

715780

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(Address)

(Address)

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(Business Entity Name)

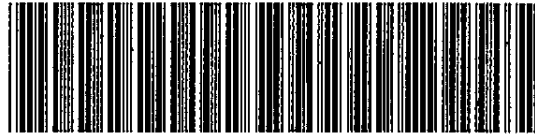
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Amend/Restated  
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FILED  
05 SEP 12 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**S. DRESDEN BRUNNER, P.A.**  
ATTORNEY AT LAW

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September 9, 2005

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Naples West Winds, Inc.  
Second Amended and Restated Articles of Incorporation

Dear Sir or Madam:

Please file the enclosed original Second Amended and Restated Articles of Incorporation of Naples West Winds, Inc. Also, please forward a certified copy of the filed document to this office. Enclosed is this Firm's check in the amount of \$43.75 for payment of the filing fee and certified copy fee.

Thank you for your assistance.

Sincerely,



S. Dresden Brunner

Enclosures

Cc: Mr. Jack Wadsworth

**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NAPLES WEST WINDS, INC.**

FILED  
05 SEP 12 AM 10:00  
TALLAHASSEE, FLORIDA  
FLORIDA DEPARTMENT OF STATE

The name of the not-for-profit corporation is Naples West Winds, Inc. (the "Corporation"). The Corporation's original Articles of Incorporation (the "Original Articles") were filed with the Florida Department of State on December 31, 1968 and assigned document number 715780. These Second Amended and Restated Articles of Incorporation (the "Second Amended and Restated Articles") contain amendment and restatements to the Amended and Restated Articles requiring member approval. The members and board of directors of the Corporation adopted and approved the Second Amended and Restated Articles on September 6, 2005, and the number of votes cast was sufficient for approval.

The Second Amended and Restated Articles shall become effective upon filing with the Florida Department of State. Upon filing, the Amended Articles shall be superseded and the Second Amended and Restated Articles shall be the articles of incorporation of the Corporation.

The Corporation hereby restates and integrates and also further amends its Amended Articles as follows:

**ARTICLE I. NAME**

The name of this Corporation shall be in Naples West Winds, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The street address of the principal office of the Corporation is 777 Gulf Shore Boulevard North, Naples, Florida 34102.

**ARTICLE III. PURPOSE**

The purpose for which the Corporation is organized is to operate a cooperative housing complex on a non-profit basis, in the interests of and for the benefit of the several respective owners of portions of the following described real estate (the "Real Estate") situated in the City of Naples, Collier County, Florida:

Parcel 1, Parcel 2, and Parcel 3, which are also described collectively as the southerly 170.00 feet of Block 29, Tier 1, City of Naples, Plat Book 1, Page 73, Public Records of Collier County, Florida

ARTICLE IV. DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors of three members. The method of election of Directors is stated in the Amended and Restated Bylaws of the Corporation.

ARTICLE V. PERPETUAL EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI. AMENDMENT

These Second Amended and Restated Articles may be amended or restated by the affirmative vote or consent of at least two members of the Corporation.

ARTICLE VII. USE AND OCCUPANCY RESTRICTIONS

It is recited that the Real Estate will be subject to those certain Second Amended and Restated Use and Occupancy Restrictions Affecting "Naples West Winds" ("Second Amended and Restated Use Restrictions") which will be recorded in the Public Records of Collier County, Florida, and that at the time of such recordation, a true copy of the Second Amended and Restated Articles and the Second Amended and Restated Bylaws will be attached thereto as exhibits. Any amendments to the Second Amended and Restated Articles and the Second Amended and Restated Bylaws shall never conflict with the terms and provisions of the recorded Second Amended and Restated Use Restrictions, and amendments thereto, if any.

The undersigned has signed the Second Amended and Restated Articles on September 6, 2005.

NAPLES WEST WINDS, INC.

By James W. Todd  
James W. Todd, President

Schedule

Parcel 1: The easterly 125.00 feet of the southerly 170.00 feet of Block 29, Tier 1, City of Naples, as recorded in Plat Book 1, Page 73, Public Records of Collier County, Florida.

Parcel 2: The westerly 115.00 feet of the easterly 240.00 feet of the southerly 170.00 feet of Block 29, Tier 1, City of Naples, as recorded in Plat Book 1, Page 73, Public Records of Collier County, Florida.

Parcel 3: The southerly 170.00 feet of Block 29, Tier 1, City of Naples, as recorded in Plat Book 1, Page 73, Public Records of Collier County, Florida, less the easterly 240.00 feet thereof.