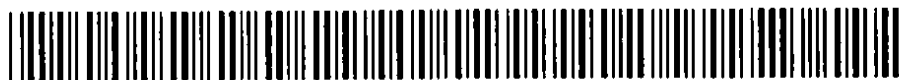




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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

2020. 24 PM 12:45

**OF**

**ESTUARY AT GREY OAKS PROPERTY OWNERS ASSOCIATION, INC.  
a Florida not-for-profit corporation**

The undersigned executes these Amended And Restated Articles of Incorporation for the purpose of forming a not-for-profit corporation in compliance with the requirements of Chapter 617, Florida Statutes.

**Corporate Name**

The name of the corporation is Estuary at Grey Oaks Property Owners Association, Inc., hereinafter called the "Association."

**Address**

The street address of the principal office and the mailing address of the Association shall be 2400 Grey Oaks Drive North, Naples, Florida 34105.

**Registered Agent**

Jones Foster Service, LLC, whose address is 505 South Flagler Drive, Suite 1100, West Palm Beach, FL 33401, is hereby appointed the registered agent of this Association.

**Purpose of the Association**

The purposes for which the Association is organized is to function and operate as the master homeowners' association for the community known as Estuary at Grey Oaks pursuant to the Declaration of Covenants, Conditions and Restrictions for Estuary at Grey Oaks, recorded or to be recorded in the Public Records of Collier County, as amended from time to time; to maintain property owned by, leased to, dedicated to, or agreed to be maintained by the Association; to maintain and operate the Surface Water Management System in accordance with all governmental permits and approvals; to provide for architectural control of Improvements within the Community; to perform all duties and obligations of the Association set forth in the Declaration; to promote the health, safety and welfare of the residents of the Community; and to engage in such other lawful activities as may benefit residents of the Community and enhance property values within the Community. All funds and title to property shall be held for the benefit of the Members. No part of the income of the Association shall be distributed to the members, directors or officers, however the Association may reimburse its directors, officers and committee members for expenses reasonably incurred in performing services to the Association.

**Powers of the Association**

The Association shall have all of the common law and statutory powers granted to it under Florida law which are not in conflict with the terms of these Articles or the

Declaration. The Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose including, without limitation, the following powers:

To 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, as the same may be amended from time to time;

To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of Association, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association;

To maintain, monitor, repair and operate the Surface Water Management Systems, open space, buffer areas, uplands and other property within or servicing the Community. As to the Surface Water Management System, this power shall include, but not be limited to, all lakes, preserves, wetlands, upland buffer zones, retention areas, culverts and related appurtenances. Any conveyance by the Association of these systems shall be to a similar non-profit entity to assure continued maintenance in perpetuity;

To ensure compliance in all respects with the provisions of the Declaration concerning the Surface Water Management System including Article XIII of the Declaration;

To purchase such insurance and bonds as the Board of Directors of the Association deem advisable;

To reconstruct improvements after casualty and make further improvements upon the Property;

To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and By-Laws of the Association, the Design Review Guidelines and procedures, and the rules and regulations adopted pursuant thereto, including, without limitation, the requirements of Article XIII of the Declaration;

To employ personnel to perform the services required for proper operation of the Association;

To 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;

To borrow money and to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

To grant, modify or move any easement and to enter into easement and license agreements;

To employ or retain accounts, attorneys, engineers or other personnel;

To employ or retain management companies or personnel to assist in the management of the Association;

To appoint committees as the Board of Directors may deem appropriate:

To make reasonable rules and regulations which are not inconsistent with the Declaration or these Articles;

To bring legal actions or be sued;

To dedicate, sell or transfer all or any part of the Association property, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be provided in the Declaration;

To participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common areas;

To assess Lots within the Community for the costs and expenses of maintaining and operating the Surface Water Management System within or servicing the Community;

To provide supplemental municipal services;

To enter into bulk rate agreements for providing services or utilities to the Community:  
and

To enter into contracts.

#### Membership

The qualification for Members and the manner, of their admission shall be regulated by the Bylaws for the Association and the Declaration. Membership of the Association shall be composed of all record owners of a fee simple interest in one or more Lots within the Community.

#### Voting Rights

Voting rights of each Member shall be as set forth in the Declaration and shall be regulated by the Bylaws.

#### Board of Directors

The affairs of this Association shall be managed and governed by a Board of Directors consisting of at least five (5) Directors. The number of Directors may be changed as provided in the Bylaws of the Association. The names and addresses of the persons who originally acted in the capacity of Directors until the selection of their successors were:

<b>Name</b>	<b>Address</b>
Larry Mullins	2590 Golden Gate Parkway Suite 110 Naples, Florida 34105
Richard Baker	4200 Gulf Shore Boulevard North Naples, Florida 34103
Kurt Lutgert	2590 Golden Gate Parkway Suite 110 Naples, Florida 34105

#### **Officers**

The affairs of the Association shall be administered by a President, Vice-Presidents, Secretary and Assistant Secretary, a Treasurer and Assistant Treasurer and such other officers as may be designated from time to time by the Board of Directors. The officers shall be elected or designated by the Board of Directors. The names and addresses of the original officers who served until their successors were elected or designated by the Board of Directors are as follows:

<b>President</b>	Larry Mullins 2590 Golden Gate Parkway, Suite 110 Naples, Florida 34105
<b>Vice President</b>	Richard Baker 4200 Gulf Shore Boulevard North Naples, Florida 34103
<b>Vice President</b>	Kurt Lutgert 2590 Golden Gate Parkway, Suite 110 Naples, Florida 34105
<b>Vice President</b>	Howard Gutman 4200 Gulf Shore Boulevard North Naples, Florida 34103
<b>Secretary</b>	Richard Baker 4200 Gulf Shore Boulevard North Naples, Florida 34103
<b>Assistant Secretary</b>	Howard Gutman 4200 Gulf Shore Boulevard North Naples, Florida 34103

Treasurer

Howard Gutman  
4200 Gulf Shore Boulevard North  
Naples, Florida 34103

Assistant Treasurer

Richard Baker  
4200 Gulf Shore Boulevard North  
Naples, Florida 34103

#### Indemnification

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

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 judgment in its favor.

A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his/her action was unlawful or had reasonable cause to believe his/her action was lawful.

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 if the Association believes that one of the above exceptions to indemnification applies, and thereafter, such an exception is established by a judgment or other final adjudication. 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.

#### Dissolution

The Association may be dissolved upon a vote of or the written consent signed by Members holding not less than two-thirds (2/3rds) of the voting interest of the Association. In the event of dissolution, the responsibility for the operation and maintenance of the Surface Water Management System shall be conveyed, assigned and dedicated to an entity approved by the South Florida Water Management District.

#### Term

The term of the Association shall be perpetual.

## Amendments

Amendments to the Articles of Incorporation shall require the affirmative vote of at least a majority of those Members present and voting at a meeting at which a quorum has been attained. Amendments shall be effective upon approval, filing with the Secretary of State and recording in the Public Records of Collier County, Florida. Notwithstanding the foregoing, to the extent legally enforceable and fair and reasonable, no provision may revoke, amend or modify any right or privilege of the Declarant without the written consent of Declarant and no provision pertaining to the Surface Water Management System shall be amended without the approval of The South Florida Water Management District.

## Incorporator

The name and address of the original incorporator of these Articles of Incorporation is as follows:

Name	Address
Larry Mullins	2590 Golden Gate Parkway Suite 110 Naples, Florida 34105

## Interpretation

These Articles of Incorporation shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation or the Bylaws, the following order of priority shall apply the Declaration, the Articles of Incorporation and the Bylaws. Definitions set forth in the Declaration shall apply to terms used in these Articles.

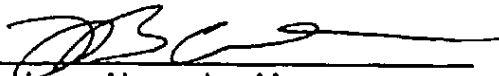




**REGISTERED AGENT ACCEPTANCE**

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

JONES FOSTER SERVICE, LLC

By:   
Larry Alexander, Manager  
Registered Agent