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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following amendments to its Articles of Incorporation.

- A. The name of the corporation is Spanish Wells Unit One Homeowners Association, Inc.
- B. The attached amendments to the Articles of Incorporation were adopted by the membership.
- C. The attached amendments to the Articles of Incorporation were adopted by the required vote of the members on the 13<sup>th</sup> day of April, 2016.
- D. The number of votes cast were sufficient for approval.

Dated this 24 day of May, 2016.

Witnesses:

[Signature]  
By: DAVID C JACOBSON

[Signature]  
By: Howard K Meister

SPANISH WELLS UNIT ONE HOMEOWNERS  
ASSOCIATION, INC.

[Signature]  
By: Kenneth Neyhart  
Association President

(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF LEE

Subscribed before me this 24 day of May, 2016, by Kenneth Neyhart, Association President, who is personally known to me.

Kristin K Freeland  
NOTARY PUBLIC

Kristin K Freeland  
Printed Name of Notary Public

My Commission Expires:



Kristin K. Freeland  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# FF922848  
Expires 9/30/2019

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AMENDED AND RESTATED ARTICLES OF INCORPORATION  
FOR  
SPANISH WELLS UNIT ONE HOMEOWNERS ASSOCIATION, INC.  
(A Corporation Not-For-Profit)

SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION – SEE CURRENT ARTICLES OF  
INCORPORATION FOR CURRENT TEXT

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation for Spanish Wells Homeowners Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on March 20, 1979, are hereby amended and restated in their entirety, and the name of the corporation is changed. All amendments included herein have been adopted pursuant to Section 617.1002(4), 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 Section 617.1002 and the omission of matters of historical interest. The name of the corporation is now changed, and shall hereafter be Spanish Wells Unit One Homeowners Association, Inc. The Amended and Restated Articles of Incorporation of Spanish Wells Unit One Homeowners Association, Inc. shall be as follows:

ARTICLE I – NAME

The name of this corporation, which is hereinafter called the Association, is:

SPANISH WELLS UNIT ONE HOMEOWNERS ASSOCIATION, INC.

ARTICLE II – PURPOSES AND POWERS

2.1 The purpose for which this Association is organized are to promote the health, safety, and welfare of the residents within the property described in Exhibit "A".

2.2 This Association is organized and operated On a non-stock basis as a corporation not-for-profit under the laws of the State of Florida, and no income of the Association shall be distributed or inure to the private benefit of any Owner, Director or officer. For the accomplishment of its purposes, the Association has 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 and the Declaration of Restrictions, Reservations and Covenants for Spanish Wells Unit One. The Association also has all of the powers and duties reasonably necessary or appropriate as they may hereafter be amended, including but not limited to the following:

a) To fix, levy, collect and enforce payment by any lawful means all charges, assessments, or liens pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all license fees, taxes or governmental charges levied or imposed against the property or the corporation;

b) To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Association;

c) To sue and be sued, and to enforce the provisions of the Declaration, these Articles, and the Bylaws of the Association;

d) To contract for the management and maintenance of the property within Spanish Wells Unit One and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association;

e) To employ accountants, attorneys, architects, and other professionals to perform the services required for proper operation of the Properties;

f) To dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication, sale or transfer shall be effective unless an instrument has been signed by two-thirds (2/3rds) of the voting interests agreeing to such dedication, sale or transfer or where such action has been approved by two-thirds (2/3rds) of the voting interests present in person or by proxy and voting at any annual or special meeting called for that purpose;

i) To acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the corporation;

j) To enforce the provisions of the Declaration of Restrictions, Reservations and Covenants, these Articles, the Bylaws and any Rules and Regulations of the Association.

k) To exercise any and all powers, rights and privileges which a corporation organized under Chapters 720 and 617 of Florida Statutes may now hereafter have or exercise; subject always to the Declaration as amended from time to time; and

All funds and the title to any property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

#### ARTICLE III – TERM; DISSOLUTION

The term of its existence shall be perpetual. The Association may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3rds) of the voting interests. Upon dissolution of the Association, other than incident to a merger or consolidation, its assets, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was formed. In the even there is a refusal to accept such dedication, then such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization which is devoted to purposes similar to those of this Association.

#### ARTICLE IV – MEMBER AND VOTING RIGHTS

Membership and Voting Rights shall be as set forth in the Bylaws of the Association.

#### ARTICLE V – MANAGEMENT OF CORPORATE AFFAIRS

Amended and Restated Articles of Incorporation

5.1 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 seven (7) Directors.

5.2 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.

5.3 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 VI – INDEMNIFICATION

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities including attorney's 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 or officer of the Association. The foregoing right of indemnification shall not apply to:

- a) Willful misconduct of a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- b) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action as unlawful or had reasonable cause to believe his action was lawful.
- c) A transaction from which the Director or officer derived an improper personal benefit.
- d) Wrongful conduct by Director or officers, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the settlement as being 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.

#### ARTICLE VII – BY-LAWS

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

## ARTICLE VIII – AMENDMENTS

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

8.1 Proposal. Amendments to these Articles shall be proposed by a majority of the Board or upon petition of one-fourth(1/4<sup>th</sup>) of the voting interests, and shall be submitted to a vote of the members not later than the next annual meeting.

8.2 Vote Required. Except as otherwise required by Florida law, these Articles of Incorporation may be amended if the proposed amendment is approved by at least a majority of the voting interests,

8.3 Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida with the same formalities as are required in the Declaration for recording amendments to the Declaration.