

LAW OFFICES

748936

BECKER & POLIAKOFF, P.A.

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Ft. Myers, Florida 33907

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3003 Tamiami Trail North, Suite 210  
Naples, Florida 34103

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Reply To:  
Fort Myers

Florida Offices

Administrative Office  
3111 Stirling Road  
Ft. Lauderdale, FL 33312  
FL Toll Free: (800) 432-7712

Boca Raton\*

Clearwater

Ft. Myers

Hollywood

Melbourne\*

Miami

Naples

Orlando

Port Charlotte\*

St. Petersburg

Sarasota

Tallahassee

Tampa

West Palm Beach

\* available for consultation  
by appointment only

November 6, 2000

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

000003457400--4  
-11/08/00-01054-003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Parkwoods VI Homeowners Association, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Amended and Restated Articles of Incorporation for the above-referenced Association, as well as a check in the amount of \$35.00 to cover the cost of filing.

Please return a copy of same in the envelope provided herein for your convenience. Thank you for your attention to this matter.

Very truly yours,

*Joseph E. Adams*  
Joseph E. Adams  
For the Firm

International Offices:

Beijing,  
People's Republic  
of China

Prague,  
Czech Republic

Bern, Switzerland\*

JEA/adc  
Enclosures (as stated)  
149520\_1.DOC

FILED  
00 NOV 27 PM 5:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amended & Restated*

T BROWN NOV 27 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 20, 2000

JOSEPH E. ADAMS  
BECKER & POLIAKOFF, P.A.  
13515 BELL TOWER DRIVE, SUITE 101  
FORT MYERS, FL 33907

SUBJECT: PARKWOODS VI HOMEOWNERS ASSOCIATION, INC.  
Ref. Number: 748936

We have received your document for PARKWOODS VI HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 the original and one copy of 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) 487-6869.

Teresa Brown  
Corporate Specialist

Letter Number: 800A00059393

11/27

LAW OFFICES

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## International Offices:

Beijing,  
People's Republic  
of China

Prague,  
Czech Republic

Bern, Switzerland\*

November 22, 2000

Reply To:  
Fort Myers

Division of Corporations  
**Attn: Darlene Connell, Corporate Specialist**  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Parkwoods VI Homeowners Association, Inc.**  
**Reference Number: 748936**

Dear Ms. Connell:

Per our conversation of even date, enclosed herewith please find:

1. Original Articles of Amended and Restated Articles of Incorporation
2. Original Amended and Restated Articles of Incorporation
3. Copies of 1 and 2 to be stamped and returned to me in the self-addressed stamped envelope provided.
4. Copy of the letter dated November 20, 2000 from Teresa Brown.

Please note the check for \$35.00 was not returned to this office.

Please also note Article III, Registered Agent and Registered Office (on Page 1 of 5), states that Mr. John J. Malt was appointed to be the initial registered agent for the Association.

Should you have any questions, please contact me.

Very truly yours,



AnnaDanielle Carosiello assistant to  
Joseph E. Adams, Esq.

/adc

Enclosures (as stated)  
150618\_1.DOC

**ARTICLES OF AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

FILED  
00 NOV 27 PM 5:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 Parkwoods VI Homeowners 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 5th day of December, 1999.

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

WITNESSES:  
(TWO)

PARKWOODS VI HOMEOWNERS  
ASSOCIATION, INC.

*Bruce D. Jordan*  
Signature  
BRUCE D. JORDAN  
Printed Name

BY: *Gretchen L. Meyers*  
Gretchen L. Meyers, President

Date: October 30, 2000

*Rebecca Tracey*  
Signature  
REBECCA TRACEY  
Printed Name

(CORPORATE SEAL)

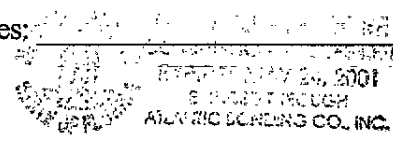
STATE OF FLORIDA )  
) SS:  
COUNTY OF LEE )

The foregoing instrument was acknowledged before me this 30 day of October, 2000 by Gretchen L. Meyers as President of Parkwoods VI Homeowners Association, Inc., a Florida Corporation, on behalf of the corporation. She is personally known to me or has produced (type of identification) \_\_\_\_\_ as identification and did take an oath.

*Mitchell R. Moore*  
Notary Public  
Mitchell R. Moore  
Printed Name

My commission expires: \_\_\_\_\_

145730\_I.DOC



**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**PARKWOODS VI HOMEOWNERS ASSOCIATION, INC.**  
**(A Corporation Not For Profit)**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned persons do hereby make, subscribe and acknowledge that they have voluntarily associated themselves together for the purposes of forming a corporation not for profit.

**ARTICLE I**  
**NAME**

The name of the corporation is PARKWOODS VI HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

**ARTICLE II**  
**PRINCIPAL OFFICE**

The initial principal office of the Association shall be located at 1700 Park Meadows Drive, Fort Myers, Florida 33907.

**ARTICLE III**  
**REGISTERED AGENT AND REGISTERED OFFICE**

John J. Malt, whose address is 1700 Park Meadows Drive, Fort Myers, Florida, is hereby appointed the initial registered agent of the Association, and his address is designated as the initial registered office of the Association.

**ARTICLE IV**  
**PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the members thereof, will make no distribution of income to its members, Directors or Officers, and the specific purposes for which it is formed are to provide for the ownership, maintenance and

preservation of the common area being developed as PARKWOODS VI, in Fort Myers, Lee County, Florida, and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Clerk of the Circuit Court of Lee County, Florida and as the same may be amended from time to time as herein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect, and enforce payment by a lawful means, all charges or assessments 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 business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise, dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell, or transfer all or any part of the Common Area 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 or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) Participants in mergers and consolidations with other non-profit corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have to exercise.

## **ARTICLE V MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any unit which is subject by covenants or record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any unit which is subject to assessment by the Association.

**ARTICLE VI  
VOTING RIGHTS**

The Association shall have one class of voting membership; Members shall be all owners and shall be entitled to one (1) vote for each unit owned. When more than one (1) person holds an interest in any unit, all such persons shall be members. The vote for such unit shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any unit.

**ARTICLE VII  
BOARD OF DIRECTORS**

The initial Board of Directors shall consist of three (3) members, whose names and addresses are as follows:

Robert C. Malt	1920 Palm Beach Lakes Boulevard West Palm Beach, FL 33407
C. Richard Malt	1620 Professional Building Tequesta, FL
Mildred B. Malt	1575 Olmeda Way Fort Myers, FL 33901

These Directors or their successors shall serve until fifty percent (50%) of all possible units in the plat or plats of PARKWOODS VI, as is now recorded and as may be subsequently recorded in the Public Records of Lee County, Florida, have been sold, with title thereto being recorded in the Public Records of Lee County, Florida. The sole choice of successor Directors until aforesaid number of sales have been made, shall be by the remaining aforesaid initial members of the Board. When fifty percent (50%) of all such units have been sold, as defined above, one or more of the members of the Association shall have the right to petition the Association to hold a meeting of the members for the purpose of electing one (1) member to the Board to replace one of the above initial members or their successors, as the case may be. After the members of the Association hold such a meeting, and elections, the then serving members of the Board shall decide among themselves as to which member shall resign, and shall notify the members of the Association of their decision, and forthwith hold a special meeting of the Board to recognize the new Director.

Until such levels of sales are achieved, as stated above, control of the Association shall be vested in a majority of the initial named Directors, or their successors. The developer of the project, PARKWOODS REALTY AND DEVELOPMENT COMPANY, shall have veto power on any act of the Board of Directors that affects the marketability of any units in PARKWOODS VI that have not been sold and conveyed to the original purchasers thereof.

The number of members of the Board shall initially be three (3), but may be increased after eighty percent (80%) of the units have been sold, as stated above, to five (5) by a vote of a majority of the members of the Association.

#### **ARTICLE VIII DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of its members. Upon Dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purpose similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purpose.

#### **ARTICLE IX DURATION**

The corporation shall exist perpetually.

#### **ARTICLE X AMENDMENTS**

Amendments of these Articles shall require the assent of two-thirds (2/3) of the voting interests present, in person or by proxy, and voting at a duly noticed meeting of the Association at which a quorum is present.

#### **ARTICLE XI OFFICERS**

The affairs of the Association will be administered by the officers designated in the By-Laws of the Association. Said officers will be elected by the members of the Association the annual meeting of the members of the Association.

#### **ARTICLE XII**

Every Director and every officer of the Association will be indemnified by the Association against all expenses and liabilities including legal fees, reasonably incurred by or imposed upon him in connection with any proceedings or any settlement of any proceedings 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 of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Provided, that in the event of a settlement, this right of indemnification will only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing



right of indemnification will be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

**ARTICLE XIII  
BY-LAWS**

The By-Laws may be amended as provided therein.