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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MAPLE BROOKE NEIGHBORHOOD ASSOCIATION, INC.**

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April 17, 2023

FLORIDA DEPARTMENT OF STATE

Division of Corporations

MAPLE BROOKE NEIGHBORHOOD ASSOCIATION, INC.
DJH PROPERTY SRVS., INC
6708 OLD BANYAN WAY
NAPLES, FL 34109US

SUBJECT: MAPLE BROOKE NEIGHBORHOOD ASSOCIATION, INC.
REF: N97000002032

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document needs to be titled Amended and Restated Articles of Incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tammi Cline
Regulatory Specialist II Supervisor

FAX Aud. #: H23000143272

Letter Number: 323A00008608

Prepared by:

Christopher N. Davies, Esquire
Dentons Cohen & Grigsby P.C.
Mercato — Suite 6200
9110 Strada Place
Naples, FL 34108

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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MAPLE BROOKE
NEIGHBORHOOD ASSOCIATION, INC.**

Pursuant to Chapter 617, Florida Statutes, these Articles of Incorporation of Maple Brooke Neighborhood Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on April 9, 1997, are hereby amended and restated in their entirety. 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 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 Maple Brooke Neighborhood Association, Inc. shall henceforth be as follows:

All capitalized words or phrases used herein shall have the meanings herein ascribed, and if not defined in this instrument, such capitalized words or phrases shall have the meanings given in the Declaration of Covenants, Conditions and Restrictions for Maple Brooke hereinafter identified.

ARTICLE I
NAME

The name of the corporation is MAPLE BROOKE NEIGHBORHOOD ASSOCIATION, INC., hereinafter referred to as the "Association" or the "Neighborhood Association."

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Association is located at 2685 Horseshoe Dr., S., Suite #215, Naples, Florida 34104.

ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, will make no distribution of income to its members, directors or officers and the specific purposes for which it is formed are to provide for the ownership, operation, maintenance and preservation of the Common Area, if any, and for the maintenance and improvement of any easements granted to the Association within the lands identified as Maple Brooke (the

AMENDED AND RESTATED ARTICLES OF INCORPORATION

Page 1

"Association Properties") pursuant to that certain Declaration of Covenants, Conditions and Restrictions for Maple Brooke, recorded in Official Records Book 2349, Page 0031, et seq., Public Records of Collier County, Florida, (hereinafter called the "Declaration"), and such additional properties as may be added thereto from time to time by annexation or otherwise as provided in the Declaration and in these Articles. The Association is formed to promote the health, safety and welfare of its members and the residents within the Association Properties and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration which is hereby incorporated into this instrument as if fully reproduced herein;
- (b) Fix, levy, collect and enforce payment of, by any lawful means, all charges, or assessments pursuant to the terms of the Declaration; to 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 with the assent of two-thirds (2/3) of the votes of the Members, mortgage, pledge, deed in 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 Area to any Public Agency or authority or utility for such purposes and subject to such conditions as may be agreed to by the Members. Such dedication or transfer shall only be effective with the assent of two-thirds (2/3) of the votes of the Members, agreeing to such dedication, sale or transfer;
- (f) Participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the votes of the Members; and
- (g) Purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interests in real or personal property, except to the extent restricted hereby; to contract for the management and maintenance of the Common Area, if any, and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules, and secure insurance with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Declaration, including but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the Association;
- (h) Sue and be sued, and to enforce the provisions of the Declaration, the Articles, the Bylaws and the rules of the Association;

AMENDED AND RESTATED ARTICLES OF INCORPORATION

Page 2

- (i) Employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the properties;
- (j) Grant, modify or move easements; and
- (k) Have and to exercise any and all powers, rights and privileges which a corporation organized under the corporation not for profit law of the State of Florida, by law may now or hereafter have to exercise.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

ARTICLE IV MEMBERSHIP

4.1 Every Owner of a Lot or Unit within the lands subjected to the Declaration (as defined in the Declaration) shall be a Member of the Association. Membership in the Association shall be appurtenant to and may not be separated from ownership of any Lot or Unit.

4.2 Membership and Voting Rights. Membership and voting rights shall be as set forth in the Bylaws of the Association.

ARTICLE V BOARD OF DIRECTORS AND OFFICERS

5.1 The affairs of the Association shall be managed by a Board of Directors as provided in and subject to the requirements of the Bylaws. Such Board of Directors shall consist of five (5) directors. Directors must be Members of the Association. Each Director shall serve for a two-year term as further provided in the Bylaws.

5.2 The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLE VI AMENDMENTS

6.1 Amendments to these Articles shall be proposed and adopted in the following manner:

- (a) Proposal. Amendments to these Articles shall be proposed by a majority of the Board or upon petition of a majority of the members, and shall be submitted to a vote of the members not later than the next meeting.
- (b) Vote Required: Except as otherwise required by Florida law or as provided elsewhere in these Articles, these Articles of Incorporation may be amended if the proposed amendment is approved by the affirmative vote of at least 67% of the

members, present and voting, in person or by proxy, at a duly called meeting of the members of the Association.

(c) **Effective Date:** An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida with the same formalities as are required in the Declaration for recording amendments to the Declaration.

ARTICLE VII INDEMNIFICATION

7.1 **Indemnity.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, employee, officer or agent of the Association, against expenses (including attorneys fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceedings, has no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such Court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

7.2 **Expenses.** To the extent that a Director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 7.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

7.3 **Approval.** Any indemnification under Section 7.1 above (unless ordered by a Court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Directors, officers, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Section 10.1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion for by a majority of the Members.

7.4 **Advances.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition or such action,

suit or proceeding as authorized by the Board of Directors in any specific case upon receipt of an undertaking by or on behalf of the affected Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article VII.

7.5 Miscellaneous. The indemnification provided by this Article shall be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

7.6 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association against any liability asserted and incurred in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

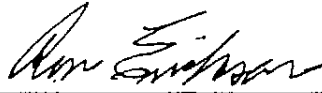
CERTIFICATE

The undersigned, being the duly elected and acting President and Secretary of Maple Brooke Neighborhood Association, Inc., hereby certify that the foregoing were duly proposed by the entire membership of the Board of Directors at the Annual Meeting of the members held on March 28, 2023. The undersigned further certify that the foregoing were approved by at least 67% of the voting interests who were then present and voting, in person or by proxy, 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 amends and restates the Articles of Incorporation in their entirety.

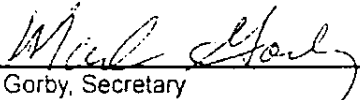
Executed this 14 of APRIL, 2023.

Maple Brooke Neighborhood
Association, Inc.

(SEAL)



Ron E. Erickson, President

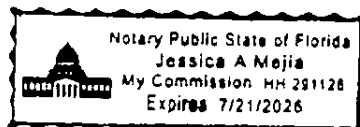


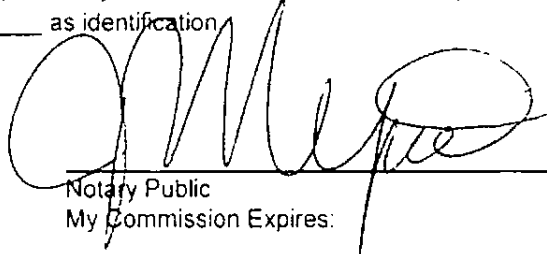
Mark Gorby, Secretary

STATE OF FLORIDA)

COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 14 of April, 2023 by Ron E. Erickson and Mark Gorby, President and Secretary, of Maple Brooke Neighborhood Association, a Florida corporation, on behalf of the corporation. He/she are personally known to me or have produced FL DL as identification





Notary Public
My Commission Expires: