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DAVID E. LEIGH, P.A.
5150 TAMiami TRAIL NORTH, SUITE 501
NAPLES, FLORIDA 34103
PHONE (941) 435-9303
FAX (941) 435-9304

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, FL 32399

200005336542--3
-04/24/02--01030--009
*****78.75 *****49.75

RE: Sorrento Villas of Naples, Inc.

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-04/24/02--01030--009
*****78.75 *****78.75

Dear Reader:

200005336542--3
-04/24/02--01030--009
*****78.75 *****35.00

Enclosed please find Restated Articles of Incorporation regarding the above-referenced corporation. Upon receipt of same, kindly file in your normal manner. Our check in the amount of \$78.75 is enclosed to cover your fee for same.

If you should have any questions or comments, please do not hesitate to contact this office.

Thank you for your attention and consideration.

Very truly yours,

Karen Leeper
Secretary to David E. Leigh

/enclosures

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02 APR 23 PM 3:11
TALLAHASSEE, FLORIDA
DIVISION OF STATE

Ps
102 / 11

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

OF

SORRENTO VILLAS OF NAPLES, INC.

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Sorrento Villas of Naples, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on March 9, 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 corporations 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 Sorrento Villas of Naples, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Sorrento Villas of Naples, Inc., and its address is 1400 Pompeii Lane, Naples, Florida 34103.

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 Sorrento Villas, a Condominium 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:

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TALLAHASSEE, FLORIDA

ARTICLE III

MEMBERSHIP:

(A) The members of the Association shall be the record owners of a fee simple interest in 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 matter. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association be perpetual.

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 three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

(B) Directors of the Association shall be elected by the members in the manner stated in the Bylaws. Directors may be removed and vacancies on the Board 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 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 third (1/3) 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 later of 4 months or 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 (2/3) of the total voting interests at any annual or special meeting, or by approval in writing of the same percentage of the total 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 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 committee member of the Association against all expenses and liabilities, including attorneys 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, officer or committee member 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.

(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.

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.

CERTIFICATE

The undersigned, being the duly elected acting President and Secretary of Sorrento Villas of Naples, Inc. hereby certify that the foregoing were duly proposed by at least a majority of the entire membership of the Board. The undersigned further certify that the foregoing were approved by at least two thirds of the total votes of the entire membership of the Association on the 8 day of FEBRUARY, 2002, 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 Articles of Incorporation in their entirety.

Executed this 25 day of March, 2002.

SORRENTO VILLAS OF NAPLES, Inc.

[Handwritten signature of Tracy McLean]

Secretary

[Handwritten signature of Janet Mitchell], President

Attest: (SEAL)

STATE OF
COUNTY OF

Subscribed to before me this 25 day of MARCH, 2002, by JANET MITCHELL and TRACY McLean President and Secretary, respectively, of Sorrento Villas of Naples, Inc., a Florida corporation not for profit, on behalf of the corporation.

BOTH ^{are} personally known to me or did produce Licenses as identification.

[Handwritten signature of Vincent P. Valentini]

Notary Public (SEAL)

