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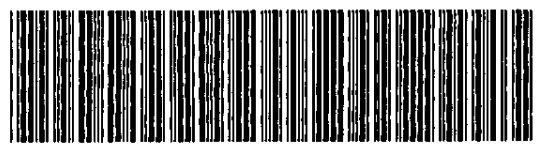
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 JAN - 6 AM 9:30

Amended / CC  
Restated  
@ 1/6/12

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Village on Lake Geneva at Breckenridge Homeowners' Association, Inc.

DOCUMENT NUMBER: N95000001190

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Christopher J. Shields, Esq.

(Name of Contact Person)

Pavese Law Firm

(Firm/ Company)

1833 Hendry Street

(Address)

Fort Myers, FL 33901

(City/ State and Zip Code)

christophershields@paveselaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Christopher Shields, Esq.

(Name of Contact Person)

at ( 239 ) 336-3245

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |  |  |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>enclosed) |
|--|--|--|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 19, 2011

CHRISTOPHER J. SHIELDS, ESQ.  
PAVESE LAW FIRM  
1833 HENDRY STREET  
FORT MYERS, FL 33901

SUBJECT: VILLAGE ON LAKE GENEVA AT BRECKENRIDGE  
HOMEOWNERS' ASSOCIATION, INC.  
Ref. Number: N95000001190

We have received your document for VILLAGE ON LAKE GENEVA AT BRECKENRIDGE HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6964.

Irene Albritton  
Regulatory Specialist II

Letter Number: 111A00028202

RECEIVED  
12 JAN -6 AM 9:15  
TALLAHASSEE, FLORIDA

**APPROVED AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
VILLAGE ON LAKE GENEVA AT BRECKENRIDGEHOMEOWNERS'  
ASSOCIATION, INC.**

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FILED  
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 12 JAN -6 AM 9:38

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
VILLAGE ON LAKE GENEVA AT BRECKENRIDGE HOMEOWNERS'  
ASSOCIATION, INC.**

These are the Amended and Restated Articles of Incorporation for Village on Lake Geneva at Breckenridge Homeowners' Association, Inc., originally filed with the Florida Department of State the 13<sup>th</sup> day of March, 1995, under Document number N95000001190. Matters of only historical interest have been omitted. Amendments included have not been added pursuant to Chapters 617 and 720, Florida Statutes.

1. **NAME.** The name of the Corporation shall be Village on Lake Geneva at Breckenridge Homeowners' Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Corporation," the Declaration of Restrictive Covenants, Conditions, Restrictions, and Easements as "Declaration," these Articles of Incorporation as the "Articles," and the Bylaws of the Corporation as the "Bylaws."

2. **PURPOSE.** The purpose for which the Corporation is organized is to serve as a "Homeowners' Association" as described in Section 720.301, Florida Statutes, including but not limited to the power to operate, administer, and manage the Common Areas in Village on Lake Geneva at Breckenridge in accordance with the Declaration of Restrictive Covenants, Conditions, Restrictions, and Easements and other Governing Documents, and to provide for the architectural control and the administration and enforcement of covenants and restrictions applicable to the Lots in Village on Lake Geneva at Breckenridge.

3. **DEFINITIONS.** The terms used in these Articles shall have the same definitions and meaning as those set forth in the original Declaration of Restrictive Covenants, Conditions, Restrictions, and Easements for Village on Lake Geneva at Breckenridge recorded in Official Records Book 2658, Pages 2019 *et seq.*, of the Public Records of Lee County, Florida and as subsequently amended, unless herein provided to the contrary, or unless the context otherwise requires.

4. **POWERS.** The powers of the Corporation shall include and be governed by the following:

4.1 **General.** The corporation shall have all of the common-law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of the Declaration, these Articles, nor the Bylaws, or prohibited by law.

**4.2 Enumeration.** The Corporation shall have all the powers and duties set forth in Chapters 617 and 720, Florida Statutes, as amended from time to time, except as they may be limited by the Declaration and as it may be amended from time to time, these Articles and as they may be amended from time to time, and the Bylaws as they may be amended from time to time, including but not limited to the following:

**4.2.1** To make and collect assessments and other charges against members as Owners of Lots within Village on Lake Geneva at Breckenridge, and to use the proceeds thereof in the exercise of its powers and duties.

**4.2.2** To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Corporation.

**4.2.3** To maintain, repair, replace, reconstruct, add to, and operate the Corporation property and other property acquired or leased by the Corporation for use by the Owners.

**4.2.4** To purchase insurance upon the Corporation's property and insurance for the protection of the Corporation, its officers, Directors, and Members.

**4.2.5** To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Corporation property and for the health, comfort, safety and welfare of the Owners.

**4.2.6** To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, and the Rules and Regulations.

**4.2.7** To contract for the management of the Corporation and any facilities used by the Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Corporation except those which require specific approval of the Board of Directors or the membership of the Corporation.

**4.2.8** To employ personnel to perform the services required for proper operation of the Corporation.

**4.2.9** Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.

**4.3 Corporation Property.** All funds and titles of all properties acquired by the Corporation and their proceeds shall be held for the benefit and sue of the Members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

**4.4 Distribution of Income.** The Corporation shall make no distribution of income to its members, directors or officers.

**4.5 Limitation.** The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

**5. MEMBERS AND VOTING.** The qualification of Members, the manner of their admission to membership and voting by Members shall be as follows:

**5.1 Members.** The membership of the Corporation shall be comprised of the Owner Members. Membership shall be established as follows:

**5.1.1 Owner Members.** The Owner of every Lot shall become an Owner Member upon recordation in the Public Records of an instrument establishing the ownership by said Owner of such Lot. Each Owner shall notify the Corporation of said recordation within thirty (30) days thereof and shall transmit to the Corporation true copies of such instrument.

**5.2 Voting Rights.** The voting rights of the members shall be as follows:

**5.2.1 Number of Votes.** Each Member shall possess one vote for any Lot owned by such Member.

**5.3** Each and every Member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the Governing Documents.

**6. TERM OF EXISTENCE.** The Corporation shall have perpetual existence.

**7. OFFICERS.** The affairs of the Corporation shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors of the Corporation at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

**8. DIRECTORS.**

**8.1 Number and Qualifications.** The property, business and affairs of the Corporation shall be managed by a board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors.

**8.2 Duties and Powers.** All of the duties and powers of the Corporation existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to members when such approval is specifically required.

**8.3 Election; Removal.** Directors of the Corporation shall be elected at the annual meeting of 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.

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9. **BYLAWS.** The Bylaws of the Corporation may be altered, amended or replaced in the manner provided in the Bylaws.

10. **AMENDMENTS.** These Articles may be amended in the following manner:

**10.1 Method of Proposal.** A resolution for the adoption of a proposed amendment may be proposed either by the President of the Association, a majority of the Directors, or by not less than twenty-five percent (25%) of the voting interests of the Corporation.

**10.2 Notice.** The subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

**10.3 Adoption.** An amendment so proposed may be approved by a majority of the voting interests of the Corporation, present, in person or by proxy, and voting at a duly noticed meeting of the Association at which a quorum is present. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Corporation, upon Board approval, without needs for Corporation membership vote.

**10.4 Recording.** A copy of each amendment shall be filed with Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Lee County, Florida.

11. **REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT.** The registered office address and the name of the registered agent of the Corporation shall be as determined by the Board of Directors from time to time.



The date of each amendment(s) adoption: August 31, 2011

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated December 29, 2011

Signature Robert L. Kenniff  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Robert L. Kenniff  
(Typed or printed name of person signing)  
President  
(Title of person signing)