

LAW OFFICES

BECKER & POLIAKOFF, P.A.

The Colonnades
13515 Bell Tower Drive, Suite 101
Ft. Myers, Florida 33907

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Naples, Florida 34103

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Phone: (941) 261-9555 Fax: (941) 261-9744
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Florida Offices

Administrative Office
3111 Stirling Road
Ft. Lauderdale, FL 33312
FL Toll Free: (800) 432-7712

Boca Raton*

Clearwater

Ft. Myers

Hollywood

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St. Petersburg

Sarasota

Tallahassee

Tampa

West Palm Beach

* available for consultation
by appointment only

International Offices:

Beijing,
People's Republic
of China

Prague,
Czech Republic

Bern, Switzerland*

N29208

Reply To:

Fort Myers

May 6, 1999

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

200002870092--8
-05/10/99--01137--020
*****35.00 *****35.00

Re: Royal Wood Single Family Homes Association, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Amendment for the above-referenced Association, as well as a check in the amount of \$35.00 to cover the cost of filing.

Please return a copy of same in the envelope provided herein for your convenience. Thank you for your attention to this matter.

Very truly yours,

Heather L. DeSanto
Heather L. DeSanto, CLA
Assistant to Joseph E. Adams

/hld

Enclosures (as stated)

FILED
99 JUN -3 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated
LFS 6-4-99

~~798,524,708,674~~



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 27, 1999

Joseph E. Adams, Esquire
% Becker & Poliakoff, P.A.
13515 Bell Tower Drive, Suite 101
Ft. Myers, FL 33907

SUBJECT: ROYAL WOOD SINGLE FAMILY HOMES ASSOCIATION, INC.
Ref. Number: N29208

We have received your document for ROYAL WOOD SINGLE FAMILY HOMES ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

Is the corporation changing its name? The page with the approval should state that amended and restated articles are attached.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 999A00029358



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 20, 1999

Heather L. DeSanto
% Becker & Poliakoff, P.A.
13515 Bell Tower Drive, Suite 101
Ft. Myers, FL 33907

SUBJECT: ROYAL WOOD SINGLE FAMILY HOMES ASSOCIATION, INC.
Ref. Number: N29208

We have received your document for ROYAL WOOD SINGLE FAMILY HOMES ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We do not file amendment to Declaration of Covenants, Conditions and Restrictions. Please keep with your records.

Enclosed is an application for refund.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 399A00028032

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Florida Offices

Reply To:

Administrative Office
3111 Stirling Road
Ft. Lauderdale, FL 33312
FL Toll Free: (800) 432-7712

Fort Myers

Boca Raton*

May 24, 1999

Clearwater

Ft. Myers

Division of Corporations
c/o Louise Fleming-Jackson, Corporate
Specialist Supervisor
Post Office Box 6327
Tallahassee, Florida 32301

Hollywood

Melbourne*

Miami

Naples

Orlando

Port Charlotte*

Re: Royal Wood Single Family Homes Association, Inc.

St. Petersburg

Dear Ms. Fleming-Jackson:

Sarasota

Tallahassee

Enclosed please find the Articles of Amendment to the Articles of Incorporation for the above-referenced Association. Also, please find a copy of your letter to me dated May 20, 1999 returning the document as the attachment to the Articles of Incorporation was incorrect. I have attached the Amended and Restated Articles of Incorporation for the above-referenced Association for filing with the Articles of Amendment, which is the correct attachment. Lastly, I am enclosing a copy of the "Application for Refund". Please apply our check that is on account for the filing fees of the enclosed Articles of Amendment.

Tampa

West Palm Beach

* available for consultation
by appointment only

International Offices:

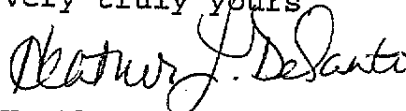
Beijing,
People's Republic
of China

Prague,
Czech Republic

Bern, Switzerland*

If you have any questions with respect to the foregoing, please do not hesitate to contact this office. Thank you for your attention to this matter.

Very truly yours



Heather L. DeSanto, CLA
Assistant to Joseph E. Adams

/hld

Enclosures (as stated)

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Tampa

West Palm Beach

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International Offices:

Beijing,
People's Republic
of China

Prague,
Czech Republic

Bern, Switzerland*

Reply To:

Fort Myers

June 1, 1999

Division of Corporations
c/o Louise Flemming-Jackson, Corporate
Specialist Supervisor
Post Office Box 6327
Tallahassee, Florida 32301

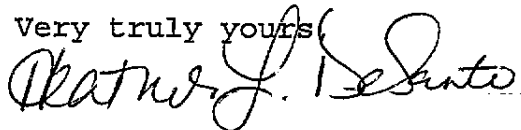
Re: Royal Wood Single Family Homes Association, Inc.

Dear Ms. Fleming-Jackson:

Enclosed please find the Articles of Amended and Restated Articles of Incorporation for the above-referenced Association. Also, please find a copy of your letter to me dated May 27, 1999 for your reference. I have corrected the Amended and Restated Articles of Incorporation as requested and return same for filing. Lastly, I did not receive the check back with the letter, so I am assuming that you are still holding it on account. Please apply our check that is on account for the filing fees of the enclosed Articles of Amended and Restated Articles of Incorporation.

If you have any questions with respect to the foregoing, please do not hesitate to contact this office. Thank you for your attention to this matter.

Very truly yours,



Heather L. DeSanto, CLA
Assistant to Joseph E. Adams

/hld

Enclosures (as stated)

FILED
99 JUN -3 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDED
AND RESTATED
ARTICLES OF INCORPORATION

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is Royal Wood Single Family Homes Association, Inc.

SECOND: The attached amended and restated Articles of Incorporation were adopted by the membership.

THIRD: The attached amended and restated Articles of Incorporation were adopted by the required vote of the members on the 18th day of January, 1999.

Dated: 4/29, 1999.

WITNESSES:
(TWO)

ROYAL WOOD SINGLE FAMILY HOMES
ASSOCIATION, INC.

[Signature]
Signature
S. GOERGES
Printed Name

BY: [Signature]
Thomas Carney, President
Date: 4/29/99

[Signature]
Signature
KATHEREN E. BEVINS
Printed Name

(CORPORATE SEAL)

STATE OF FLORIDA)
) SS:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 29th day of April, 1999 by Thomas Carney as President of Royal Wood Single Family Homes Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) _____ as identification and did take an oath.



SABINE GOERGES
My Commission CC478385
Expires Jul. 06, 1999
Bonded by ANB
800-852-5878

[Signature]
Notary Public
Printed Name

My commission expires: _____

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
ROYAL WOOD SINGLE FAMILY HOMES ASSOCIATION, INC.**

**SUBSTANTIAL REWORDING OF ARTICLES -
SEE CURRENT ARTICLES FOR CURRENT TEXT**

FILED
99 JUN -3 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Royal Wood Single Family Homes Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on November 9, 1988, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.0201(4), 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 617.0201(4) and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Royal Wood Single Family Homes Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation is Royal Wood Single Family Homes Association, Inc., sometimes hereinafter referred to as the "Association."

ARTICLE II

PRINCIPAL OFFICE: The principal office of the corporation is located at Royal Wood Single Family Homes Association, Inc., c/o Royal Wood Golf & Country Club, 4300 Royalwood Boulevard, Naples, Florida 34112.

ARTICLE III

PURPOSE AND POWERS: This Association will not permit pecuniary gain or profit and will make no distribution of its income to its members, officers or Directors. It is a corporation not for profit organized on a non-stock basis for the purpose of establishing a corporate residential neighborhood homeowners association which will, subject to a Declaration of Covenants, Conditions and Restrictions recorded in the Public Records of Collier County, Florida, have the powers described herein. The Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles and with the Declaration of

Covenants, Conditions and Restrictions to which these Articles shall be an exhibit; and it shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood, subject to the Declaration, as it may from time to time be amended, including but not limited to the power to:

- (A) Fix, levy, collect and enforce payment by an lawful means all charges or assessments 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 of the corporation;
- (B) 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 corporation;
- (C) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (D) Participate in mergers and consolidations with other associations organized for the same or similar purposes, provided that merger or consolidation shall require the consent of at least a majority of the voting interests of the Association;
- (E) Exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, may now or hereafter have or exercise; subject always to the Declaration, as amended from time to time;
- (F) Assist, cooperatively, with Royal Wood Master Association, in the administration and enforcement of the Declaration of Covenants, Conditions, and Restrictions for Royal Wood Golf & Country Club.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and voting rights shall be as set forth in Section 3 of the Declaration of Covenants, Conditions and Restrictions and Section 2 of the Bylaws.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws of the 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 may be proposed by a majority of the Board or by petition to the Board signed by at least one-fourth (1/4th) of the voting interests.

(B) Procedure. A proposed amendment must be submitted to a vote of the members not later than the next annual meeting for which proper notice can still be given.

(C) Vote Required. Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved at any annual or special meeting called for the purpose by at least a majority of the voting interests of the Association, or if it is approved in writing by a majority of the voting interests without a meeting, as authorized in Section 3.11 of the Bylaws, provided that notice of any proposed amendment must be given to the members of the Association, and the notice must contain the full text of the proposed amendment.

(D) Effective Date. An amendment becomes 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 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 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 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 Association and shall serve at the pleasure of the Board.

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys 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 Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his 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 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 appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of an out-of-court 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 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.