owner, and shall be the Beachview Cottage Property Owner, or the Beachview Cottage Property Owner's designee. The Beachview Cottage Property Owner shall be entitled to appoint, designate and elect one Director on the Board throughout the Term of the Association. The Director appointed by the Beachview Cottage Property Owner is:

James J. Dolan 260 Bay Road
Naples, FL 34102

- (b) All references to the term "Residential Parcel Owner" in each of the remaining paragraphs of Article IX are hereby replaced with a reference to the term "Beachview Cottage Property Owner", *mutatis mutandis*.
- (c) The following sentence is hereby deleted in its entirety from Article IX, Section B: "Upon expiration of a Director's term, he or she may not be elected to the Board during the subsequent one-year period."
- (d) The following sentence is hereby inserted at the end of Article IX, Section B: "Notwithstanding anything in this paragraph to the contrary, the Beachview Cottage Property Owner shall not have the right to vote as a Member in the election or removal of any Directors pursuant to this Article IX, Section B, it be acknowledged that the Beachview Cottage Property Owner has a separate right to appoint a Director as set forth above."

3. Amendments. The text of Article XII, Section E is hereby deleted in its entirety and is hereby replaced with the following:

Notwithstanding the foregoing provisions of this Article XII, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of: (i) Declarant, including the right to designate and select the Directors as provided in Article IX hereof, without the prior written consent thereto by Declarant; (ii) the Beachview Cottage Property Owner, including the right to designate one Director, without the prior written consent thereby by the Beachview Cottage Property Owner; (iii) Cutlass Cove, including the right to designate one Director, without the prior written consent thereto by Cutlass Cove; or (iv) any "Institutional Mortgagee" (as defined in the Declaration) without the prior written consent of such Institutional Mortgagee.

4. Effect. Except as otherwise expressly provided in this Amendment, the Articles remain in full force and effect.

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IN WITNESS WHEREOF, the Association has caused its duly authorized President to make and file this Second Amendment to Amended and Restated Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and executes the same as of the Amendment Effective Date specified above.

KEEWAYDIN ISLAND COMMUNITY
ASSOCIATION, INC., a Florida not-for-profit
corporation

By: 

Name: Patricia D. Dolan

Title: President

IN WITNESS WHEREOF, the Residential Parcel Owner hereby consents to this Second Amendment pursuant to Article XII, Section E as of the Amendment Effective Date.

COMAX PARTNERS LIMITED PARTNERSHIP,
a Delaware limited partnership

By: BEECHMAX, INC., a Delaware corporation,
its general partner

By: Mark E. Murtha
Name: MARK E. MURTHA
Title: PRESIDENT