

CAPITAL CONNECTION, INC.

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Wyndemere Homeowners
Association, Inc

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Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Art. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

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TALLAHASSEE, FLORIDA

certified copy

5/14/99

Signature

Requested by:

Name

Date

Time

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

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WYNDEMERE HOMEOWNERS ASSOCIATION, INC.

Pursuant to Section 617.0201(4), Florida Statutes, the Articles of Incorporation of Wyndemere Homeowners Association, Inc., a Florida corporation not for profit, originally incorporated under the same name on March 24, 1981, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.0201(4), Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Second Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.0201(4) and the omission of matters of historical interest. The Second Amended and Restated Articles of Incorporation of Wyndemere Homeowners Association, Inc. shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Master Association", is Wyndemere Homeowners Association, Inc. and its address is 98 Wyndemere Way, Naples, Florida 34105.

ARTICLE II

PURPOSE AND POWERS: The Master Association will not permit pecuniary gain or profit nor distribution of its income to its members, officers or Governors. It is a nonprofit corporation formed for the purpose of establishing a corporate entity which will, subject to the Second Amendment and Restatement of the Declaration of Covenants, Conditions and Restrictions of Wyndemere (hereinafter the "Declaration") originally recorded at Official Records Book 916, Page 1080 et. seq., of the Public Records of Collier County, have the powers described herein. The Master Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles and with the said Declaration, the Bylaws of the Master Association and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of Wyndemere, subject to the said recorded Declaration, as it may from time to time be amended, including but not limited to the power:

A. To levy and collect assessments and other charges against Members of the Master Association to defray the costs, expenses and losses of the Master Association and to use the proceeds of assessments and/or charges in the exercise of its powers and duties.

B. To own, lease, maintain, repair, replace or operate the Master Association Property.

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C. To purchase insurance upon the Master Association Property for the protection of the Master Association and its members.

D. To reconstruct improvements after casualty and to make further improvements of the Master Association Property.

E. To make, amend and enforce reasonable Rules and Regulations governing the use of the Master Association Property and the operation of the Master Association.

F. To sue and be sued, and to enforce the provisions of the Declaration, these Articles, and the Bylaws of the Master Association.

G. To contract for the management and maintenance of the Master Association Property and to delegate any powers and duties of the Master Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Governors or the membership of the Master Association.

H. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of Wyndemere.

I. To own and convey real property, and to enter into agreements, or acquire leaseholds, memberships and other possessory or use interests in lands or facilities. It has this power whether or not the lands or facilities are contiguous to the lands of Wyndemere, if they are intended to provide enjoyment, recreation, or other use or benefit to the members. All funds and the title to all property acquired by the Master 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.

J. To borrow or raise money for any purposes of the Master Association, without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Master Association.

K. To provide management services to Neighborhood Associations within Wyndemere.

L. Dedicate, sell or transfer all or any part of the Master Association to any public agency authority or utility for such purposes and subject to such conditions as may be agreed by the members.

M. To participate in mergers and consolidations with other non-profit corporations as further provided in the Declaration.

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N. To assist cooperatively with Wyndemere County Club, Inc. in the promotion of Wyndemere.

ARTICLE III
MEMBERSHIP:

A. The members of the Master Association shall be the record owners of a fee simple interest in one or more Units or Lots within Wyndemere and which are subject to assessments by the Master Association, as further provided in the Bylaws.

B. Change of membership shall be established as provided in the Declaration.

ARTICLE IV

VOTING RIGHTS: When a vote of the members of the Master Association is required by the Declaration, these Articles of Incorporation, the Bylaws of the Association or by law, the members shall be entitled to one (1) vote in the affairs of the Master Association for each Unit or Lot within Wyndemere owned by them. The total number of possible votes (the "voting interests" of the Association) shall equal the total number of Units and Lots located within Wyndemere. Such votes shall be cast by the members of the Board of Governors of the Master Association who are designated by each Board of Governors of the respective Neighborhood Associations. Each Governor of the Master Association shall have as many votes in membership matters as the number of Lots or Units in the Neighborhood which the Governor represents. All such votes shall be cast in a block. The term "a majority of the voting interests", in the case of membership votes, shall mean the number of votes equal to one-half (½) of the total number of Lots and Units within Wyndemere, plus one (1) vote.

Any other Owner of real property within Wyndemere which has not yet been developed into a Neighborhood or which is developed but not subject to control by a Neighborhood Association shall have as many votes in membership matters as the number of Lots and Units that may be built or which are built on the property owned pursuant to the Development Plan for Wyndemere. All votes entitled to be cast by such Owner shall be cast in a block. As such time as the property owned becomes subject to control by a Neighborhood Association, the provisions set forth above with regard to representative voting by the Master Association Governor appointed from the Neighborhood Association shall become effective.

ARTICLE V

TERM: The term of the Master Association shall be perpetual. In the event of dissolution, the Master Association Property shall be deeded to a Florida corporation not for profit which will accept responsibility.

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ARTICLE VI

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

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

A. Proposal. Amendments to these Articles shall be proposed by the President or by a majority of the Board.

B. Vote Required. Except as otherwise required by Florida law, these Articles of Incorporation may be amended at any meeting called for the purpose, by concurrence of a majority of the voting interests provided that notice of any proposed amendment has been given to all Members of the Association as provided in the Bylaws, and that the notice contains a copy of the proposed amendment.

C. Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

ARTICLE VIII GOVERNORS AND OFFICERS:

A. Appointment of Governors. Each Neighborhood Association shall designate one (1) natural person to serve as a Governor of the Master Association. Each such designee shall be a member of the Neighborhood Association which appointed him, and may be the President or other officer or Governor thereof. The term of appointments for Governors shall be as provided in the Bylaws.

B. Governors may be removed and vacancies on the Board of Governors shall be filled in the manner provided in the Bylaws.

C. The business of the Master Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Governors annually at the organizational meeting of the Governors and shall serve at the pleasure of the Board.

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Master Association shall indemnify and hold harmless every Governor, committee member and every officer of the Master 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 Governor, officer or committee member

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of the Master 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 Master Association in a proceeding by or in the right of the Master Association to procure a judgment in its favor.

B. A violation of criminal law, unless the Governor, officer or committee member 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 Governor, officer or committee member derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Governors approves such settlement as being in the best interest of the Master Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Governor, officer, or committee member may be entitled.

ARTICLE IX

DEFINITIONS: The definitions for various terms used in these Articles of Incorporation shall be as set forth in Article I of the Declaration, unless the context requires otherwise.

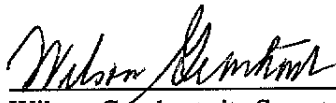
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CERTIFICATE

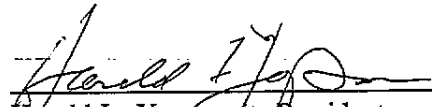
The undersigned, being the duly elected and acting President of Wyndemere Homeowners Association, Inc., hereby certifies that the foregoing were approved by the affirmative vote of at least a majority of the voting interests at a meeting held on the 12th day of April, 1999, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, said vote being sufficient for adoption. The foregoing both amend and restate the amended Articles of Incorporation in their entirety.

Executed this 7th day of MAY, 1999.

Attest:


Wilson Gearhart, its Secretary

WYNDEMERE HOMEOWNERS
ASSOCIATION, INC.


Harold L. Yepsen, its President

(SEAL - FLORIDA CORPORATION
NOT FOR PROFIT)

STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed to before me this 7th day of MAY, 1999, by Harold L. Yepsen and Wilson Gearhart, President and Secretary respectively, of Wyndemere Homeowners Association, Inc., a Florida corporation not for profit, on behalf of the corporation.

Notary Public-State of Florida:

Sign Suzanne E. Gephart
Print SUZANNE E. GEPHART
Personally Known ☒; or Produced
Identification _____ Type of Identification
Produced: _____
Affix Seal Below:



ARTICLES OF INCORPORATION