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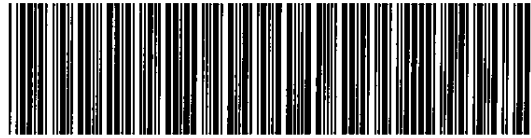
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May 30, 2007

Reply To:  
Fort Myers  
JAdams@becker-poliakoff.com

Division of Corporations  
Amendments Section  
Post Office Box 6327  
Tallahassee, Florida 32301

**Re: Whiskey Creek Village Green Section Five Association, Inc.**


To Whom It May Concern:

Enclosed please find Articles of Amended and Restated Articles of Incorporation for the above-referenced Corporation along with check number 1509 in the amount of \$35.00 to cover the cost of filing.

Please return a copy of the filed document to my attention. An extra copy of the document is enclosed herewith for your use.

Thank you for your attention to this matter.

Very truly yours,

  
Joseph E. Adams  
For the Firm

JEA/adc  
Enclosure (as stated)

FTM\_DB: 348101\_1

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ARTICLES OF AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

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Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Whiskey Creek Village Green Section Five Association, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 8th day of May, 2007.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:  
(TWO)

WHISKEY CREEK VILLAGE GREEN  
SECTION FIVE ASSOCIATION, INC.

Signature

Printed Name

Signature

Printed Name

BY:

J. Stanley McQuade, Vice-President

Date:

5-25-07

(CORPORATE SEAL)

ATTEST:

Carol M. Fersch, Secretary

STATE OF Florida )  
 ) SS:  
COUNTY OF Lee )

The foregoing instrument was acknowledged before me this 25 day of May, 2007 by J. Stanley McQuade as Vice-President of Whiskey Creek Village Green Section Five Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) as identification and did take an oath.

Notary Public

Printed Name

My commission expires:

8/6/2007

**ARTICLES OF INCORPORATION**  
**OF**  
**WHISKEY CREEK VILLAGE GREEN SECTION FIVE ASSOCIATION, INC.**

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation (not for profit) under Florida Statutes Chapter 617, and certify as follows:

**ARTICLE 1**

**Name**

The name of the corporation shall be WHISKEY CREEK VILLAGE GREEN SECTION FIVE ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the Association. The place of business shall be 5598 Trellis Lane, Fort Myers, Lee County, Florida, and its Post Office address shall be 5598 Trellis Lane, Fort Myers, Florida 33919. The Board of Directors can change the address for the Association.

**ARTICLE 2**

**Purpose**

1. The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Florida Statutes Chapter 718, for the operation of WHISKEY CREEK VILLAGE GREEN SECTION FIVE CONDOMINIUM, according to the Declaration of Condominium now recorded in the public records of Lee County, Florida, in Official Records Book 947, at Page 779, located upon land situated in Lee County, Florida, and as amended from time to time.

2. The Association shall issue no shares of stock of any kind, shall pay no dividends to any member, and shall make no distributions of income to its members, directors, or officers. The Association may pay compensation in a reasonable amount to its members, directors and officers for services rendered, may confer benefits upon its members in conformance with its purpose, and upon dissolution or final liquidation, may make distributions to its members as permitted by the courts having jurisdiction thereof, and no such payment shall be deemed to be dividend or a distribution of income.

### ARTICLE 3

#### Powers

The powers of the Association shall include and be governed by the following provisions:

1. The Association shall have all of the common-law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

2. The Association shall have all of the powers and duties set forth in the Florida Condominium Act, except as limited by these Articles and the said Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to said Declaration as it may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments against members, as unit owners, to defray the costs, expenses and losses of the condominium.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To manage, administer, maintain, repair, replace and operate the condominium property.

(d) To purchase insurance upon the condominium property and insurance for the protection of the Association and its members, as unit owners.

(e) To reconstruct improvements after casualty and to further improve the condominium property.

(f) To make and amend reasonable Rules and Regulations respecting the use of the condominium property.

(g) To approve or disapprove the lease, transfer, mortgage and ownership of units as may be provided by the Declaration and the By-Laws.

(h) To enforce by legal means the provisions of the Florida Condominium Act, the Declaration, these Articles, the By-Laws and the Rules and Regulations respecting the use of the property in the condominium.

(i) To contract for the management of the condominium with a third party and to delegate to such third party all powers and duties of the Association, except over such matters as are specifically required by the Declaration to have approval of the Board of Directors or the members of the Association.

(j) To contract for the management or operation of portions of the common elements susceptible to separate management or operation.

(k) To employ personnel to perform the services required for proper operation of the condominium.

(l) To operate and manage the condominium in accordance with the sense, meaning, direction, purpose and intent of the Declaration as the same may be from time to time amended and to otherwise perform, fulfill and exercise the powers and privileges, options, rights, duties, obligations and responsibilities entrusted or delegated to it by the Declaration or By-Laws or both.

3. All funds and the titles to all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

4. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

#### ARTICLE 4

##### Members

1. The members of the Association shall constitute all of the record owners of condominium units in WHISKEY CREEK VILLAGE GREEN, SECTION FIVE CONDOMINIUM, and after termination of the condominium, shall consist of those who are members at the time of such termination and their successors and assigns.

2. After receiving the approval of the Association required by the Declaration, change of membership in the Association shall be established by recording in the public records of Lee County, Florida, a deed or other instrument establishing record title to an unit in the condominium and the delivery to the Association of a certified copy of such instrument accompanied by the address of the new owner to which all notices to the member shall be sent. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

3. The share of a member in the funds and assets of the Association may not be assigned, hypothecated or transferred in any manner except as an appurtenance to the member's unit.

4. The owner of each unit shall be entitled to one vote as a member of the Association. The manner of exercising voting rights shall be determined by the By-Laws.

## ARTICLE 5

### Directors

1. The affairs of the Association will be managed by a Board of Directors consisting of five (5). All directors must be members of the Association.

2. Directors of the Association shall be elected at the annual meetings of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

## ARTICLE 6

### Officers

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the first annual meeting and following each annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. Vacancies shall be filled by the Board of Directors.

## ARTICLE 7

### Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer, unless said director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, however, that in the event of a settlement, this indemnification shall be given only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

## ARTICLE 8

### By-Laws

The By-Laws of the Association may be altered, amended or rescinded in the manner provided in the By-Laws.

## ARTICLE 9

### Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by a writing signed by twenty five (25%) percent of the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval of the proposed amendment in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, in order to be adopted, such amendments must be approved by a vote of two-thirds (2/3) of the voting interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present, or by the written agreement of two-thirds (2/3) of the entire voting interests. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for Association membership vote.

3. A copy of each amendment shall be certified by the Secretary of State of the State of Florida and shall be recorded in the public records of Lee County, Florida.

## ARTICLE 10

### Term

The term of the Association shall be perpetual unless the WHISKEY CREEK VILLAGE GREEN SECTION FIVE CONDOMINIUM is terminated. In the event of such termination, the Association shall be dissolved in accordance with the law.

## ARTICLE 11

### Definitions

The definitions contained in the Florida Condominium Act are hereby adopted to the extent that such definitions are applicable to these Articles of Incorporation.

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