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February 22, 2019

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

Re: Articles of Incorporation of Town Manor, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced Association to be filed with your office. Please return a certified copy of the Articles of Incorporation to our office at your earliest convenience. Also enclosed is a check in the amount of \$43.75 for filing fees.

Thank you for your assistance in this matter.

Sincerely,
THE MURRELL LAW FIRM, P.A.

Teresa Murrell
For the Firm

Enclosures

NOTE: THIS IS A SUBSTANTIAL AMENDMENT OF THE ENTIRE ARTICLES OF INCORPORATION. FOR PRESENT TEXT SEE THE EXISTING ARTICLES OF INCORPORATION.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TOWN MANOR, INC.

2019 FEB 25 11:11 AM

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Town Manor, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on October 18, 1967, 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 Town Manor, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Town Manor, Inc., and its address is % Moore Property Management, 5603 Naples Boulevard, Naples, Florida 34109.

ARTICLE II

PURPOSE: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Cooperative Act for the operation of Town Manor, a Cooperative, located in Collier County, Florida.

DEFINITIONS: The terms used in these Articles shall have the same definitions and meaning as those set forth in the Bylaws and the Act, unless herein provided to the contrary, or unless the context otherwise requires.

POWERS: The Association is organized and shall exist 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, officer or Director. 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 Bylaws, Proprietary Leases, or the Florida Cooperative Act as it may hereafter be amended, including but not limited to the following:

- A. To make and collect assessments against members of the Association as Owners 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 Cooperative and Association Property.

- C. To purchase insurance upon the Cooperative 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 Property.
- E. To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and Association property, and the operation of the Association.
- F. To approve or disapprove the transfer, leasing, and occupancy of units, as provided in the Bylaws of the Association and the Proprietary Leases.
- G. To enforce the provisions of the Cooperative Act, the Proprietary Leases, these Articles, the Bylaws and any Rules and Regulations of the Association.
- H. To contract for the management and maintenance of the Cooperative and the Cooperative Property and Association Property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Bylaws or Florida Statutes to be exercised by the Board of Directors or the membership of the Association.
- I. To employ accountants, attorneys, engineers, architects, and other professional personnel to perform the services required for proper operation of the Cooperative.
- J. To lease property of the Association and, when and as authorized by the affirmative vote of two-thirds (2/3rds) of the voting interests at a meeting of the members duly called for that purpose, or when authorized by the written consent of two-thirds (2/3rds) of the voting interests, to acquire leaseholds, memberships, and other possessory, ownership or use interests in lands. It has this power whether or not the lands or facilities are contiguous to the lands of the cooperative property, if they are intended to provide enjoyment, recreation or other use or benefit to the members and their families, sublessees and guests.
- K. When and as authorized by the affirmative vote of two-thirds (2/3rds) of the members at a meeting of the members duly called for that purpose, or when authorized by the written consent of two-thirds (2/3rds) of the members, to sell, lease or exchange or mortgage all of the property and assets of the Association, including its good will and its corporate franchises, upon such terms and conditions as its Board of Directors shall deem expedient and for the best interest of the Association.
- L. 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 all members in accordance with the provisions of the Proprietary Leases, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

- A. The members of the Association shall be the owners of the twenty-one (21) Membership Certificates issued by the Association.
- 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 Membership Certificate, 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.

ARTICLE V

BYLAWS: The Bylaws of the Association may be 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 (1/4th) of the voting interests.

- B. Procedure. Upon any amendment to these Articles being proposed by said Board or twenty-five (25%) percent of the unit owners (voting interests), such proposed amendment shall be submitted to a vote of the voting interests not later than the next annual meeting for which proper notice can be given.
- C. Vote Required. Except as otherwise provided for by Florida law, these Articles of Incorporation may be amended by vote of two-thirds (2/3rds) of the voting interests present, in person or by proxy, and voting at any annual or special 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 filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

ARTICLE VIII

INDEMNIFICATION

- A. Indemnity. To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director, officer, or committee member of the Association, who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, officer or committee member of the Association, against expenses (including attorney's fees and appellate attorney's fees and costs), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, has reasonable cause to believe that his or her conduct was not unlawful. It is the intent of the membership of the Association, by adoption of this provision, to provide the most comprehensive indemnification possible to their Directors, officers and committee members as permitted by Florida law.
- B. Defense. To the extent that a Director, officer or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section A. above or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney's fees and appellate attorney's fees and costs) actually and reasonably incurred by him or her in connection therewith.

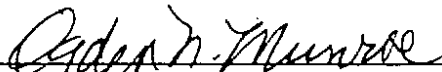
- C. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected Director, officer or committee member to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Association as authorized by this Article VIII.
- D. Miscellaneous. The indemnification provided by this Article VIII, shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members or otherwise, and shall continue as to a person who has ceased to be a Director, officer or committee member and shall inure to the benefit of the heirs and personal representatives of such person.
- E. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, committee member, employee or agent of the Association, or a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status against such liability under the provisions of this Article VIII.

CERTIFICATE

The undersigned, being the duly elected and acting President of Town Manor, Inc., hereby certifies that the foregoing amendment and restatement of the Articles of Incorporation was approved and adopted by a two-thirds majority of the members entitled to vote thereon at a meeting of the members held on February 12, 2019, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said vote was sufficient for their amendment.

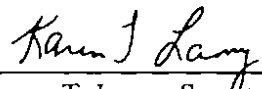
Executed this 22nd day of February, 2019.

TOWN MANOR, INC.



Ogden N. Munroe
5603 Naples Blvd.
Naples, FL 34109

Attest:

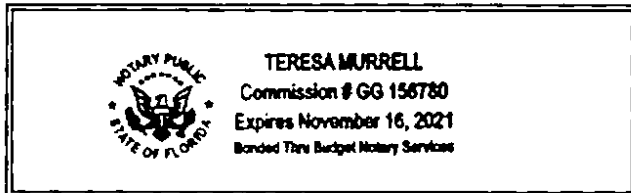


Karen T. Lamy, Secretary

(SEAL)

**STATE OF FLORIDA
COUNTY OF COLLIER**

Subscribed to before me this 22nd day of February, 2019 by Ogden N. Munroe, as President of Town Manor, Inc., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce _____ as identification.





Signature of Notary Public

(Print, Type or Stamp Commissioned Name of
Notary Public) (Affix Notarial Seal)

**STATE OF FLORIDA
COUNTY OF COLLIER**

Subscribed to before me this 22nd day of February, 2019 by Karen T. Lamy, as Secretary of Town Manor, Inc., a Florida corporation not for profit, on behalf of the corporation. She is personally known to me or did produce _____ as identification.





Signature of Notary Public

(Print, Type or Stamp Commissioned Name of
Notary Public) (Affix Notarial Seal)

ARTICLES OF INCORPORATION