

N98000006827

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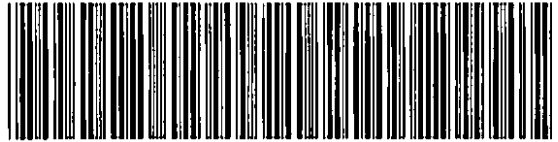
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Amended  
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APR 13 2020

I ALBRITTON

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Bellavista at Gulf Harbour Yacht & Country Club Condominium Ass'n, Inc.

**DOCUMENT NUMBER:** N98000006827

The enclosed *Amended and Restated Articles of Incorporation* and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

Bradley W. Butcher, Esq.

(Name of Contact Person)

Butcher & Associates, PL

(Firm/ Company)

6830 Porto Fino Circle, Suite 2

(Address)

Fort Myers, FL 33912

(City/ State and Zip Code)

billc@sme-cam.com

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

For further information concerning this matter, please call:

Bradley W. Butcher

239.322.1651

at

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



2020 APR 10 11 7:42

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 30, 2020

BRADLEY W. BUTCHER, ESQ.  
BUTCHER & ASSOCIATES, PL  
6830 PORTO FINO CIRCLE - STE. 2  
FORT MYERS, FL 33912

SUBJECT: BELLAVISTA AT GULF HARBOUR YACHT & COUNTRY CLUB  
CONDOMINIUM ASSOCIATION, INC.  
Ref. Number: N98000006827

We have received your document for BELLAVISTA AT GULF HARBOUR YACHT & COUNTRY CLUB CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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.

Irene Albritton  
Regulatory Specialist II

Letter Number: 320A00006878

**PREPARED BY AND RETURN TO:**

Bradley W. Butcher, Esquire  
Butcher & Associates, P.L.  
6830 Porto Fino Circle, Ste. 2  
Fort Myers, FL 33912  
(239) 322-1651

FILED  
2020 APR 10 PM 2:16  
CLERK

-----SPACE ABOVE THIS LINE RESERVED FOR RECORDING DATA-----

**CERTIFICATE OF AMENDMENT TO  
DECLARATION OF CONDOMINIUM, ARTICLES OF INCORPORATION, AND  
BYLAWS FOR BELLAVISTA AT GULF HARBOUR  
YACHT & COUNTRY CLUB CONDOMINIUM AND BELLAVISTA AT GULF  
HARBOUR YACHT & COUNTRY CLUB CONDOMINIUM ASSOCIATION, INC.**

The undersigned, being the President of the **BELLAVISTA AT GULF HARBOUR YACHT & COUNTRY CLUB CONDOMINIUM ASSOCIATION, INC.**, a Florida not-for-profit corporation (the "**Association**"), hereby certifies that the attached:

- I. Amended and Restated Declaration of Condominium for Bellavista at Gulf Harbour Yacht & Country Club Condominium have been adopted by the affirmative approval of the Unit Owners of at least 75% of the Units at a duly noticed meeting of the Members in the Condominium;
- II. Amended and Restated Articles of Incorporation of Bellavista at Gulf Harbour Yacht & Country Club Condominium Association, Inc. have been adopted by the affirmative approval of at least a majority of the Members of the Association at a duly noticed meeting of the Members of the Association; and
- III. Amended and Restated By-Laws of Bellavista at Gulf Harbour Yacht & Country Club Condominium Association, Inc. have been adopted by unanimous approval of the Board of Directors of the Association and by the affirmative approval of at least 75% of the Members of the Association

at a duly noticed meeting of the Board of Directors and Members, respectively, held on February, 20, 2020.

IN WITNESS WHEREOF, the Association has caused this Certificate of Amendment to be executed in accordance with the authority hereinabove expressed this 20 day of February, 2020.

Signed, sealed and delivered in the presence of the following witnesses:

BELLAVISTA AT GULF HARBOUR  
YACHT & COUNTRY CLUB  
CONDOMINIUM ASSOCIATION, INC., a  
not-for-profit corporation

Kim Gidley  
Signature of Witness

Kim Gidley  
Printed Name of Witness

Gregory Adamczyk  
By:  
Its: President

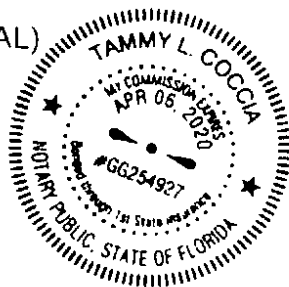
Cynthia J. Sprenger  
Signature of Witness

Cynthia J. Sprenger  
Printed Name of Witness

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 20 day of February, 2020, by Gregory Adamczyk, as President of BELLAVISTA AT GULF HARBOUR YACHT & COUNTRY CLUB CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation, who ☒ is personally known to me or ☐ has produced \_\_\_\_\_ as identification.

(NOTARY SEAL)



Tammy L. Coccia  
Notary Public Signature

Tammy L. Coccia  
(Name typed, printed or stamped)

FILED  
2020 APR 30 3 PM 2:46  
CLERK OF COURT  
LEE COUNTY, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
BELLAVISTA AT GULF HARBOUR YACHT & COUNTRY CLUB  
CONDOMINIUM ASSOCIATION, INC.**

THE BELLAVISTA AT GULF HARBOUR YACHT & COUNTRY CLUB CONDOMINIUM ASSOCIATION, INC., hereby adopts, amends, and restates its Articles of Corporation as set forth below.

**ARTICLE I. NAME**

The name of the corporation shall be BELLAVISTA AT GULF HARBOUR YACHT & COUNTRY CLUB CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Corporation."

**ARTICLE II. PURPOSE AND POWERS**

Section 1. Purpose. The purpose for which the Corporation is organized is to provide an entity for the operation and governance of Bellavista at Gulf Harbour Yacht & Country Club Condominium (the "Condominium"), located upon (lands in Lee County, Florida, which property has been more fully described in the duly recorded Declaration of Condominium, as it has been amended from time to time.

The Corporation shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

Section 2. Powers. The Corporation shall have all of the common-law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles.

The Corporation shall have all of the powers and duties contemplated in the Declaration of Condominium and the Florida Condominium Act together with all of the powers and the duties reasonably necessary to operate the

Condominium pursuant to the Declaration as it may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Condominium. The powers and duties, which the By-Laws may set forth in more detail, shall include, but shall not be limited to, the following specific powers and duties:

- (a) To make and collect Assessments against members as Unit Owners to defray the costs, expenses and losses of the Condominium, and to make such other Special Assessments against Unit Owners as the Declaration of Condominium shall provide, and to enforce such levy of Assessments through a lien and the foreclosure of such liens or by other action pursuant to the Declaration of Condominium.
- (b) To use the proceeds of the Assessments in the exercise of its powers and duties, and as provided in the Declaration of Condominium.
- (c) To maintain, repair, replace, and operate the Condominium Property.
- (d) To purchase insurance and enter into contracts for services, utilities, and other purposes as may be deemed appropriate.
- (e) To reconstruct improvements after casualty and further improve the Condominium Property.
- (f) To make and amend reasonable rules and regulations.
- (g) To perform such functions as may be specified in the Declaration of Condominium and the By-Laws.
- (h) To enforce by legal means the provisions of the Florida Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Corporation and such rules and regulations as may be promulgated.
- (i) To employ personnel to perform the services required for proper operation of the Condominium.
- (j) To lease, maintain, repair, and replace the Common Elements as same are defined in the Declaration of Condominium. Such obligation specifically pertains to that portion of the Common Elements upon and within which exists the surface water management system for the Condominium Property.
- (k) To acquire or enter into agreements acquiring leaseholds, memberships, or other possessory or use interests in lands or facilities and to pay the rental, membership fees, operational, replacement, and other expenses as Common Expenses.

- (l) To purchase a Unit or Units of the Condominium for any purpose and to hold, lease, mortgage, or convey such Units on terms and conditions approved by the Board of Directors.
- (m) To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth in these Articles and as permitted by the applicable laws of the State of Florida.
- (n) To contract for the management and maintenance of the Condominium Property and to authorize a management agent to assist the Corporation in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, and other sums due from Unit Owners, preparation of records, enforcement of rules and maintenance, repair, and the replacement of the Common Elements with funds as shall be made available by the Corporation for such purposes. The Corporation and its officers shall, however, retain at all times the powers and duties granted by the Condominium documents and the Florida Condominium Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Corporation.
- (o) To bring suit as may be necessary to protect the Association's interests, the interests of the Association's Members, or the Condominium Property, and to be sued.

### **ARTICLE III. TERM**

The term for which this Corporation shall exist shall be perpetual. In the event the Corporation is dissolved, the Corporation shall ensure that the maintenance of the surface water management system, which is a Common Element as defined in the Declaration, is delegated, transferred, or assigned to a similar not-for-profit corporation.

### **ARTICLE V. OFFICERS**

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time determine. Officers shall be elected for a term of office and shall serve until a successor shall be elected and qualified, by the Board of Directors at their annual meeting and in accordance with the provisions provided for in the By-Laws of the Corporation.

### **ARTICLE VII. DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors composed of not less than 3 directors. Directors shall be elected for a term of office and shall serve until a successor shall be elected by the Members and qualified at their annual meeting and in accordance with the provisions provided for in the By-Laws of the Corporation.



## **ARTICLE VIII. BY-LAWS**

The By-Laws of the Corporation shall be attached as an exhibit to the Declaration of Condominium for the Condominium and shall be adopted by the Board of Directors.

## **ARTICLE IX. MEMBERS**

Membership in the Corporation shall automatically consist of and be limited to all of the record owners of units in the Condominium. Transfer of unit ownership, either voluntary or by operation of law, shall terminate membership in the Corporation and the membership is to become vested in the transferee. If unit ownership is vested in more than one person then all of the persons so owning a unit shall be members eligible to hold office, attend meetings, etc., but the owner(s) of each unit shall only be entitled to one vote as a member of the Corporation. The manner of designating voting members and exercising voting rights shall be determined by the By-Laws.

## **ARTICLE X. AMENDMENTS**

Amendments to these Articles of Incorporation shall be made in the following manner:

- (a) Amendments to these Articles may be proposed at any time by the Board of Directors or by written petition signed by ten percent (10%) percent of the voting interests. If by petition, the proposed amendments must be submitted to a vote of the Owners not later than the next annual meeting. The Board of Directors shall adopt a resolution setting forth any proposed amendments and the Board shall direct that it be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting.
- (b) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered. No provision of these Articles shall be revised or amended by reference to its title or number only. Proposals to amend existing provisions of the Articles shall contain the full text of the provision to be amended; new words shall be inserted in the text and underlined; and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of Articles. See current Articles for present text."
- (c) Except as otherwise provided elsewhere in these Articles, these Articles may be amended by affirmative vote of seventy-five percent (75%) of those members of the Corporation present, in person or by proxy, and voting at a duly noticed meeting of the members of the Corporation (for which a quorum has first been established) called for such purpose pursuant to the By-Laws.

- (d) Notwithstanding any provisions to the contrary contained in these Articles, any amendment which will affect the Stormwater Management System, including the management portion of the Common Elements, serving the Condominium must have the prior written approval of the South Florida Water Management District to be effective and binding.
- (e) Notwithstanding any provisions to the contrary contained in these Articles, these Articles may be altered, amended, or added to upon the approval of a majority of the Board of Directors at any duly called meeting of the Board of Directors without the approval of the Members of the Association where the purpose of such amendment is:
  - (1) to correct a typographical or grammatical defect or error, a scrivener's defect or error, a formatting defect or error, or other defect or error in these Articles, provided the alteration, amendment, or addition does not result in a substantive change in the meaning or interpretation of any provision so amended and is intended correct an error such that the original intent of the provision being amended is maintained; or
  - (2) is solely for the purpose of creating or recording an amended or restated Articles incorporating all amendments previously approved by the Members in accordance with these Articles; or
  - (3) is required to comply with an order issued by a court of competent jurisdiction; or
  - (4) is required by a federal, state, or local law or any lawful regulation promulgated under any federal, state, or local law; or
  - (5) is required or directed by any governmental agency regulating or enforcing any federal, state, or local law or regulation; or
  - (6) is required as a condition of obtaining any governmental permit required for any properly authorized repair, maintenance, or alteration undertaken by the Corporation.
- (f) All amendments shall be recorded and certified as required by the Act.

#### **ARTICLE XI. PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation shall be set forth in the Corporation's annual report on file with the Florida Secretary of State, Division of

Corporations, or at such other place or places as may be designated by the Board of Directors from time to time.

#### **ARTICLE XII. REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation and the name of the registered agent at the registered office shall be set forth in the Corporation's annual report on file with the Florida Secretary of State, Division of Corporations, or at such other place or places as may be designated by the Board of Directors from time to time.

#### **ARTICLE XIII. INDEMNIFICATION**

The Corporation shall indemnify every director and every officer, their heirs, executors and administrators, against all loss, cost and expense reasonably incurred by them in connection with any action, suit or proceeding to which they may be made a party by reason of their being or having been a director or officer of the Corporation, including reasonable counsel fees, except as to matters wherein they shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

Signed, sealed and delivered in the presence of the following witnesses:

Kim Gidley  
Signature of Witness  
Kim Gidley  
Printed Name of Witness

Cynthia J. Sprenger  
Signature of Witness  
Cynthia J. Sprenger  
Printed Name of Witness

**BELLAVISTA AT GULF HARBOUR  
YACHT & COUNTRY CLUB  
CONDOMINIUM ASSOCIATION, INC., a  
Florida non-profit corporation**

By: [Signature]  
Name:  
Its: President