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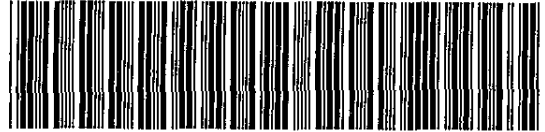
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*Amended &
Restated
Articles*

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DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA

*AR
7/31/03*



CORPORATION SERVICE COMPANY™

★ File First ★

ACCOUNT NO. : 072100000032

REFERENCE : 187962 87004A

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : July 30, 2003

ORDER TIME : 1:03 PM

ORDER NO. : 187962-005

CUSTOMER NO: 87004A

CUSTOMER: Christopher N. Davies, Esq.
Swalm & Bourgeau, P.a.
Suite 308
2375 Tamiami Trail North
Naples, FL 34103

DOMESTIC AMENDMENT FILING

NAME: BOCA BAY MASTER ASSOCIATION,
INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 1155

EXAMINER'S INITIALS: _____

This instrument prepared by and return to:
Christopher N. Davies
SWALM & BOURGEOU, P.A.
2375 Tamiami Trail N., Suite 308
Naples, Florida 34103

FILED
03 JUL 30 PM 3
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

BOCA BAY MASTER ASSOCIATION, INC.

(FORMERLY KNOWN AS BOCA BAY COMMUNITY ASSOCIATION, INC.)

Preamble

This corporation was formed in 1989 by CSX Realty, Inc., a Virginia corporation, to administer and enforce various covenants and restrictions imposed on certain lands it owned in Lee County, Florida. CSX Realty, Inc. and its successors developed such lands into a series of residential neighborhoods collectively known as Boca Bay. Upon substantial completion of Boca Bay in 2001, control and management of the corporation were turned over to the OWNERS of property in Boca Bay, and it is the purpose of this amendment to revise in certain respects and to restate in their entirety the Articles of Incorporation, as previously amended, to reflect the foregoing circumstances. Obsolete references to CSX Realty, Inc. and its successors (previously the "DECLARANT") are deleted and certain changes in terminology are made. It is not the purpose of this document to discharge, release or affect in any manner any potential or existing rights, duties, warranties, obligations, claims or liabilities by or between CSX Realty, Inc. or its successors in interest on the one hand, and the MASTER ASSOCIATION or any owner or former owner of property in Boca Bay on the other hand. Capitalized terms used herein without definition shall have the meanings specified for such terms in the Declaration of Covenants and Restrictions of Boca Bay dated April 12, 1989 and recorded on November 3, 1989 in the Official Records of Lee County, Florida, in Official Record Book 2107, Page 0001, as amended (the "MASTER COVENANTS").

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of BOCA BAY MASTER ASSOCIATION, INC., a Florida not-for-profit corporation, which was originally incorporated under the name of BOCA BAY COMMUNITY ASSOCIATION, INC., are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1007, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Second 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. The Second Amended and Restated Articles of Incorporation of BOCA BAY MASTER ASSOCIATION, INC., shall henceforth be as follows:

ARTICLE I

Name

The name of the corporation is BOCA BAY MASTER ASSOCIATION, INC. (the "MASTER ASSOCIATION"). Its principal place of business is 800 Gulf Boulevard, Boca Grande, Florida 33921, and its mailing address is Post Office Box 1239, Boca Grande, Florida 33921.

ARTICLE II

Duration

The MASTER ASSOCIATION shall have perpetual existence.

ARTICLE III

Purpose

The purposes for which the MASTER ASSOCIATION is organized are as follows:

3.01 To operate as a corporation not-for-profit pursuant to Chapter 617, Florida Statutes; and to exercise all of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles of Incorporation, as amended (the "ARTICLES"), the MASTER COVENANTS and the BYLAWS. If any irreconcilable conflict should exist, or hereafter arise, with respect to these ARTICLES the MASTER COVENANTS, or BYLAWS, the MASTER COVENANTS shall control, then the ARTICLES over the BYLAWS.

3.02 To administer, enforce and carry out the terms and provisions of the MASTER COVENANTS, as same may be amended from time to time, including without limitation the following powers:

A. To own, convey, maintain and operate real and personal property as provided in the MASTER COVENANTS.

B. To make, enforce and amend reasonable rules and regulations.

C. To levy, collect and enforce assessments against members as provided in the MASTER COVENANTS.

D. To sue or be sued.

E. To employ the personnel necessary to perform the services, or to enter into contracts to perform the services, required by the MASTER COVENANTS to include, but not limited to, a contract for services to operate and maintain the storm water management system.

3.03 To administer, enforce and carry out the terms and provisions of any other declaration of covenants and restrictions, or similar document, submitting property to the jurisdiction of, or assigning responsibilities, rights or duties to the MASTER ASSOCIATION.

3.04 To promote the health, safety, welfare, comfort, and social and economic well-being of the OWNERS and residents of property in Boca Bay, as authorized by the MASTER COVENANTS, these ARTICLES, and by the Bylaws of the MASTER ASSOCIATION (the "BYLAWS").

3.05 To operate, control and maintain that portion of the storm water management system not maintained by HOMEOWNERS' ASSOCIATIONS within or upon the SUBJECT PROPERTY including but not limited to retention areas, culverts and related appurtenances, in accordance with South Florida Water Management District Permit No. 36-00 791S and Lee County Land Development Code (1998) Section 10-327 and, in the event the MASTER ASSOCIATION is dissolved, to assign or dedicate the surface water management system and related easements on the SUBJECT PROPERTY to an appropriate unit of local government, and if it is not accepted, to a similar non-profit organization to assure continued maintenance in perpetuity. SUBJECT PROPERTY means the property subject to the MASTER COVENANTS.

ARTICLE IV

Members

The qualification of members and the manner of their admission shall be as regulated by the BYLAWS. Each OWNER shall be a member of the MASTER ASSOCIATION ("MEMBER"). Such membership shall be established upon the recording of an instrument of conveyance in the Public Records of the COUNTY conveying a UNIT or LOT to an OWNER. MASTER ASSOCIATION membership is comprised of the OWNERS of all LOTS and UNITS.

ARTICLE V
Directors

5.01 The affairs of the MASTER ASSOCIATION shall be managed by a BOARD consisting of not less than three Directors. The number, qualification of Directors and method of their election shall be determined in accordance with the BYLAWS.

5.02 The Directors of the MASTER ASSOCIATION shall be elected by the MEMBERS by regional voting.

ARTICLE VI
Indemnification

The MASTER ASSOCIATION shall indemnify any Director, officer, employee or agent, or former Director, officer, employee or agent to the full extent permitted by the law.

ARTICLE VII
Cumulative Voting

At each election for Directors, every MEMBER entitled to vote at that election shall have the right to cumulate that MEMBER'S votes by giving one candidate as many votes as the number of Directors for which such member is entitled to vote at that time multiplied by the number of votes held by that MEMBER, or by distributing those votes on the same principle among any number of candidates.

ARTICLE VIII
Dissolution

The MASTER ASSOCIATION may be dissolved only as provided in the MASTER COVENANTS, BYLAWS and by the laws of the State of Florida. If the MASTER ASSOCIATION is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate unit of local government. If it is not accepted then the surface water management system must be dedicated to a similar non-profit corporation.

ARTICLE IX
Amendments

These ARTICLES may be further amended in the following manner:

9.01 Notice. Notice of the subject matter of a proposed amendment to these ARTICLES shall be included in the notice of any meeting of the MEMBERS or the Board of Directors at which a proposed amendment is to be considered.

9.02 Initiation. A resolution to amend these ARTICLES may be proposed by any Director, or by petition signed by not less than 25% of the MEMBERS.

9.03 Adoption of Amendments. A resolution for the adoption of a proposed amendment to these ARTICLES shall be approved either: (a) by a majority of all of the Directors of the MASTER ASSOCIATION; or (b) by MEMBERS having not less than a majority of the votes of the entire membership of the MASTER ASSOCIATION. Any amendment approved by the MEMBERS may provide that the Board of Directors may not further amend, modify or repeal such amendment.

9.04 Limitation on Amendments. No amendment shall make any changes in the qualification for membership nor in the voting rights or property rights of MEMBERS without approval by all of the MEMBERS and the joinder of all record holders of mortgages upon LOTS, UNITS and PLANNED UNITS. No amendment shall be made that is in conflict with the MASTER COVENANTS.

9.05 Execution and Recording. No amendment to these ARTICLES shall be valid unless recorded in the public records of Lee County, Florida, and filed with the Secretary of State.

IN WITNESS WHEREOF, BOCA BAY MASTER ASSOCIATION, INC., a Florida corporation not-for-profit, has duly executed the foregoing instrument this 18th day of April, 2003.

BOCA BAY MASTER ASSOCIATION, INC.

By: Richard J. Ryan
President - Richard J. Ryan

By: Robert M. Hunziker
Secretary - Robert M. Hunziker

CERTIFICATE

The undersigned, being the duly elected and acting President and Secretary of Boca Bay Master Association, Inc., a Florida corporation, hereby certify that the foregoing Second Amended and Restated Articles of Incorporation, which both amend and restate the prior Articles in their entirety, were duly adopted by the Board of Directors on April 18, 2003. We further certify that these amended and restated Articles contain no revision or revisions to the prior Articles requiring approval of the MEMBERS of the MASTER ASSOCIATION.

Executed this 18th day of April, 2003.

BOCA BAY MASTER ASSOCIATION, INC., a Florida corporation

By: Richard J. Ryan
Its President

Attest: Robert M. Hunziker
Secretary

CORPORATE SEAL

STATE OF FLORIDA
COUNTY OF

The foregoing instrument was acknowledged before me this 18th day of April, 2003, by the President and Secretary respectively of Boca Bay Master Association, Inc., a Florida corporation, who are personally known to me.

AFFIX SEAL

Susan L. Najjar
Notary Public
Susan L. Najjar
Printed Name of Notary
My Commission Expires:

