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TALLAHASSEE, FLORIDA

14 DEC 12 PM 3:44

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Amended

Restated

Art.

12-12-14

PC



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 2, 2014

JOHN E GREENFIELD JR  
2306 SUNRISE BLVD  
FORT MYERS, FL 33907

SUBJECT: FORT MYERS VILLAS EDUCATIONAL, LITERARY AND  
CHARITABLE INSTITUTION, INC.  
Ref. Number: 702424

We have received your document for FORT MYERS VILLAS EDUCATIONAL,  
LITERARY AND CHARITABLE INSTITUTION, INC. and your check(s) totaling  
\$35.00. However, the enclosed document has not been filed and is being  
returned for the following correction(s):

Please entitle your document either "articles of amendment for a Florida non-  
profit corporation" or "amended and restated articles of incorporation for a Florida  
not for profit corporation."

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) 245-6050.

Rebekah White  
Regulatory Specialist II

Letter Number: 914A00025304

*She is sending/faxing  
her entire articles  
See me with questions  
Annette*

**AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR A FLORIDA NOT-FOR-PROFIT CORPORATION**

**FORT MYERS VILLAS EDUCATIONAL, LITERARY AND CHARITABLE INSTITUTION, INC. 2306 Sunrise Blvd. Fort Myers, FL 33907**

FILED  
14 DECEMBER 2 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Restated Articles of Incorporation, which did not require member Approval, pursuant to FSS 617.1007, were approved by a unanimous vote of the Board of Directors on October 27, 2014.

**Article I**

The name of this corporation shall be Fort Myers Villas Educational, Literary and Charitable Institution, Inc. the corporation's principal place of business is: 2360 Sunrise Blvd. Fort Myers, FL 33907

**Article II**

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future tax code. To this end, the corporation shall secure the benefits of and foster the educational, literary and recreational development of the real estate owners and residents of the sub-division known as the Fort Myers Villas and to unite the residents of the Fort Myers Villas for the purpose of planning and working together for the betterment of the Fort Myers Villas and its environs, to maintain community buildings and monuments, to lessen the burden of government, lessen neighborhood tensions, and combating community deterioration and juvenile delinquency.

**Article III**

Membership shall be defined as "the owner in his own right, or in common with another or others, of at least one entire building in one of the several subdivisions now, or hereafter, in existence collectively known as Fort Myers Villas, located in Lee County, Florida. Associate members are defined as "current residents, or former members who have moved from the area and kept their dues in good standing." Each member shall be entitled to one vote except for the associate members who will have no voting privilege. The manner of admission of members shall rest solely in the absolute and uncontrolled discretion of the Board of Directors of the corporation

**Article IV**

The corporation shall have perpetual existence.

**Article V**

The names and residences of the subscribers are the same as in the initial articles

**Article VI**

There shall be a Board of Directors consisting of not less than three persons, nor more than thirty persons, which such Board shall act by majority vote to elect or appoint all officers of the corporation, Otherwise, the affairs of the corporation are to be managed by such directors and officers as may be prescribed from time to time in the by-laws of the corporation and such directors and officers will be elected or appointed at times, and for the periods of time, prescribed in such by-laws.

**Article VII**

The names and addresses of the Board of Directors, and the persons who are to serve as the Board of Directors until the election thereof are:

Ronald G. Frostman	2360 Ivy Ave., Fort Myers, FL 33907
John E. Greenfield, Jr.	2325 Jasper Ave., Fort Myer, FL 33907
Lana Vail	2121 Dover Ave., Fort Myers, FL 33907
Kelly A. Greenfield	2325 Jasper Ave., Fort Myers, FL 33907
James Allen	2324 Harvard Ave., Fort Myers, FL 33907
Richard Little	2237 Harvard Ave., Fort Myers, FL 33907

**Article VIII**

The affairs of the corporation shall be managed by the following officers: President, Vice President, Secretary, and Treasurer, who shall be elected annually. The names of the officers who are to manage the affairs of the corporation until the first election or appointment under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Title</u>
Vernon A. Housewright	President
Sherman Ensor	Vice President
Jane F. Pate	Secretary
Gordon Neidroun	Treasurer

**Article IX**

The first by-laws of the corporation are to be enacted and made by the original members and thereafter the by-laws are to be enacted, made, altered or rescinded by the members in accordance with the said by-laws. The Articles of Incorporation may be amended upon two-thirds of the members present and voting at any annual or special meeting of the corporation called for such purpose.

**Article X**

At all times the following shall operate as conditions restricting the operations and activities of the corporation: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of any propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution statements) any political campaign on behalf of any candidate for the public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal revenue Code, or corresponding section of any federal tax code.

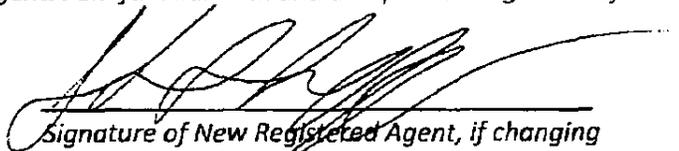
**Article XI**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Name of New Registered Agent: John Greenfield Jr.  
New Registered Office Address: 2325 Jasper Ave., Fort Myers, FL 33907

New Registered Agent's Signature, if changing Registered Agent:

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

  
*Signature of New Registered Agent, if changing Vice President*