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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
COUNTRYSIDE MASTER ASSOCIATION, INC.**

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CERTIFICATE

THE UNDERSIGNED, being the duly elected and acting President of Countryside Master Association, Inc., a Florida corporation not for profit ("Association"), does hereby certify that:

1. The Amended and Restated Articles of Incorporation attached hereto as Exhibit "A" contain amendments to the Amended and Restated Articles of Incorporation requiring approval from the Association's members.
2. The Association's members approved the Amended and Restated Articles of Incorporation by written consents in lieu of a meeting.
3. The number of votes cast by the Association's members was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and the seal of the corporation.

COUNTRYSIDE MASTER
ASSOCIATION, INC. (SEAL)

By: [Signature]
Anthony A. Scanzillo, President

[Signature]
Witness
Print Name: Michael Bradfield

[Signature]
Witness
Print Name: Jeff Jacob

STATE OF Florida)
COUNTY OF Collier)

The foregoing instrument was acknowledged before me this 4 day of May, 2017, by Anthony A. Scanzillo, as President of Countryside Master Association, Inc., the corporation described in the foregoing instrument, who is (✓) personally known to me or who has produced _____ as identification.



[Signature]
Notary Public, State of Florida
Kimberly M. Bruge
Printed Name of Notary Public
Serial Number: FF150371
My Commission Expires: 9/8/18

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EXHIBIT "A"

17 MAY 12 AM 8:33

ARTICLES OF INCORPORATION
OF
COUNTRYSIDE MASTER ASSOCIATION, INC.

AMENDED AND RESTATED

[Capitalized terms not defined herein have the meanings ascribed to them in the Declaration]

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Countryside Master Association, Inc., a Florida not for profit corporation, 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 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 617.1007 Florida Statutes and the omission of matters of historical interest.

As so amended and restated, the Amended and Restated Articles of Incorporation shall henceforth be as follows:

ARTICLE I
NAME

The name of the corporation is Countryside Master Association, Inc., hereafter called the "Association" and doing business as Countryside Golf & Country Club.

ARTICLE II
ADDRESS

The principal office of the Association is located at 600 Countryside Drive, Naples, FL 34104.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Association shall be 600 Countryside Drive, Naples, FL 34104. The name of the registered agent at such address shall be the General Manager of the Association, Michael Bradfield.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to its Members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within the Properties. The purposes of this Association shall include, without limitation of the foregoing, to maintain the Common Area and certain other land within the Properties, hold title and carry out, enforce and otherwise fulfill its rights and responsibilities under and pursuant to the Governing Documents. The recording of an amendment to the Declaration from time to time

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pursuant to Article VII (Additional Property) of the Declaration for the purpose of adding additional land shall, subject to approval from the Members pursuant to Article IV(g) below, bring such additional land within the jurisdiction of the Association, and such additional land shall be included with the Properties. The Association is empowered to:

(a) Exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Governing Documents;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or Assessments pursuant to the terms of the Governing Documents; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) 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;

(d) Borrow money, and, with membership approval to the extent required below, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, unless such transaction is pursuant to the emergency powers set forth in Section 720.316 of the Act, in which case the Board may, without the Members' approval, borrow money and pledge Association assets as collateral to fund emergency repairs and carry out the duties of the Association if operating funds are insufficient. A secured loan that does not relate solely to the golf course must be approved by 2/3 of the Members with full golfing privileges and by 2/3 of the Members without full golfing privileges, unless membership approval is not required pursuant to Section 720.316 of the Act. A secured loan that relates solely to the golf course must be approved only by 2/3 of the Members with full golfing privileges, unless membership approval is not required pursuant to Section 720.316 of the Act.

(e) Dedicate, sell or transfer all or any part of the Common Area, including roadways, to any public agency, authority, or utility. No such dedication or transfer shall be effective unless an instrument has been signed by a majority of the Board of Directors agreeing to such dedication, sale or transfer;

(f) Grant easements as to the Common Area to public and private utility companies including cable TV and Internet, and to public bodies or governmental agencies or other entities or persons, with or without cost or charge at the sole discretion of the Board of Directors, where convenient, desirable or necessary in connection with the development of the Properties, and the providing of utility and other services thereto;

(g) Participate in mergers and consolidations with other not for profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of Members.

(h) Annex additional real property in accordance with the provisions of Article VII (Additional Property) of the Declaration and Article IV(g) above, with such annexations, when completed in accordance with said provisions, extending the jurisdiction, function, duties, and membership of the Association to the real property thereby annexed;

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(i) From time to time adopt, alter, amend, and rescind reasonable Rules governing the use of the Common Area and such other purposes as set forth in the Governing Documents, which Rules shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles;

(j) Contract for the maintenance and management of the Common Area, and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;

(k) Open all or any portion of the Common Area (including the golf course) for public use at a reasonable charge; and

(l) Have and exercise any and all powers, rights and privileges which a corporation organized under the Florida Not For Profit Corporation Act may now or hereafter have or exercise.

ARTICLE V MEMBERSHIP

Every Owner of a Lot or Unit shall be a Member of the Association, subject to and bound by the Governing Documents. The foregoing does not include persons or entities who hold a leasehold interest or an interest merely as security for the performance of an obligation. Ownership shall be the sole qualification for membership. An Owner of more than one (1) Lot or Unit shall be entitled to one (1) membership for each Lot or Unit owned. Membership shall be appurtenant to and may not be separated from, ownership of any Lot or Unit and shall be automatically transferred by Conveyance of that Lot or Unit.

ARTICLE VI VOTING RIGHTS AND QUORUM

Membership in the Association, for the purpose of voting and other rights incidental to membership, shall be distinct from membership rights with respect to golfing privileges.

The Association shall have two classes of voting membership: Class A and Class B. All votes shall be cast in the manner provided in the Bylaws. When more than one person or entity holds an interest in any Lot or Unit, the vote for such Lot or Unit shall be exercised as such persons determine, but in no event shall more than one vote be cast with respect to any such Lot or Unit, nor shall any split vote be permitted with respect to such Lot or Unit. Only Members having full golfing privileges may vote on matters relating solely to the golf course or the Members having full golfing privileges.

A quorum of Members shall be determined as set forth in the Bylaws.

ARTICLE VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of nine (9) directors. The number of directors and terms of office may be changed by amendment of the Bylaws of the Association.

ARTICLE VIII OFFICERS

The affairs of the Association shall be administered by the officers designated by the Bylaws.

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The officers shall be elected by the Board at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the members of the Board.

ARTICLE IX BYLAWS

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

ARTICLE X INDEMNIFICATION

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and officer of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on her/him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which such Director or officer may be a party because of being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that such 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 judgment in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe such action was unlawful or had reasonable cause to believe such 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.

ARTICLE XI DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any not for profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII DURATION

The corporation shall exist perpetually.

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ARTICLE XIII AMENDMENTS

These Articles may be amended by a vote of not less than two-thirds (2/3) of all Members, provided that if the amendment relates solely to the golf course or Members with full golfing privileges, the amendment must be approved only by a vote of not less than 2/3 of the Members with full golfing privileges. However, in no event shall these Articles be amended by the Members with full golfing privileges in a manner that materially and adversely affects the rights of the Members without full golfing privileges.

Although these Articles shall be deemed amended by virtue of revisions to statutes and regulations which control over conflicting provisions of these Articles, the Board of Directors shall have the authority to amend these Articles in order to conform the provisions hereof with such revisions to statutes and regulations. In addition, the Board may amend these Articles to correct scrivener's errors or omissions, and may amend and restate these Articles in order to consolidate into one document amendments previously adopted by the Members or the Board. Amendments adopted by the Board shall occur at a duly noticed Board meeting (with adoption of the amendments set forth on the agenda).

ARTICLE XIV INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained herein and in the other Governing Documents where necessary to interpret, construe, and clarify the provisions of these Articles. It is the intent of these Articles that the provisions hereof be consistent with the provisions of the remaining Governing Documents, and, to the extent not prohibited by law, that the provisions of these Articles and of the other Governing Documents be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results. In the case of any conflict between these Articles and the Bylaws that cannot be reconciled, these Articles shall control; and in the case of any conflict between the Declaration and the Bylaws that cannot be reconciled, the Declaration shall control.

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