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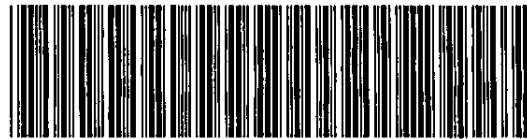
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SAMOUCE & GAL, P.A.

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March 14, 2014

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

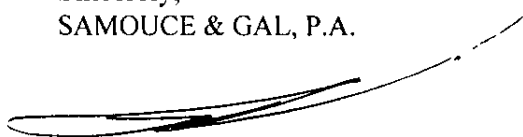
Re: Articles of Incorporation of Naples Four Winds, Inc.

Dear Sir/Madam:

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

Thank you for your assistance in this matter.

Sincerely,
SAMOUCÉ & GAL, P.A.



Robert Samouce
For the Firm

Enclosures

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

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

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation of Naples Four Winds, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on October 2, 1973 are hereby further amended, and restated in their entirety as amended. All amendments included herein have been adopted pursuant to Chapter 617, 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 Chapter 617, Florida Statutes and the omission of matters of historical interest. The Amended and Second Restated Articles of Incorporation of Naples Four Winds, Inc. shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association," is Naples Four Winds, Inc., and its address is 1160 Little Neck Court, Naples, Florida 34102.

ARTICLE II

DEFINITIONS: Definitions set forth in the Declaration of Condominium shall apply to terms used in these Articles.

ARTICLE III

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 Four Winds, 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 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 not for profit 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, the Association Property and for the Association 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 Condominium Property, 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 Property and the Association..
- (J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has this power whether or not the lands or facilities are contiguous to the lands of the Condominium, if such agreements or use interests are intended to provide enjoyment, recreation, or other use or benefit to the Unit Owners.
- (K) To borrow money to perform its other functions hereunder.
- (L) To qualify the Condominium as "housing for older persons".

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 IV

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. After termination of the Condominium, the Members shall consist of those who were Members at the time of such termination and their successors in interest.

(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 for which the members are entitled to vote. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII

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 seven (7) 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 VIII

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 the Members, such proposed amendment shall be submitted to a vote of the Members not later than the next annual meeting for which proper notice can be given.

(C) Vote Required. Except as otherwise required by Florida 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 who are present and voting, in person or by proxy, at any annual or special meeting called for the purpose, or alternatively by the approval in writing of at least two-thirds (2/3rds) 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 proper filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida, with the same formalities as required by law for recording an amendment to the Bylaws.

ARTICLE IX

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 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 judgement 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 wilful 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 including rights under an Association Directors' and Officers' liability insurance policy, if any.

ARTICLE X

MISCELLANEOUS:

10.1 Severability. The invalidity or unenforceability in whole or in part of any section, subsection, sentence, clause, phrase or word or other provision of these Articles shall not effect the remaining portions thereof.

10.2 Applicable Statutes. The validity, application and construction of these Articles shall be governed by the Laws of Florida, particularly the Florida Condominium Act, as it exists on the date hereof.

10.3 Conflicts. If there is a conflict between any provision of these Articles and the Condominium Act, the Condominium Act shall control. If there is a conflict between these Articles and the Association's Declaration of Condominium or Bylaws, the Declaration and then the Articles of Incorporation and then the Bylaws shall control in that order.

10.4 Interpretation. The Board of Directors is responsible for interpreting the provisions of these Articles. Such interpretations shall be binding upon all persons unless wholly unreasonable. A written opinion rendered by Association legal counsel that an interpretation adopted by the Board is not unreasonable shall conclusively establish the validity of such interpretation.

10.5 Number and Gender. Whenever the context so requires, the use of the plural shall include both the singular and the plural, and the use of any gender shall be deemed to include all genders.

10.6 Headings. The headings used in the Articles are for reference purposes only, and do not constitute substantive matter to be considered in construing the terms and provisions herein.

CERTIFICATE

The undersigned, being the duly elected and acting President of Naples Four Winds, Inc., hereby certifies that the foregoing Articles of Incorporation were approved by a vote of sixty-six and two-thirds percent (66-2/3rds %) of the voting interests who were present and voting, in person or by proxy, at a meeting of the members held on March 1st, 2014, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said vote was sufficient for the amendment.

Executed this 3th day of March, 2014.

NAPLES FOUR WINDS, INC.

Frank Caccamise

Frank Caccamise, President
1280 Blue Point Ave., #C-25
Naples, FL 34102

Attest:

Joan Washington
Joan Washington, Secretary

(SEAL)

**STATE OF FLORIDA
COUNTY OF COLLIER**

Subscribed to before me this 13 day of March, 2014, by Frank Caccamise, as President of the aforementioned corporation, on behalf of the corporation. He is personally known to me or did produce _____ as identification.

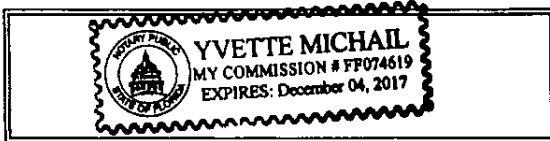


(Print, Type or Stamp Commissioned Name of
Notary Public) (Affix Notarial Seal)

[Signature]
Signature of Notary Public

**STATE OF FLORIDA
COUNTY OF COLLIER**

Subscribed to before me this 13 day of March, 2014, by Joan Washington, as Secretary of the aforementioned corporation, on behalf of the corporation. She is personally known to me or did produce _____ as identification.



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

[Signature]
Signature of Notary Public

ARTICLES OF INCORPORATION

EXHIBIT "C"

- 7 -