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*****87.50 *****87.50

May 15, 1997

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

725 371

RE: Forest Lakes Condominium Association, Inc.; Amended and Restated Articles of Incorporation

Enclosed please find the original and one copy of the above-referenced document for filing. Please return a certified copy to our office at your earliest convenience. Our check in the amount of \$87.50 is enclosed.

Thank you.

Notation at bottom
of pages numbered
2-6 names an
exhibit "B" Reference
this information is
/smy for the attorney's
Encs. office only &
has nothing to do
with the filing
of this document.

Sincerely,

Suzanne M. Young
Suzanne M. Young
Legal Assistant

FILED
97 MAY 19 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DC
5/29/97
Per Suzanne Young
Legal Asst.

Amended
&
Restated
Art.

5/29/97

DC

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

FOREST LAKES CONDOMINIUM ASSOCIATION, INC.

FILED
97 MAY 19 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Forest Lakes Condominium Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on January 26, 1973, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1002, 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 617.1002 and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Forest Lakes Condominium Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Forest Lakes Condominium Association, Inc., and its address is 1058 Forest Lakes Dr., Naples, Florida 34105.

ARTICLE II

DEFINITIONS: The definitions set forth in Section 4 of the Declaration of Condominium shall apply to the terms used in these Articles.

ARTICLE III

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 Forest Lakes Condominiums I, II, III, IV, V and VI, 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. 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 limited or modified by these Articles, the Declaration of Condominium, the Bylaws or the Florida Condominium Act; and it shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to said Declaration as it may hereafter be amended, 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.

(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 IV

MEMBERSHIP:

(A) The members of the Association are the record owners of legal title to one or more units in the Condominium, as further provided in the Bylaws.

(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.

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

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 in no case less than five (5) Directors, and in the absence of such determination shall consist of five (5) 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 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 VIII

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 (1/4th) 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.

(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 IX

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 attorney's 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 judgement 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 judgement 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.

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.

Provisos Related to the Act. It is specifically recognized and agreed that the protections of the above shall fully apply in connection with any legal proceeding which arises or is threatened under the Act because of any decision or recommendation of any Director, officer or committee member to disapprove transfers by reason of age, in which any action arises or is threatened under the Act. Exception: This Article shall not apply to protect Directors, officers or Committee members where they knew or had reason to know with reasonable certainty that the Condominium was not exempted from the Act by Exemption Three.

CERTIFICATE

The undersigned, being the duly elected and acting President and Secretary of Forest Lakes Condominium Association, Inc., hereby certify that the foregoing were duly approved by at least seventy-five percent (75%) of the entire membership of the Board of Directors at a special meeting called for the purpose and held on the 13th day of January, 1997. The undersigned further certify that the foregoing were approved by at least seventy-five percent (75%) of the votes of the entire membership of the Association on the 1st day of May, 1997, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said vote is sufficient for their amendment. The foregoing both amend and restate the amended Articles of Incorporation in their entirety.

Executed this 13 day of MAY, 1997.

FOREST LAKES CONDOMINIUM
ASSOCIATION, INC.

Harold Lowes
Harold Lowes, President

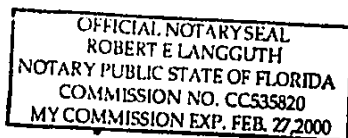
Attest:

(CORPORATE SEAL)

Joan S. Laramy
Joan S. Laramy, Secretary

STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed to before me this 13 day of May, 1997, by Harold Lowes,
President of Forest Lakes Condominium Association, Inc., a Florida corporation not for profit, on behalf
of the corporation. He/~~she~~ is personally known to me or did produce N/A as
identification.



Robert E. Langguth
Notary Public (SEAL)
Print name: ROBERT E. LANGGUTH



726832

May 30 1997

MEMORANDUM

TO: Ms. Carol Mustain, Corporate Specialist
FROM: Mr. Chris Sotnick, L.C.A.M.
RE: MARINERS PASS HOMEOWNERS' ASSOCIATION, INC.
Reference Number: 726832

800002201668--9
-06/04/97--01083--025
*****35.00 *****35.00

Please be advised, that a check, for thirty-five dollars (\$35.00), from Mariners Pass Homeowners' Association, Inc. was sent your office earlier this week under separate cover. I apologized for any inconvenience this may have caused.

Please feel free to contact me at (813) 577-2200, should you have any questions or require additional information. Thank you for your attention and assistance in this matter.

CS/bmm

cc: File

OK

726832
7/2/97
3:30 PM
6-3-97



RECEIVED MAY 29 1997

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 24, 1997

MARINERS PASS HOMEOWNERS
% RAMPART PROPERTIES, INC.
10033 NINTH STREET NORTH
ST. PETERSBURG, FL 33716-3805

SUBJECT: MARINERS PASS HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: 726832

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file your document is \$35.

The document is illegible and not acceptable for imaging.

Section 607.0120(4), 617.01201, or 608.4081, Florida Statutes, requires all corporate documents to be typewritten or printed.

The document must contain the name and capacity of the person signing on behalf of the new registered agent.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 997A00021280

RECEIVED APR 28 1997

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Mariner's Pass Homeowners Association, Inc.

2. The mailing address of the corporation is: 10033 9th Street North,
Second Floor, St. Petersburg, Florida 33716

3. Date of incorporation/qualification: _____ Document number: 726832

4. The name and address of the current registered agent and office:

Becker & Poliakoff, P.A.
33 North Garden Avenue, Suite #960
Clearwater, Florida 34615-1116

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Rampart Properties, Inc.
10033 9th Street North, Second Floor
St. Petersburg, Florida 33716-3605

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]

April 16, 1997

(Signature of an officer, chairman or vice chairman of the board)

(Date)

Stephen P. Driscoll, President, Mariner's Pass HOA
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]
(Signature of Registered Agent)

April 15, 1997

(Date)

If signing on behalf of an entity:

Chris Sotnick
(Typed or Printed Name)

Property Manager
(Capacity)