

N97000005327

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ARTHUR K. KNUDSEN, JR.
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PLEASE REPLY TO:
NAPLES OFFICE

RICHARD D. DEBOEST II

FILED
97 OCT -2 AM 9:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

October 1, 1997

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

800002309389--9
-10/02/97-01070-001
***175.00 ***87.50

Re: Pinehurst at Pelican Sound Neighborhood Association, Inc.
Gleneagles at Pelican Sound Neighborhood Association, Inc.

Dear Sir:

Enclosed please find an original and one (1) copy of the Amended and Restated Articles of Incorporation for Pinehurst at Pelican Sound Neighborhood Association, Inc. and Gleneagles at Pelican Sound Neighborhood Association, Inc., for filing, and Check No. 398 in the amount of \$175.00 for the filing fee and a certified copy. Please return the certified copy of the Articles in the self-addressed, stamped envelope enclosed for your convenience.

If you should have any questions, please do not hesitate to call us.

Sincerely,
DeBOEST, KNUDSEN, STOCKMAN
& WISEMAN, P.A.

Trish M. Wolz

Trish M. Wolz, Legal Assistant to
Tamela Eady Wiseman

/tmw

Enclosures

cc: Vivien Hastings, WCI Communities, Ltd.

Enclosures

VS OCT 9 1997

Amended & Restated Art. & N/C

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

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

GLENEAGLES AT PELICAN SOUND NEIGHBORHOOD ASSOCIATION, INC.

(Originally incorporated under the name of Gleneagles at Pelican Sound Condominium Association, Inc.)

FILED
97 OCT -2 AM 9:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 617.1007(4), Florida Statutes (1995), these Articles of Incorporation of Gleneagles at Pelican Sound Neighborhood Association, Inc., a Florida corporation not for profit which was originally incorporated under the name Gleneagles at Pelican Sound Condominium Association, Inc. on September 18, 1997, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1007(2), Florida Statutes (1995), 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 617.1007(2), Florida Statutes (1995).

ARTICLE I

NAME: The name of the corporation shall henceforth be known as Gleneagles at Pelican Sound Neighborhood Association, Inc., sometimes hereinafter referred to as the "Association". **THIS ASSOCIATION IS NOT A CONDOMINIUM ASSOCIATION**, pursuant to Chapter 718, Florida Statutes.

ARTICLE II

PRINCIPAL OFFICE: The initial principal office and mailing address of the corporation shall be at 24301 Walden Center Drive, Suite 300, Bonita Springs, Florida 34134.

ARTICLE III

PURPOSE AND POWERS: This Association will not permit pecuniary gain or profit nor distribution of its income to its members, officers or Directors. It is a nonprofit corporation formed for the purpose of establishing a corporate residential neighborhood homeowners association which, subject to a Declaration of Covenants, Conditions, Restrictions, and Easements (the "Declaration") to be recorded in the Public Records of Lee County, Florida, has 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 said Declaration and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood, subject to said Declaration, as it may from time to time be amended.

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 these Articles of Incorporation and the Bylaws.

Articles of Incorporation

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ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and voting rights shall be as set forth in the Declaration, to which a copy of these Articles will be attached as an Exhibit, and the Bylaws of the Association.

ARTICLE V

TERM: The term of the Association shall be perpetual. The Association may be dissolved in the manner provided by the Declaration.

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; Vote Required.** After turnover, an amendment may be proposed by either the Board of Directors or by twenty-five percent (25%) of the voting interests and may be considered at any meeting of the owners, regular or special, of which due notice has been given according to the Bylaws, which includes a notice of the substance of the proposed amendment; prior to turnover, by a majority of the Directors alone.

After turnover, the amendment must be approved by a vote of 67% of the voting interests of the Association; prior to turnover, by a majority of the Directors alone.

- C. **Effective Date.** An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida.
- D. **Conflict.** In the event of a conflict between the provisions of these Articles and the provisions of the Declaration, the provisions of the Declaration shall prevail.

ARTICLE VIII

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 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:

The Association shall indemnify every Director and every officer of the Association against all expenses and liabilities including attorney's fees (at all trial and appellate levels), actually and reasonably incurred by or imposed on such person or persons in connection with any claim, 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 provisions for indemnification shall apply whether or not such person is a Director or officer at the time such expenses are incurred. The foregoing right of indemnification shall not apply to:

- (1) Gross negligence or willful misconduct in office by any Director or officer.
- (2) Any criminal action, unless the Director or officer acted in good faith and in a manner reasonably believed was in, or not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

To the extent that a Director or officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsection (1) or subsection (2), or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE X

DEFINITIONS:

All terms utilized herein shall have the same meanings as set forth in the Declaration, to which a copy of these Articles will be attached as an Exhibit.

CERTIFICATE

The undersigned, being the duly elected and acting President of Gleneagles at Pelican Sound Neighborhood Association, Inc., hereby certifies that the foregoing were approved by the affirmative vote of at least a majority of the Directors at a meeting held on the 30 day of September, 1997, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, said vote being sufficient for adoption. The foregoing both amend and restate the amended Articles of Incorporation in their entirety.

Executed this 30 day of September, 1997.

**GLENEAGLES AT PELICAN SOUND
NEIGHBORHOOD ASSOCIATION, INC.**

Stefan O. Johansson
Stefan O. Johansson, President
(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 30 day of September, 1997, by Stefan O. Johansson, President, of Gleneagles at Pelican Sound Neighborhood Association, Inc., a Florida corporation not for profit, on behalf of the corporation.

Notary Public-State of Florida:

Sign Virginia A. Tusler
Print VIRGINIA A. TUSLER
Personally Known X; or Produced Identification _____
Type of Identification _____
Produced: _____
Affix Seal Below:



**Articles of Incorporation
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