

NO3233

SECTION 23 PROPERTY OWNERS ASSOCIATION, INC.

26217 Rampart Boulevard, Unit A.
Punta Gorda, FL 33983
(941) 764-6674

100002365261--2
-12/08/97--01017--030
November 25, 1997 *****87.50

Department of State
Division of Corporations
Amendment Section
Tallahassee, Florida 32314

Attention: Ms. Karen Gibson, Corporate Specialist.

Subj: PGI Section 23, Property Owner's Association, Inc. Ref. Number: 3233.

- Ref: (a) Our telecon of 25 Sept 1997.
- (b) Your ltr Number: 497A00048662 of October 3, 1997.
- (c) My transmittal of Articles of Incorporation of subject Homeowners' Association.
- (d) Your ltr Number: 797A00054284 of November 12, 1997.

- Encl. (1) Signed copies (2) of Amended and Restated Articles of Incorporation.
- (2) Check for \$87.50.

Dear Ms. Gibson:

Please find our check for \$87.50 to cover the Filing Fee (\$35.00) and the cost of a Certified Copy (\$52.50) of the enclosed Articles of Incorporation.

I have made the two changes that you suggested, obtained the required signature of the Registered Agent, affixed my signature and had it notarized. In the event that I have overlooked anything, please let me know.

Again, may I express my appreciation for your assistance and the guidance you so professionally provided, as I struggled to amend and restate the Articles of Incorporation of the Section 23, Property Owner's Association, Inc.

I look forward to receiving the Certified Copy as does the Board of Directors.

Thank you so much for your help.

Sincerely,

William G. Cone
William G. Cone
President

941 255-9765
* COR APARNAM

Mr. Cone GAVE
 AUTHORIZATION BY PHONE TO
 CORRECT *state out. CORNIA*
 DATE *12-3-97*
 DOC. # *008*
AM/Post W/C
12/3

97 DEC -2 AM 9:35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION 23 PROPERTY OWNERS ASSOCIATION, INC.

26217 Rampart Boulevard, Unit A.
Punta Gorda, FL 33983
(941) 764-6674

November 5, 1997

Department of State
Division of Corporations
Amendment Section
Tallahassee, Florida 32314

Attention: Ms. Karen Gibson, Corporate Specialist.

Subj: PGI Section 23, Property Owner's Association, Inc. Ref. Number: 3233

Ref: (a) Our telecon of 25 Sept 1997.

(b) Your Letter Number: 497A00048662 of October 3, 1997.

- Encl. (1) Draft of the Amended and Restated Articles of Incorporation of Section 23, Property Owner's Association, Inc.
(2) Resolution 1997-7 - Amend & Restate the Articles of Incorporation of the Section 23, Property Owner's Association, Inc. adopted August 21, 1997.

Dear Ms. Gibson:


First, may I express my appreciation for your assistance and guidance so willingly provided in the references (a) and (b) as I struggled to amend and restate the Articles of Incorporation of the Section 23, Property Owner's Association, Inc. I couldn't have gotten this far without your help.

The annual meeting, on October 14, was a real success as the Articles were approved by an overwhelming majority. I have now taken the "dash out-underline" version that I mailed to the entire membership of 3,342 property owners and put same in final form for your review. So, again I seek your professional judgement.

I regret taking time from your busy day, but I think it makes sense to submit an unsigned copy for your comments or corrections before getting everything signed and notarized and then find out that I have made mistakes that require rework. Once I have your approval, I will send the "final" with the appropriate signatures and the fees, of course. Please feel free to "mark-up" this draft with your comments if you find that corrections are required.

Thank you so much for your help.

Sincerely,


William G. Cone
President

P.S. I was reelected President at the organizational meeting held on October 16.

Home Telephone: William G. Cone
(941) 255-9765



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 12, 1997

WILLIAM G. CONE
SECTION 23 PROPERTY OWNERS ASSOCIATION
26217 RAMPART BLVD., UNIT A
PUNTA GORDA, FL 33983

SUBJECT: SECTION 23 PROPERTY OWNER'S ASSOCIATION, INC.
Ref. Number: N03233

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

THE AMENDED AND RESTATED ARTICLES ARE FINE FOR FILING. THE NAME OF THE CORPORATION IN ARTICLE I SHOULD STAY THE SAME AS THE NAME IN THE HEADING UNLESS IT IS BEING AMENDED. IF IT IS BEING AMENDED, THE WRITING AS OF THIS DOCUMENT IS FINE.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 797A00054284



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 3, 1997

WILLIAM G. CONE
SECTION 23 PROPERTY OWNERS ASSOCIATION
26217 RAMPART BLVD., UNIT A
PUNTA GORDA, FL 33983

SUBJECT: SECTION 23 PROPERTY OWNER'S ASSOCIATION, INC.
Ref. Number: N03233

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

AFTER READING YOUR LETTER AND REVIEWING THE HISTORY OF YOUR CORPORATION, I AM CONVINCED THAT THE CORRECT PATH FOR YOUR ASSOCIATION IS TO FILE AMENDED AND RESTATED ARTICLES OF INCORPORATION. THE ENTIRE ARTICLES MAY BE REWRITTEN AND ALL EXCEPT FOR THE DATE OF INCORPORATION AND THE NAMES OF THE INCORPORATORS MAY BE AMENDED. A SECTION ON INCORPORATORS MAY BE SIMPLY LEFT OUT OF THE NEW AMENDED AND RESTATED ARTICLES OF INCORPORATION.

ENCLOSED IS A COPY OF OUR CHECK-LIST USED WHEN CHECKING ARTICLES WITHIN THE CORPORATION'S OFFICE. HOPEFULLY IT MAY BE OF SOME HELP TO YOU.

AFTER REVIEWING YOUR CORRESPONDENCE, I AM CONFIDENT THAT THE RESTATED ARTICLES SHOULD BE ACCEPTABLE. PLEASE SUBMIT THEM TO MY ATTENTION AND I WILL BE IN CONTACT WITH YOU THROUGHOUT THE PROCESS.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 497A00048662

SECTION 23 PROPERTY OWNERS ASSOCIATION, INC.

26217 Rampart Boulevard, Unit A
Punta Gorda, FL 33983
(941) 764-6674

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

September 25, 1997

Subj: Amendment of the Articles of Incorporation of a 617 F.S. homeowner's association.

Ref: (a) Florida Not For Profit Corporation Act Sections 617.1001 thru 617.007 Florida Statutes.

Encl: (1) Article 9, of the PGI Section 23, Articles of Incorporation

Dear Sir/Madam

Punta Gorda Isles, Inc. a Chapter 607 F.S. corporation, the developer of PGI Section 23, filed the Articles of Incorporation of PGI Section 23, Property Owner's Association, Inc., a Not For Profit corporation, under Chapter 617 F.S. with your office on May 22, 1984. Amendments to these Articles of Incorporation were filed with your office May 06, 1991 and May 01, 1992.

The subdivision, i.e., PGI Section 23, a community of 3,342 properties (approximately 1,700 homes, the remainder being vacant lots) were turned over to the property owners to manage in October 1992.

All the documents however, were written over a year before turnover to serve a dual purpose. Meaning that the Articles of Incorporation, the Bylaws and the Declaration of Restrictions contained language that permitted the developer to retain full control, i.e., to manage and control the properties (until turnover) with such language as; "The Association, (referring to the Property Owner's Association), shall have all the commonlaw power and the authority to carry out the duties and responsibilities as may be granted to it by Punta Gorda Isles" (the developer) and "Directors need not be members of the Association." The latter example being included to permit the developer Board of Directors to remain in power and set their own pay (under the present Bylaws... which should be amended as well).

The aforementioned are only two examples of these Articles of Incorporation, written to serve the dual purpose of letting the property owners "run things" precisely as they were told by the developer, i.e., keeping the developer in full control. Turnover occurred in October 1992.

Now, as to the purpose of this letter. The Declaration of Restrictions were amended and filed with the Clerk of the Circuit Court of Charlotte County in February, this year. Thus, removing the power of the former developer and the parts of those covenants that reflected a 607 F.S. corporation. The present Board of Directors desires that the Board members be property owners and serve without pay and that the documents reflect that principle.

The Board would like to amend and restate the Articles of Incorporation and Bylaws to make them appropriately reflect their not-for-profit corporation and file the amended Articles with the Division of Corporation as a 617 F.S. corporation (homeowner's association) without the superfluous and inappropriate language of the former developer.

I have used the underlining and hyphen-out method and presented the entire Articles of Incorporation to all members of the Association, in advance (over 30 days) of the annual meeting on October 14, as appropriate.

A resolution has been properly prepared and unanimously approved by the Board. The members of the Association have been given proper and timely notice that there will be a vote to amend the Articles at the annual meeting. No changes have been proposed that affect the qualifications and voting rights of said members and there is no conflict with the existing covenants or the laws of the State of Florida.

All conditions of Article 9.2 (See enclosure) have been met except proxy voting on the amendments has been eliminated.

The Board of Directors confirms that all the provisions of reference (a) have been met and want to be assured that we are within our rights to amend the Articles at the annual meeting of the membership with the approval of two-thirds (2/3rds) or more of those members voting. There are usually well over 200 property owners present and voting at the annual meeting.

Your advice and/or confirmation that the Board of Directors has the legal prerogative to amend the Articles of Incorporation under the procedures and conditions set forth above is requested.

Thank you for taking time from your busy day to assist us in this matter. The date (October 14) of our annual meeting makes an early response important to this undertaking and would be greatly appreciated.

Sincerely,

A handwritten signature in black ink that reads "William G. Cone". The signature is written in a cursive style with a large, looping "W" and "G".

William G. Cone
President (for the Board of Directors)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE
SECTION 23 PROPERTY OWNER'S ASSOCIATION, INC.
(A Florida corporation not for profit)**

FILED
97 DEC -2 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE BOARD OF DIRECTORS hereby associate themselves as the elected representatives of the members of the Section 23, Property Owners Association, Inc., and do hereby duly adopt these amended and restated Articles of Incorporation on behalf of the Association membership.

**ARTICLE I
NAME**

The name of the corporation shall be Section 23, Property Owner's Association, Inc., which is also referred to herein as PGI Section 23 or as the "Association" for convenience.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of PGI Section 23, Property Owner's Association, Inc., shall be, 26217 Rampart Boulevard, Punta Gorda, Florida, 33983.

**ARTICLE III
PURPOSES**

The general purpose(s) for which the corporation is organized are to; promote the general welfare, health and safety of the property owners; assure that the common properties, i.e., greenbelts, waterways, lakes, swales, easements and other common areas are maintained; review plans and specifications for new constructions, additions and renovations and assure that these meet established standards of design, appearance and location; compel observance of the deed restrictions and conduct day to day business associated with managing and providing services to the community as may be imposed by the membership within the framework of the Declaration of Restrictions, the Bylaws, the laws of Charlotte County and the State of Florida.

**ARTICLE IV
MEMBERS**

(a) **Membership in the Association.** Every fee simple owner of a parcel of land in PGI Section 23, Charlotte County, Florida shall be a member of the Association.

(b) **Voting Rights.** Each parcel owner shall be entitled to one vote for each parcel owned. The term parcel shall include lots and tracts and if a parcel is owned by more than one person or entity, such owners shall designate one of their members as the voting member, and shall give the Association notice in writing of the owner so selected. Failure on the part of the multiple owners of a single parcel to appropriately notify the Association of the name of the voting member, shall result in the loss of the vote for that particular parcel until such time as the required notice is given to the Association. Voting shall be in person or by absentee ballot only. Fractional voting, accumulative voting and proxy voting are prohibited.

(c) **Sale or Transfer.** A member(s) of the Association who sells or transfers ownership of a parcel in PGI Section 23, shall cease to be a member of the Association if that member owns no other parcel(s) in PGI Section 23, and the membership shall be transferred to the new owner when the deed or other instrument of conveyance has been recorded in the Public Records of Charlotte County, Florida, and a certified copy thereof furnished the Association. A members share in the assets, privileges and rights as a member of the Association cannot be assigned, pledged or transferred in any manner, except as an appurtenance to a parcel, and shall be so transferred as an appurtenance to the parcel on the sale or transfer of the parcel ownership as outlined herein.

ARTICLE V
DIRECTORS

(a) **Requirements.** The affairs of the Association will be managed by an elected Board of Directors consisting of the number of directors as set forth in the Bylaws, but not less than five (5) directors, and in the absence of such determination, shall consist of five (5) directors. Directors must be members of the Association, serve on the Board without compensation and may not be employed by the Association.

(b) **Election and Removal.** Directors shall be elected by the voting members of the Association, at the annual meeting, in the manner set forth in the Bylaws and shall continue to serve until their successors have been elected or they may be named by unanimous consent of the remaining directors to fill a vacancy until the next election. Directors may be removed and the vacancies created on the Board of Directors filled in the manner set forth in the Bylaws.

(c) **Officers.** The members of the Board of Directors shall elect a President, Vice President, Treasurer and such other officers as may be stipulated in the Bylaws or necessitated by events. The officers shall be elected annually at the organizational meeting, to be held within ten (10) days after the annual meeting and said officers shall serve until their successors are elected.

(d) **Disclosure.** An officer or director shall make full disclosure of any interest in any matter that shall come before the Board of Directors and if such interest is or may become in conflict with the interest of the Association, said officer or director shall reclude himself or herself from any consideration of such matter. A contract or transaction between the Association and one or more of its officers or directors or between the Association and another corporation, partnership, association or organization in which said officer(s) or director(s) has a financial interest may be invalid, void or voidable solely for that reason or solely because the officer(s) or director(s) is present at or participates in the meeting of the board or committee which authorizes such contracts or transactions or solely because their votes are counted for such purpose. No officer or director shall incur liability by reason that he or she is or may be interested in any such contract or transaction.

ARTICLE VI
CORPORATE POWERS

The Association shall be vested with all the common law and statutory powers and authority granted to corporations not-for-profit and such future powers of enforcement as may hereafter and in the future be authorized by the membership, to carry out the duties and responsibilities of the Section 23, Property Owner's Association, Inc., as set forth in the foregoing Article III of these Articles of Incorporation, the Bylaws, the Declaration of Restrictions, Single Family as amended and the Declaration of Restrictions Multi-Family, as amended, through the Board of Directors.

ARTICLE VII
INDEMNIFICATION

Every director and every officer of the Association shall be indemnified, saved and held harmless by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon them as directors and officers to which they may be a party, or in which they may become involved by reason of being or having been a director or officer of the Association, whether or not they are a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of duties considered to be Board of Directors' business; provided that in event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not operate to the exclusion of any and all other rights to which the director or officer may be entitled.

ARTICLE VIII

BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation and may alter, amend or rescind said Bylaws. The Bylaws may contain provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Declaration of Restrictions or Corporate Law.

ARTICLE IX

AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner.

(a) Written notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered and such notice shall be delivered to each voting member at least thirty (30) days, but not more than sixty (60) days, prior to the meeting.

(b) A resolution for the adoption of an amendment may be proposed either by the Board of Directors or by the voting members of the Association. Directors and voting members not present in person at a meeting when an amendment is under consideration, may express their approval or opposition in writing provided written notice of such approval or opposition is delivered to the Secretary at or prior to the meeting. Resolutions proposing the adoption of amendments must be adopted by not less than two-thirds of the total votes cast by voting members present at the meeting when said resolution is presented for a vote.

(c) No amendment shall make any change in the qualifications for membership or the voting rights of members, without the approval of all the members of the Association in good standing. No amendment shall be made that is in conflict with the law or the Declaration of Restrictions as amended from time to time, except that all governing documents shall be amended to remain consistent with these Articles of Incorporation.

(d) The Section 23, Property Owner's Association, Inc., as the successors to Punta Gorda Isles, Inc., shall have the absolute right to amend these Articles of Incorporation. A copy of each amendment shall be filed with the Secretary of State of the State of Florida and shall be recorded in the Public Records of Charlotte County, Florida.

ARTICLE X

TERM

The term of the Section 23, Property Owner's Association, Inc., shall be perpetual.

ARTICLE XI

SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

William G. Cone	25170 Obelisk Court Punta Gorda, FL 33983
Gladwin O. Unrau	26036 Luzon Court Punta Gorda, FL 33983
Henry A. James	25435 Panache Lane Punta Gorda, FL 33983
Robert V. Bracken	1346 Neopolitan Road Punta Gorda, FL 33983
Mary E. Renfer	2432 Greenland Court Punta Gorda, FL 33983

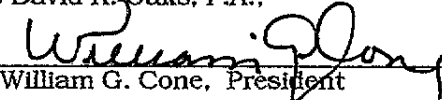
**ARTICLE XII
INCORPORATORS**

Punta Gorda Isles, Inc., a Florida Corporation registered under the Business Corporation Act, Chapter 607, Florida Statutes, located at 1625 West Marion Avenue, Punta Gorda, Florida, 33950, and the developer of PGI Section 23, did file the appropriate affidavits that were recorded with the Department of State, Division of Corporations, on May 22, 1984 to incorporate the Section 23, Property Owner's Association, Inc., is the sole incorporator of Section 23, Property Owner's Association, Inc.

**ARTICLE XIII
REGISTERED AGENT**

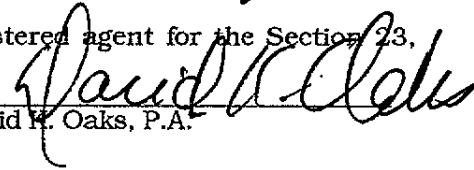
The INITIAL registered agent, whose office was located at 166 N. Tamiami Drive, NE., Port Charlotte, Florida, 33952 and the resident agent present at such office and upon whom process might have been served was Robert C. Sifrit.

The PRESENT registered agent whose office is located at 252 West Marion Avenue, Punta Gorda, Florida upon whom process might be served shall be David K. Oaks, P.A.,



William G. Cone, President

I, David K. Oaks, P.A. hereby agree to serve as registered agent for the Section 23, Property Owner's Association, Inc.



David K. Oaks, P.A.

CERTIFICATE

I, William G. Cone, President of the Section 23, Property Owner's Association, Inc., do hereby certify that the Board of Directors did adopt BOD Resolution No. 1997-7 on August 21, 1997 at a regularly scheduled meeting and that said resolution did direct that the proposed amended and restated Articles of Incorporation therein addressed be submitted for approval by the membership at the annual meeting of the Association members on October 14, 1997. Written notice setting forth the proposed amended and restated Articles of Incorporation was delivered by first class mail to all members at least thirty (30) days prior to the annual meeting. The proposed amended and restated Articles of Incorporation were duly adopted by the membership of the Corporation at said annual meeting and supersede the original Articles of Incorporation and all amendments thereto when certified by the Department of State.

WITNESS, my hand this 26 day of November 1997.

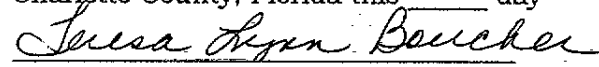


William G. Cone, President

**STATE OF FLORIDA
COUNTY OF CHARLOTTE**

BEFORE ME, the undersigned authority, personally appeared, William G. Cone, who acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes set forth therein.

WITNESS my hand and seal at Punta Gorda, Charlotte County, Florida this 26 day of November 1997.



Notary Public - State of Florida at Large

