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Retired

March 30, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****87.50 *****87.50

RE: **Articles of Incorporation**
Beachwalk Residents Association, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the above-referenced document for filing.
Also enclosed is a check in the amount of \$87.50. Please return a certified copy to our office at
your earliest convenience.

Thank you for your assistance.

Sincerely,
SWALM & MURRELL, P.A.

Cheryl M. Mourning
Cheryl M. Mourning
Secretary to Robert C. Samouce

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE

The undersigned, being the duly elected and acting President and Secretary of Beachwalk Residents Association, Inc., hereby certify that the foregoing were approved by two-thirds (2/3) of the entire membership at a special meeting called for the purpose and held on the 24th day of March, 1998 after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said vote is sufficient for their amendment. The foregoing both amend and restate the amended Articles of Incorporation in their entirety.

Executed this 24th day of March, 1998

Beachwalk Residents Association, Inc.
[Signature]
President

Attest:

[Signature]
Secretary

(SEAL)

98 APR -2 AM 9:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed to before me this 24th day of March, 1998, by Phil Garity and Ken Merrick, President and Secretary, respectively, of Beachwalk Residents Association, Inc., a Florida corporation not for profit, on behalf of the corporation. They are is personally known to me or did produce _____ as identification.

ROBERT C. SAMOUCI
MY COMMISSION # CC 605820
EXPIRES: December 30, 2000
Bonded Thru Notary Public Underwriters

ROBERT C. SAMOUCI
MY COMMISSION # CC 605820
EXPIRES: December 30, 2000
Bonded Thru Notary Public Underwriters

[Signature]
Notary Public (SEAL)
Print name: Robert C. Samouci

**NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION.
FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION.**

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

BEACHWALK RESIDENTS ASSOCIATION, INC.

Pursuant to Section 617.1007, Florida Statutes, these Articles of Incorporation of Beachwalk Residents Association, Inc., a Florida corporation not for profit which was originally incorporated under the same name on October 14, 1986, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1002, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments, adopted pursuant to Section 617.1002, Florida Statutes, and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Beachwalk Residents Association, Inc., shall henceforth be as follows.

ARTICLE I

NAME. The name of the corporation is Beachwalk Residents Association, Inc., sometimes hereinafter referred to as the "Master Association".

ARTICLE II

PRINCIPAL OFFICE. The principal office of the corporation shall be 705 Reef Point Circle, Naples, Florida 34108.

ARTICLE III

PURPOSE AND POWERS. This Master Association will not permit pecuniary gain or profit, nor distribution of its income to its members, officers or Directors. It is a nonprofit corporation formed for the purpose of establishing a corporate residential community homeowner's association which, subject to a Master Declaration of Covenants, Conditions and Restrictions for Beachwalk originally recorded in the Public Records of Collier County, Florida, at O.R. Book 1235 at Page 2017 *et seq.*, has the powers described herein. The Master Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles, the Bylaws of the corporation, and with said Declaration of Protective Covenants, Conditions, and Restrictions for Beachwalk and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential community, subject to said recorded Declaration, as it may from time to time be amended, including but not limited to the power:

(A) to fix, levy, collect and enforce payment by any lawful means all charges, assessments, or liens pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all

license fees, taxes or governmental charges levied or imposed against the Property or the corporation;

(B) to make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Master Association;

(C) to sue and be sued, and to enforce the provisions of the Declaration, these Articles, and the Bylaws of the Master Association;

(D) to contract for the management and maintenance of the Common Areas and to delegate any powers and duties of the Master Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Master Association;

(E) to employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Properties;

(F) to dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication, sale or transfer shall be effective unless an instrument has been signed by two-thirds (2/3rds) of the voting interests agreeing to such dedication, sale or transfer;

(G) to borrow money, and with the prior approval of two-thirds (2/3rds) of the voting interests, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(H) to maintain, repair, replace and provide insurance for the common areas;

(I) to acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the corporation; and

(J) to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617 of the Florida Statutes may now or hereafter have or exercise; subject always to the Declaration as amended from time to time.

All funds and the title to all property acquired by the Master Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS. Membership and voting rights shall be as set forth in the Bylaws of the Master Association.

ARTICLE V

TERM; DISSOLUTION. The term of the Master Association shall be perpetual. The Master Association may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3rds) of the voting interests. Upon dissolution of the Master Association, other than incident to a merger or consolidation, its assets, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Master Association was formed. In the event there is a refusal to accept such dedication, then such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization which is devoted to purposes similar to those of this Master Association.

ARTICLE VI

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

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 one-fourth (1/4) of the voting interests, and shall be submitted to a vote of the members not later than the next annual meeting.

(B) **Vote Required.** Except as otherwise required by Florida law, these Articles of Incorporation may be amended if the proposed amendment is approved by at least two-thirds (2/3rds) of the voting interests who are present and voting, in person by proxy, of the total voting interests at any annual or special meeting, or by a majority of the voting interests in writing without a meeting, provided that notice of any proposed amendment has been given to the members of the Master Association, and that the notice contains a fair statement of the proposed amendment.

(C) **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 with the same formalities as are required in the Declaration for recording amendments to the Declaration.

ARTICLE VIII

DIRECTORS AND OFFICERS.

(A) The affairs of the Master Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

(B) Directors of the Master 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 Master 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 Master Association and shall serve at the pleasure of the Board.

ARTICLE IX

INDEMNIFICATION.

To the fullest extent permitted by Florida law, the Master Association shall indemnify and hold harmless every Director and every officer of the Master Association against all expenses and liabilities including attorney 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 Master Association. The foregoing right of indemnification shall not apply to:

- (A) Willful misconduct or a conscious disregard for the best interests of the Master Association, in a proceeding by or in the right of the Master 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.
- (D) Wrongful conduct by Directors or officers, in a proceeding brought by or on behalf of the Master Association.

In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the settlement as being in the best interest of the Master 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.