

Articles of Incorporation
The Ambassador Club of Naples Inc.

State of Florida



Department of State

I certify that the attached is a true and correct copy of Amended and Restated Articles of Incorporation, filed March 14, 1989, for THE AMBASSADOR CLUB OF NAPLES, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 712736.

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Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
15th day of March, 1989.



CR2EO22 (6-88)

Jim Smith

Jim Smith
Secretary of State

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

THE AMBASSADOR CLUB OF NAPLES, INC.

Pursuant to Section 617.0201(4), Florida Statutes, the Articles of Incorporation of The Ambassador Club of Naples, Inc., a Florida corporation not for profit, originally incorporated on May 15, 1967, are hereby amended and restated in their entirety. The Amended and Restated Articles of Incorporation of The Ambassador Club of Naples, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is The Ambassador Club of Naples, Inc., and its address is 1910 Gulf Shore Blvd. N., Naples, Florida 33940.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Ambassador Club, a Condominium, located in Collier County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration of Condominium, the Bylaws or the Florida Condominium Act; and it shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration as it may hereafter be amended, including but not limited to the following:

- (A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To maintain, repair, replace and operate the condominium property.
- (C) To purchase insurance upon the condominium property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the property.

- (E) To make, amend and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association.
- (F) To approve or disapprove the transfer, leasing and occupancy of units, as provided in the Declaration of Condominium.
- (G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the Bylaws of the Association.
- (H) To contract for the management and maintenance of the condominium and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- (J) To borrow money if necessary to perform its other functions hereunder.

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 of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

- (A) The members of the Association shall consist of all record owners of legal title to one or more units in the Condominium, excluding those who hold such interest merely as the security for the performance of an obligation, and as further provided in the Bylaws; after termination of the Condominium the members shall consist of those who were members at the time of such termination.
- (B) After receiving approval of the Association as required by the Declaration of Condominium, change of membership shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument and by the delivery to the Association of a copy of such instrument.
- (C) The share of a member in the funds and assets of the Association cannot be assigned, or transferred in any manner except as an appurtenance to his unit.
- (D) The owners of each unit, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VIDIRECTORS AND OFFICERS:

- (A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than five (5) Directors, and in the absence of such determination shall consist of five (5) Directors. Directors shall be members, or spouses of members, of the Association.
- (B) Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- (C) 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 VII

AMENDMENTS: 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 at least ten percent (10%) of the voting interests by instrument, in writing, signed by them.
- (B) Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or unit owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
- (C) Vote Required. Except as otherwise provided for by Florida law, these Articles of Incorporation may be amended by vote of two-thirds (2/3) of the voting interests at any annual or special meeting, or by approval in writing of two-thirds (2/3) of the voting interests

without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.

- (D) 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.

ARTICLE VIII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgement or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

CERTIFICATE

The undersigned, being the duly elected and acting President and Secretary of Ambassador Club of Naples, Inc., hereby certify that the foregoing were duly proposed by at least a majority of the entire membership of the Board of Directors at a special meeting called for the purpose and held on the 10th day of January, 1989. The undersigned further certify that the foregoing were approved by at least two-thirds majority vote of those present on the 10th day of February, 1989 after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment. The foregoing both amend and restate the amended Articles of Incorporation in their entirety.

Executed this 8th day of March, 1989.

THE AMBASSADOR CLUB OF NAPLES, INC.

Lulu C. McCallum
Secretary

Attest:

[Signature]
President



STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed to before me this 8th day of March, 1989, by L.V. Schneeberger, President of The Ambassador Club of Naples, Inc., a Florida corporation not for profit, on behalf of the corporation.

[Signature]
Notary Public (SEAL)
My Commission Expires: 10/1/90