

N96000003621

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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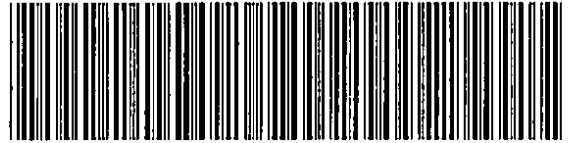
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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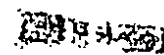
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2023 MAY 30 PM 8:36
CLERK OF STATE
TALLAHASSEE, FL



R. HUNT

05/30/23

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: NAPLES CLUB ESTATES HOMEOWNER'S ASSOCIATION, INC.

DOCUMENT NUMBER: N96000003621

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Christopher J. Thornton

(Name of Contact Person)

Thornton Law Firm, PLLC

(Firm/ Company)

100 Aviation Dr S, Suite 106

(Address)

Naples FL 34104

(City/ State and Zip Code)

cthorton@swtlalaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Christopher J. Thornton

at

239

649-4900

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|---|---|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

Naples Club Estates Homeowner's Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N96000003621

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

not applicable

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

not applicable

not applicable

not applicable

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

not applicable

not applicable

not applicable

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

not applicable

not applicable

New Registered Office Address:

(Florida street address)

not applicable

(City)

not applicable

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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TALLAHASSEE, FL

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	<u>not applicable</u>	<u>not applicable</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	<u>not applicable</u>	<u>not applicable</u>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	<u>not applicable</u>	<u>not applicable</u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	<u>not applicable</u>	<u>not applicable</u>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	<u>not applicable</u>	<u>not applicable</u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	<u>not applicable</u>	<u>not applicable</u>

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

See attached Exhibit "B"

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 TALLAHASSEE, FL

The date of each amendment(s) adoption: May 5, 2023, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated MAY 24, 2023

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Dale Slater

(Typed or printed name of person signing)

President

(Title of person signing)

NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION.
FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION.

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

NAPLES CLUB ESTATES HOMEOWNER'S ASSOCIATION, INC.

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation for Naples Club Estates Homeowner's Association, Inc., a Florida corporation not for profit, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Chapter 617, Florida Statutes, and there is no discrepancy between the Association'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 Chapter 617, Florida Statutes and the omission of matters of historical interest. The definitions set forth in Article I of the Declaration shall apply to terms used herein. The Amended and Restated Articles of Incorporation shall henceforth be as follows:

ARTICLE ONE
CORPORATE NAME

The name of the corporation is Naples Club Estates Homeowner's Association, Inc., hereinafter called the "Association."

ARTICLE TWO
ADDRESS

The mailing and principal address of the Association shall be 5435 Jaeger Road #4, Naples Florida 34109, or as otherwise determined by the Board from time to time.

ARTICLE THREE
PURPOSE, POWERS AND NON-PROFITABILITY OF THE ASSOCIATION

This Association is a non-profit corporation. This Association does not contemplate pecuniary gain or profit to the members thereof and shall make no distribution of income to its members, directors or officers. The specific primary purpose for which the Association is formed are to provide for maintenance, preservation and architectural control of the residence lots, common areas and improvements within a certain subdivided tract of real property described as follows:

The South Half (S ½) of the South Half (S ½) of Section 10, Township 50 South, Range 26 East excepting the East 125 feet for road right-of-way, all within Collier County, Florida.

and to promote the health, safety, and welfare of the residents within the above described subdivision and any additions thereto as may hereafter be brought within the jurisdiction of this 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 of the Association as set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements (hereafter referred to as the Declaration) applicable to the subdivision and recorded in the public records of Collier County, Florida and the Bylaws of the Association.
- (b) Affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration and Bylaws, and enforce payment thereof by lawful means; and pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.
- (c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.
- (d) Borrow money and, subject to the consent by vote or written instrument of two-thirds of the members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) Dedicate, sell or transfer all or any part of the common areas to any public agency, authority, or utility as set forth in the Declaration;
- (f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation shall have the consent by vote or written instrument of two-thirds of each class of members;
- (g) Have and exercise any and all powers, rights, and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the aforementioned purposes. The activities of the Association shall be financed by assessments on members as provided in the Declaration, and no part of any net earnings shall inure to the benefit of any member.

ARTICLE FOUR MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided interest in any lot which is subject by covenants of record to assessments by the Association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the Association. All members are subject to and bound by the Declaration, Articles, By-Laws, and Rules.

ARTICLE FIVE VOTING RIGHTS

The Association shall have one class of voting members. The members shall be all Owners of lots, as such term is defined in the Declaration, and the Owners of each lot shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The

vote for such lot shall be exercised as such members may designate to the Association. In no event shall more than one vote be cast with respect to any lot owned.

ARTICLE SIX BOARD OF DIRECTORS

The number of directors constituting the board of directors of the Association is five (5). The manner of election to the board of directors shall be stated in the by-laws.

ARTICLE SEVEN OFFICERS

The affairs of the Association shall be administered by a President, a Vice-President, a Secretary and a Treasurer and such other Officers as may be designated from time to time by the Directors. The Officers shall be elected or designated by the Board of Directors at its first meeting following the annual meeting of the members of the Association.

ARTICLE EIGHT INDEMNIFICATION

Indemnification of the Directors, Officers, employees and agents of the Association shall be as set forth in the Bylaws.

ARTICLE NINE BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded as provided for in the Bylaws.

ARTICLE TEN DISSOLUTION

The Association may be dissolved upon written assent signed by members holding not less than seventy-five percent (75%) of the voting interests. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to such similar purposes.

ARTICLE ELEVEN TERM

The term of the Association shall be perpetual

ARTICLE TWELVE AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

Section 1. Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

Section 2. Vote: A resolution for the adoption of an amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such resolutions must be adopted by not less than seventy-five percent (75%) of the votes of the entire membership of the Association

Section 3. Limit on Amendments: No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all members.

Section 4. Certification. A copy of each amendment shall be certified by the Secretary of State.