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Amended + Restated

T BROWN JUN - 3 2003

SMF
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Telephone (239) 596-9522
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May 27, 2003

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation for Naples Green Condominium Association, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the above referenced document to be filed with your office. Please return a certified copy to our office at your earliest convenience. Also enclosed is a check in the amount of $43.75 for filing fees.

Thank you for your assistance.

Sincerely,
SAMOUCE, MURRELL & FRANCOEUR, P.A.

Teresa Murrell

Teresa Murrell
Secretary to Robert E. Murrell

Enclosures

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

FILED
03 MAY 29 PM 2:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED

ARTICLES OF INCORPORATION
OF
NAPLES GREEN CONDOMINIUM ASSOCIATION, INC.

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Naples Green Condominium Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on April 12, 1990 are hereby amended, and restated in their entirety as amended. 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 Naples Green Condominium Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association," is Naples Green Condominium Association, Inc., and its address is 234 Pebble Beach Boulevard, Naples, Florida 34113.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Naples Green, a Condominium, located in Collier County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as expressly limited or modified by these Articles, the Declaration of Condominium, the Bylaws or Chapter 718, Florida Statutes, as they may be amended from time to time, including but not limited to the following:

(A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.

(B) To protect, maintain, repair, replace and operate the condominium property.

(C) To purchase insurance upon the condominium property and Association property for the protection of the Association and its members.

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(D) To reconstruct improvements after casualty and to make further improvements of the condominium property.

(E) To make, amend and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association.

(F) To approve or disapprove the transfer, leasing and occupancy of units, as provided in the Declaration of Condominium.

(G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.

(H) To contract for the management and maintenance of the condominium and the condominium property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.

(I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.

(J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has this power whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.

(K) To borrow money if necessary to perform its other functions hereunder.

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

ARTICLE III

MEMBERSHIP:

(A) The members of the Association shall be the record owners of legal title to one or more units in the Condominium, as further provided in the Bylaws. After termination of the Condominium, the members shall consist of those who were members at the time of such termination and their successors in interest.

(B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.

(C) The owners of each unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

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ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

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

ARTICLE VI

DIRECTORS AND OFFICERS:

(A) The affairs of the Association shall 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 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 Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

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 written petition, signed by at least one-fourth (1/4) of the voting interests.

(B) Procedure. Upon any amendment to these Articles being proposed by said Board or unit owners, such proposed amendment shall be submitted to a vote of the owners not later than the next annual meeting for which proper notice can be given.

(C) Vote Required. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by at least two-thirds (2/3rds) of the voting interests present in person or by proxy and voting at any annual or special meeting, or by approval in writing of two-thirds (2/3rds) of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.

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(D) Effective Date. An amendment shall become effective upon proper filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida, with the same formalities as required by law for recording an amendment to the Bylaws.

ARTICLE VIII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director, officer and volunteer 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, officer or volunteer 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) Violation of criminal law, unless the person seeking indemnification 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 person seeking indemnification derived an improper personal benefit.

(D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the association or a member.

(E) 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 a settlement, the right to indemnification is subject to the finding by at least a majority of the disinterested Directors that the settlement is 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.

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CERTIFICATE

The undersigned, being the duly elected and acting President of Naples Green Condominium Association, Inc., hereby certifies that the foregoing were approved and adopted by a majority of the votes of the entire membership of the Association at a meeting held on May 12, 2003 after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said vote was sufficient for their amendment. The foregoing both amend and restate the Articles of Incorporation in their entirety. The number of votes cast was sufficient for their amendment.

Executed this 21 day of May, 2003.

NAPLES GREEN CONDOMINIUM ASSOCIATION, INC.

Gerald Powers, President
236 Pebble Beach Blvd., Apt. 408
Naples, FL 34113-8455

Attest:

Rose Shannon, Secretary (SEAL)

STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed to before me this 21 day of May, 2003 by Gerald Powers, President, and Rose Shannon, Secretary, of Naples Green Condominium Association, Inc., a Florida corporation not for profit, on behalf of the corporation. They are personally known to me or did produce _____ as identification.

JOAN M. KRINSKY
MY COMMISSION EXPIRES
July 28, 2006
#DD 129115
Bonded thru
Notary Public Underwriters
NOTARY PUBLIC STATE OF FLORIDA

Signature of Notary Public

(Print, Type or Stamp Commissioned Name of Notary Public) (Affix Notarial Seal)

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