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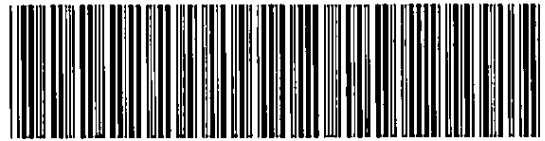
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE MASTERS AT PELICAN SOUND NEIGHBORHOOD ASSOCIATION, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida not for profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

—

Amended and Restated Articles of Incorporation.
See attached Exhibit "A" for full text.

SECOND: The date of adoption of the amendments was March 20, 2019.

THIRD: Adoption of Amendment (Check one):

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

 There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the Board of Directors.

THE MASTERS AT PELICAN SOUND NEIGHBORHOOD ASSOCIATION, INC.

Marcella Holtz
Signature of Officer

MARCELLA HOLTZ
Print Name of Officer

President
Title of Officer

MARCH 20, 2019
Date

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EXHIBIT "C"

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE MASTERS AT PELICAN SOUND NEIGHBORHOOD ASSOCIATION, INC. A Florida Corporation Not for Profit

ARTICLE I. NAME

The name of the corporation shall be "The Masters at Pelican Sound Neighborhood Association, Inc.". For convenience the corporation shall be hereinafter be referred to as the "Association."

ARTICLE II. PURPOSE

The purpose for which the Association is organized is to provide an entity for the maintenance, preservation, management and control of The Masters at Pelican Sound Neighborhood, a planned residential community located in Lee County, Florida, in accordance with the "Declaration of Covenants, Conditions and Restrictions for The Masters at Pelican Sound Neighborhood" (herein called the "Declaration"), which is or will be recorded in the Public Records of Lee County, Florida, as same may be from time to time, amended. The Association shall have the further purpose of promoting the health, safety and welfare of the owners and residents of The Masters at Pelican Sound Neighborhood, consistent with the Declaration, these Articles and the By-Laws of the Association, and the other documents relating to the operation and maintenance of The Masters at Pelican Sound Neighborhood (hereinafter referred to as "The Masters"). The Association shall have the purpose or power of serving as a Homeowners Association under Chapter 720, Florida Statutes.

ARTICLE III. POWERS

3.1 Common Law and Statutory Powers: The Association shall have all of the common law and statutory powers of a corporation not for profit not to conflict with these Articles or the Declaration.

3.2 Specific Powers: The Association shall have all of the powers and duties set forth in the Declaration, as amended from time to time, (except as validly limited by these Articles and by said Declaration), all of the powers and duties reasonably necessary to do so and to perform the maintenance, administrative, managerial and other functions for The Masters as provided in said Declaration, including but not limited to the following:

(a) To make and collect Assessments against Members as Owners of Lots and to defray the cost of the Common Expenses of The Masters as provided in the Declaration.

(b) To use the proceeds of Assessments in the exercise of its powers and duties.

(c) To adopt and amend reasonable rules and regulations respecting the use of the Lots in accordance with the Declaration.

(d) To enforce by legal means the provisions of the Declaration, the By-Laws of the Association, and regulations duly adopted by the Association.

(e) To furnish or otherwise provide for landscape maintenance or such other services as the Board of Directors in its discretion determines necessary or appropriate.

(f) To negotiate and contract for such materials and services for the benefit of all or any part of the Owners as agent on behalf thereof, in accordance with the Declaration, and in particular, to enter into bulk service contracts for pest and rodent control, roof washing and other similar services.

(g) To employ independent contractors for reasonable compensation to perform the services required for the proper carrying out of the Association responsibilities.

(h) To repair and maintain such parts of The Masters as may be provided in the Declaration.

(i) To exercise such further authority as may be reasonably necessary to carry out each and all of the obligations of the Association set forth in the Declaration.

(j) To enter into one or more contracts for the management of the Association.

(k) To enforce by legal means the provisions of the Declaration, the By-Laws, and the Rules and Regulations, so as to secure the purposes of such documents.

(l) To exercise the right of Architectural Review in accordance with the Declaration.

(m) To transfer maintenance responsibilities in accordance with the Declaration.

3.3 Assets Held in Trust: All funds and the title of all properties acquired by the Association and the proceeds thereof shall be held in trust for the Members, in accordance with the provisions of the Declaration, these Articles and the By-Laws of the Association.

3.4 Limitation on Exercise of Power: The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the laws of the State of Florida, the Declaration, these Articles and the By-Laws of the Association.

ARTICLE IV. MEMBERS

4.1 Members: The Members of the Association shall consist of all of the record owners of property within The Masters.

4.2 Change of Membership: Change of membership in the Association shall be established by the change of record title to property in The Masters, as provided in the By-Laws.

4.3 Limitation on a Transfer of Shares or Assets: The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Member's Lot.

4.4 Voting: The Owners of each Unit in The Masters shall be collectively entitled to one (1) vote for each Unit owned that is subject to the Declaration. The manner of exercising voting rights shall be determined by the Declaration and By-Laws of the Association. Owners owning more than one parcel of property shall be entitled to separate votes for each property owned. Voting rights shall be subject to such provisions for delegation thereof and the granting of proxies as may be provided in the Declaration and the By-Laws.

ARTICLE V. DIRECTORS

5.1 Board of Directors: The affairs of the Association shall be managed by a Board of Directors consisting of an odd number of members determined from time to time in accordance with the By-Laws. In no event shall the Board of Directors consist of fewer than five (5) Directors.

5.2 Election of Directors: Directors of the Association shall be elected at the annual meeting of the members, in the manner provided in the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

ARTICLE VI. OFFICERS

The affairs of the Association shall be administered by a President, Vice President, Secretary, Treasurer and such other officers as may from time to time be created by the Board of Directors as permitted by the By-Laws. Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association and shall serve at the pleasure of the Board. Offices may be combined as provided in the By-Laws.

ARTICLE VII. INDEMNIFICATION

7.1 Indemnification: Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by, or imposed upon him in connection with any proceeding or the settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer at the time such expenses are incurred, except when the Director or Officer is guilty of willful and wanton misfeasance or malfeasance in the performance of his duties or such Director or Officer has engaged in any criminal activity, unless such director or officer acted in good faith and in a manner in which he reasonably believed was in, or not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

7.2 Insurance: The Board of Directors of the Association may purchase liability insurance to insure all Directors, Officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Members of the Association as part of the Common Expenses.

ARTICLE VIII. BY-LAWS

The By-Laws of the Association have been adopted by the Board of Directors, and may be

altered, amended or rescinded as provided in the By-Laws.

ARTICLE IX. AMENDMENTS

These Articles may be altered, amended or modified as provided for by law.

ARTICLE X. EXISTENCE

The term of the Association shall be perpetual.

ARTICLE XI. REGISTERED OFFICE AND AGENT

The Association shall have its Registered Office at 4993 Tamiami Trail East, Naples, Florida 34113, and hereby names Stephen P. Hart of Collier Financial, Inc. at that office as its Registered and Resident Agent. By affixing its representative's signature hereto, Stephen P. Hart does hereby accept said designation and appointment and agrees to comply with the laws of Florida relating to such office, and the office of the Association shall be at said address.

ARTICLE XII. DEFINITIONS

Terms used herein and in the By-Laws shall have the definitions and meanings thereof set forth in the Declaration, unless the context shall otherwise require.

The undersigned, President of The Masters at Pelican Sound Neighborhood Association, Inc., hereby certifies that on the eighth day of April, 2008 at a duly called meeting of the members at which a quorum was present, sixty-seven percent of all members of The Masters at Pelican Sound Neighborhood Association, Inc. approved these Amended and Restated Articles of Incorporation.



GOEDE / ADAMCZYK / DEBOEST / CROSS

ATTORNEYS AND PROFESSIONAL COUNSEL

INFO@GADCLAW.COM / WWW.GADCLAW.COM

June 24, 2019

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: Amended and Restated Articles of Incorporation for: The Masters at Pelican Sound
Neighborhood Association, Inc.

Dear Sir/Madam:

Enclosed are an original and one copy of the Amended and Restated Articles of Incorporation of The Masters at Pelican Sound Neighborhood Association, Inc., along with a check for \$43.75 to cover the filing fee, and fee to obtain a certified copy. Please return the certified copy to our office in the envelope provided.

If you have any questions or need additional information, please do not hesitate to contact me.

Very truly,
GOEDE, ADAMCZYK, DEBOEST
& CROSS, PLLC

Jean M. Morningstar
Paralegal to Attorney
Richard D. DeBoest

/jmm

Enclosures as stated