

# 735108

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

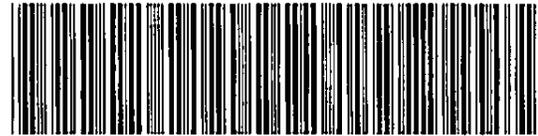
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

*Sarah Spector to correct*

*cf 10/9/17*



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08/29/17--01019--010 \*\*35.00

2017 NOV 2 11 31 33

C. GOLDEN

NOV 28 2017

*Spoke w/ Sarah Spector 11/28/17*  
*OK w/ Let S- "Spoke with Lyn"*  
*Document will be filed as is and the RA and RO will not be updated since this document was adopted in 2005 and the RA & RO has been changed since then. per Lyn Schuffsta 11/28/17*

October 2, 2017

Florida Department of State  
Registration Division  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

**Re: Filing Articles of Amendment for Carriage Village Landowners' Association, Inc.**

Dear Sir or Madam:

Enclosed for corrected filing, please find an original and one copy of Articles of Amendment for Carriage Village Landowners' Association, Inc. Attached to the Articles of Amendment is a revised version of the Amended and Restated Articles of Incorporation, which has been revised to add "Amended and Restated" to the title of the document and to remove the handwritten notation on the left hand side of the first page.

It is my understanding that the check included with the original transmittal has been deposited and, as such, no additional filing fee is needed to process this request. Please let me know if that is not correct.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

ROETZEL & ANDRESS, LPA



Sarah E. Spector

Enclosure (as stated)

11901581\_1



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 12, 2017

SARAH E. SPECTOR, ESQUIRE  
2320 FIRST STREET  
SUITE 1000  
FORT MYERS, FL 33901

SUBJECT: CARRIAGE VILLAGE LANDOWNERS' ASSOCIATION, INC.  
Ref. Number: 735108

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please list the name of the registered agent in Article XII.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden  
Regulatory Specialist II

Letter Number: 717A00020666



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 22, 2017

SARAH E. SPECTOR, ESQUIRE  
2320 FIRST STREET  
SUITE 1000  
FORT MYERS, FL 33901

SUBJECT: CARRIAGE VILLAGE LANDOWNERS' ASSOCIATION, INC.  
Ref. Number: 735108

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You failed to make the correction(s) requested in our previous letter.

Please entitle the document and the exhibit Amended and Restated ; also write Exhibit A on the attachment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden  
Regulatory Specialist II

Letter Number: 717A00019273

RECEIVED  
17 OCT -5 PM 3:00  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 6, 2017

SARAH E. SPECTOR, ESQUIRE  
2320 FIRST STREET  
SUITE 1000  
FORT MYERS, FL 33901

SUBJECT: CARRIAGE VILLAGE LANDOWNERS' ASSOCIATION, INC.  
Ref. Number: 735108

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden  
Regulatory Specialist II

Letter Number: 617A00018198

2017 NOV 23 PM 3:33

AMENDMENT AND RESTATED  
ARTICLES OF INCORPORATION

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned corporation files these Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is Carriage Village Landowners' Association, Inc.
2. The Articles of Incorporation of Carriage Village Landowners' Association, Inc. were amended and restated in their entirety, as set forth in Exhibit "A" attached hereto.
3. The foregoing Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors and the membership at duly noticed meetings held on March 22, 2005.
4. The number of votes cast were sufficient for approval.

WITNESSES (TWO):

CARRIAGE VILLAGE LANDOWNERS' ASSOCIATION, INC.

Nancy Fay  
Signature

By: Larry D. Brown  
Larry D. Brown, President

Print Name: Nancy Fay

Date: 8/23/17

J. B. Lundeen  
Signature

(CORPORATE SEAL)

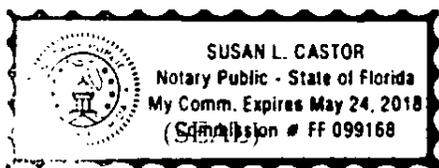
Print Name: Junia B. Lundeen

STATE OF Florida )

) SS

COUNTY OF Lee )

The foregoing instrument was acknowledged before me this 23 day of August, 2017, by Larry D. Brown, as President of Carriage Village Landowners' Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) Personally Known as identification.



Susan L. Castor  
Notary Public

Susan L. Castor  
Printed Name

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

CARRIAGE VILLAGE LANDOWNERS ASSOCIATION, INC.

(A Corporation Not-For-Profit)

In order to form a non-profit corporation in accordance with the laws of the State of Florida, we, the undersigned, hereby associate ourselves into a corporation for the purposes hereinafter mentioned; and to that end, we do, by these Articles of Incorporation, set forth the following:

DEFINITIONS

All terms used in these Articles of Incorporation shall have those definitions set forth in the Covenants and By-Laws for Carriage Village. Any terms not defined in the Covenants or By-Laws shall have those definitions established by Florida Statutes.

ARTICLE I

NAME

The name of this Corporation shall be CARRIAGE VILLAGE LANDOWNERS ASSOCIATION, INC. The mailing address for this Corporation is 5451 Bayshore Road, North Fort Myers, Florida 33917.

ARTICLE II

PURPOSE

This Corporation is created to be the Association for CARRIAGE VILLAGE LANDOWNERS.

This Corporation will undertake the performance of, and carry out the acts and duties incident to the administration, operation and management of the Landowners in accordance with the terms, provisions, conditions and authority contained in the Covenants, Articles of Incorporation and the By-Laws. This Corporation may own, operate, lease, sell, trade and otherwise deal with the CARRIAGE VILLAGE Property, in whatever manner may be necessary or convenient to accomplish the proper administration of CARRIAGE VILLAGE.

(1)

Exhibit "A"

### ARTICLE III

#### POWERS

The Powers of this Corporation shall include and be governed by the following provisions:

1. The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit.
2. The Corporation shall have all the powers of Associations under and pursuant to the Florida Statutes, and shall have all of the powers reasonably necessary to implement the purposes of the Corporation, including, but not limited to the following:
  - A. To make, establish, and enforce reasonable rules and regulations governing the use of CARRIAGE VILLAGE Property.
  - B. To enforce the provisions of the Articles of Incorporation, Covenants and By-Laws.
  - C. To deal with other corporations and associations or representatives thereof or other landowners in Carriage Village on matters of mutual interest.
3. To negotiate for, acquire, and operate the mobile home park facilities or other property exclusively serving the mobile home subdivision on behalf of the mobile home owners.
4. To convert the mobile home park facilities and other properties once acquired, to a condominium, cooperative form, or other type of ownership and to create the entity to hold title to the property to become the cooperative, condominium or other form of ownership responsible for the operation of the facilities and property.

### ARTICLE IV

#### MEMBERS

(1)

Each owner of a lot in Carriage Village on Bayshore Road, in Lee County, Florida for which lot a membership fee has been paid, or is being paid pursuant to terms adopted by the Board of Directors shall be a member. The amount of the membership fee for lots for which a fee has not previously been paid shall be set by the Board of Directors from time to time. Transfer of a lot shall automatically transfer the membership to the new lot owner. Where two or more owners own one lot they shall constitute one member.

(2)

ARTICLE V.

TERM

The term for which this Corporation is to exist shall be perpetual.

ARTICLE VI.  
SUBSCRIBERS

The names and street addresses of the subscribers to these Articles are as follows:

| <u>NAME</u>    | <u>ADDRESS</u>                                 |
|----------------|--|
| Mel Mablewitz  | 127 Chisholm Trail<br>No. Ft. Myers, FL 33903  |
| E. L. Walker   | 202 Brandywine Lane<br>No. Ft. Myers, FL 33903 |
| Marie Anderson | 164 Santa Fe Trail<br>No. Ft. Myers, FL 33903  |

ARTICLE VII

OFFICERS

1. The Corporation shall have a President, Vice President, Secretary and Treasurer. They shall be chosen by the Board of Directors and shall hold their offices until their successors are chosen and qualify. The Corporation may also have Assistant Secretaries and Assistant Treasurers and such officers, agent and factors as may deem necessary by the Board of Directors. Any person may hold two (2) or more offices except that of the President or a Vice President shall not also be the Secretary or Assistant Secretary or the Treasurer or the Assistant Treasurer.

2. The Board shall elect the President, Vice President, Secretary, Treasurer, and their assistants. The President and Vice President shall be members of the Board.

**ARTICLE VIII.**

**FIRST OFFICERS**

The names of the officers who are to serve until the first election of officers by the Board are as follows:

| <b><u>NAME</u></b> | <b><u>ADDRESS</u></b>                          | <b><u>OFFICE</u></b> |
|--------------------|--|----------------------|
| Mel Hablewitz      | 127 Chisholm Trail<br>No. Ft. Myers, FL 33903  | President            |
| E .L. Walker       | 202 Brandywine Lane<br>No. Ft. Myers, FL 33903 | Vice President       |
| Marie Anderson     | 164 Santa Fe Trail<br>No. Ft. Myers, FL 33903  | Secretary            |
| Hilda Hiestand     | 212 Village Lane<br>No. Ft. Myers, FL 33903    | Treasurer            |

**ARTICLE IX**

**BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board consisting of the number of Directors determined by the By-Laws. In no event shall the Board consist of less than three (3) Directors. The Directors of the first Board need not be members of the Corporation.

Subsequent Directors of the Corporation shall be elected at the annual meeting of the Members in the manner determined by the By-Laws. The Directors named in these Articles shall serve until the first election of Directors. Any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

The names and addresses of the Directors who shall hold office and serve until the first regular meeting of the membership at which Directors are elected are as follows:

| <u>NAME</u>     | <u>ADDRESS</u>                                  | <u>OFFICE</u>  |
|-----------------|---|----------------|
| Mel Hablewitz   | 127 Chisholm Trail<br>No. Ft. Myers, FL 33903   | President      |
| E. L. Walker    | 202 Brandywine Lane<br>No. Ft. Myers, FL 33903  | Vice President |
| Marie Anderson  | 164 Santa Fe Trail<br>No. Ft. Myers, FL 33903   | Secretary      |
| Hilda Hiestand  | 212 Village Lane<br>No. Ft. Myers, FL 33903     | Treasurer      |
| Harold Edwards  | 202 Captains Walk<br>No. Ft. Myers, FL 33903    | Director       |
| Charles Staples | 207 Carriage Lane<br>No. Ft. Myers, FL 33903    | Director       |
| Frances Alfano  | 218 Cobblestone Lane<br>No. Ft. Myers, FL 33903 | Director       |
| Chester Sanders | 212 Harvest Lane<br>No. Ft. Myers, FL 33903     | Director       |
| Volney Nash     | 204 Brandywine Lane<br>No. Ft. Myers, FL 33903  | Director       |
| Ralph Neal      | Santa Fe Trail<br>No. Ft. Myers, FL 33903       | Director       |
| Gladys Kreger   | 161 Overland Trail<br>No. Ft. Myers, FL 33903   | Director       |

## ARTICLE X

### BY-LAWS

The By-Laws of the Corporation shall be adopted by the first Board and thereafter may be altered, amended or rescinded in the manner provided for the By-Law.

## ARTICLE XI

### AMENDMENTS

1. These articles may be amended in the following manner:
  - A. Notice of the subject matter of the proposed amendment shall be included in the Notice of any meeting at which such proposed amendment is considered.
  - B. A resolution seeking the approval of a proposed amendment may be proposed by either the Board of the Membership, and, after being proposed and approved by one of said bodies, it must be submitted for approval and thereupon receive approval of the other. Such approval must be by seventy-five (75%) percent of the Members present at any meeting at which there is a quorum, and such approval must be by sixty-six and two-thirds (66 2/3%) percent of the Members of the Board at a meeting at which there is a quorum.

## ARTICLES XII

### REGISTERED OFFICE

The registered office of this corporation shall be at 5451 Bayshore Road, Carriage Village, North Fort Myers, Florida 33917. It's required that a Registered Agent be designated by the Board of Directors and shall be the then current Attorney of Record.

## ARTICLE XIII

1. SPECIAL POWER AND DUTY. It is hereby recognized that a power of the Board of Directors is to contract for and maintain and implement facilities and services which the Board in its discretion deems necessary for this Community to qualify for Exemption three of the Act, as more fully explained in the Federal Regulations. It is furthermore a duty of the Board of Directors to take whatever steps are reasonable necessary, subject only to limitations of Carriage Village's documents to qualify for 55 or Over Housing Exemption of the Act, as more fully explained in the Federal Regulations.

2. INDEMNIFICATION

A. General. To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director, Officer and Member of a committee of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him/her in connection with any legal proceeding (or settlement or appeal of such proceeding) (and including administrative proceedings to which he/she may be a party because of his/her being or having been a Director, Officer or Member of a committee of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his/her actions or omissions to act were material to the cause adjudicated and involved:

1. Willful misconduct or a conscious disregard for the best interest of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor: or
2. A violation of criminal law, unless the Director, Officer or committee member had no reasonable cause to believe his/her action was unlawful or had reasonable cause to believe his action was lawful: or
3. A transaction from which the Director, Officer or committee member derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive at all other rights to which a Director, Officer or committee member may be entitled.

B. Provisos in connection with the Act.

1. It is specifically recognized and agreed that the protections of Article XI of the By-Laws shall fully apply in connection with the decisions/recommendations of the Directors, Officers and/or committee members to disapprove transfers by reason of age, in which any action arises or is threatened under the Act.
2. Exception. This Article shall not apply to protect Director, Officers or committee members where they knew or had reason to know that the Community was not exempted from the Act by the '55 of Over Housing Exemption.

- C. Insurance. The Association shall at the Association's expense, and if available, purchase insurance to protect the persons referred to in this Article, and shall cause them to be named insured.