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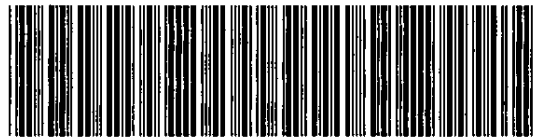
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend & Rest*

C.COULLIETTE

APR 05 2010

EXAMINER

# SWALM, BOURGEAU & DAVIES, P.A.

*Attorneys at Law*

John M. Swalm III

Retired

David C. Bourgeau

Also Admitted in Michigan

Christopher N. Davies, LL.M.

John F. Forsyth

1921-2000

2375 Tamiami Trail North, Suite 308

Naples, Florida 34103-4439

Telephone

(239) 434-0800

Facsimile

(239) 434-8433

March 29, 2010

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

Re: Village Green H Corporation  
Document Number: 338217

To Whom It May Concern:

The enclosed Restated Articles of Incorporation and \$43.75 fee are submitted for filing. Please return a certified copy of the filed document to the undersigned in the enclosed, self-addressed stamped envelope.

Thank you for your attention to this matter.

Sincerely,



Christopher N. Davies  
For the Firm

CND/cf

Enclosures

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

Document No.: 338217

Pursuant to the provisions of Section 607.1007, Florida Statutes, this Corporation adopts the following Amended and Restated Articles of Incorporation:


- FIRST: The name of the corporation is Village Green H Corporation.
- SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership after due notice.
- THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the ~~directors~~ on the 23<sup>rd</sup> day of February, 2010 at the 2010 Annual Meeting.
- FOURTH: The number of votes cast was sufficient for approval, *there are no share holders to vote.*

WITNESSES:

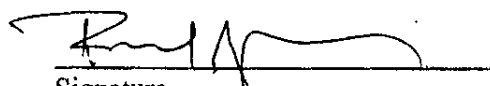
VILLAGE GREEN H CORPORATION

  
Signature

Patricia A. Burke  
Printed Name

By:   
Clay Beekley, President

Date: March 26, 2010

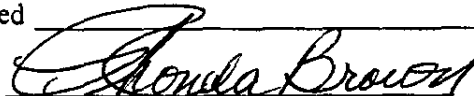
  
Signature

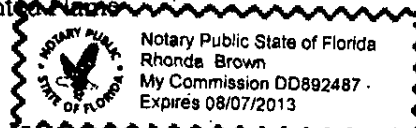
Mike Johnson  
Printed Name

STATE OF FLORIDA    )  
                                  ) SS:  
COUNTY OF COLLIER )

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of March, 2010, by Clay Beekley as President of Village Green H Corporation, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

My commission expires: \_\_\_\_\_

  
Notary Public

Printed Name: \_\_\_\_\_  


FILED  
10 APR - 1 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Prepared by:  
Christopher N. Davies, Esquire  
Swalm, Bourgeau, & Davies, P.A.  
2375 Tamiami Trail, N., Suite 308  
Naples, FL 34103

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

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
VILLAGE GREEN "H" CORPORATION**

Pursuant to Section 607.1007, Florida Statutes, the Articles of Incorporation of VILLAGE GREEN "H" CORPORATION, a Florida corporation, are hereby amended and restated in their entirety, including any amendments thereto. All amendments included herein have been adopted pursuant to Section 607.0202, 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 607.1006, Florida Statutes, and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of VILLAGE GREEN "H" CORPORATION, shall henceforth be as follows:

**ARTICLE I**

**NAME:** The name of the corporation, herein called the "Association," is VILLAGE GREEN "H" CORPORATION, and its address is 458 Broad Avenue South, Naples, Florida 34102.

**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 VILLAGE GREEN "H" CORPORATION, a Condominium, located in Collier County, Florida.

The Association is organized 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 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.

(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 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.

(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 IV**

**TERM:** The term of the Association shall be perpetual.

### **ARTICLES OF INCORPORATION**

## 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 five (5) Directors, and in the absence of such determination shall consist of five (5) 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 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.

## 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

## ARTICLES OF INCORPORATION

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.

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.