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FILED
JUN -1 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 28, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**RE: Articles of Incorporation; Quail Creek Property
Owners Association, Inc.**

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-06/01/98--01097--012
*****87.50 *****87.50

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the above-referenced document for filing.
Also enclosed is a check in the amount of \$87.50. Please return a certified copy to our office at
your earliest convenience.

Thank you.

Sincerely,
SWALM & MURRELL, P.A.

Cheryl M. Mourning

Cheryl M. Mourning
Assistant to Robert C. Samouce

Enclosures

Amended & Restated Art.

VS JUN 10 1998

CERTIFICATE

The undersigned, being the duly elected and acting President and Secretary of Quail Creek Property Owners Association, Inc., hereby certify that the foregoing were approved by seventy-five percent (75%) of the voting interest who were present and voting at a meeting of the members held on the 6th day of April, 1998 and reconvened on the 4th day of May, 1998, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said vote is sufficient for their amendment. The foregoing both amend and restate the amended Articles of Incorporation in their entirety.

Executed this 15 day of May, 1998

Quail Creek Property Owners Association, Inc.

William J. Flynn
President

Attest:

(SEAL)

Robert E. McCall
Secretary

STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed to before me this 15th day of May, 1998, by William J. Flynn and Robert McCall, President and Secretary, respectively, of Quail Creek Property Owners Association, Inc., a Florida corporation not for profit, on behalf of the corporation. Both are -is personally known to me or did produce _____ as identification.

L. N. Laine
Notary Public (SEAL)
Print name: L. N. LAINE



L. N. LAINE
My Comm Exp. 10/24/99
Bonded By Service Ins
No. CC504506
☒ Personally Known ☐ Other I. D.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

QUAIL CREEK PROPERTY OWNERS ASSOCIATION, INC.

Pursuant to Section 617.1007, Florida Statutes, these Articles of Incorporation of Quail Creek Property Owners Association, Inc., a Florida corporation not for profit which was originally incorporated under the same name on June 29, 1981, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1002, 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, Florida Statutes, and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Quail Creek Property Owners Association, Inc., shall henceforth be as follows.

ARTICLE I

NAME. The name of the corporation is Quail Creek Property Owners Association, Inc., sometimes hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE. The principal office of the corporation shall be 4886 Pond Apple Drive South, Naples, Florida 34119

ARTICLE III

PURPOSE AND POWERS. This Association will not permit pecuniary gain or profit, nor distribution of its income to its members, officers or Directors. It is a nonprofit corporation formed for the purpose of establishing a corporate residential community homeowners' association which, subject to that certain Amended and Restated Declaration of Protective Covenants for Quail Creek to which these Articles of Incorporation are attached as Exhibit "B" has the powers described herein.

The terms used in these Articles and in the Bylaws of the Association shall have the same meanings as defined in Article I of the foregoing Declarations of Protective Covenants, unless the context clearly requires a different meaning.

The Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles and with said Declarations as amended from time to time, and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential community, subject to said Declarations, including but not limited to the power:

- (A) To acquire (by gift, purchase or otherwise) all or any portion of any roads, gatehouse areas or other common areas within Section 17, Township 48 South, Range 26 East, Collier County, Florida, which have been developed as a residential community known as "Quail Creek";
- (B) To maintain, repair, replace and approve, operate and manage such common and private areas and structures as may be placed under the jurisdiction of this corporation, including without limitation any water management system approved by an governmental agency; drainage easements; and street lights;
- (C) To provide for architectural control regulation of all single family residences and appurtenances (exclusive of dedicated public streets), within Quail Creek which, by the Declarations or otherwise, are made subject to such regulation;
- (D) To promote the health, safety and welfare of the residents of the residential community known as Quail Creek;
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Association;
- (F) To sue and be sued, and to enforce the provisions of the Declarations, these Articles, and Bylaws or rules and regulations consistent with such Declarations now existing or hereafter adopted by whatever legal means are available under Florida law;
- (G) To fix, levy, collect and enforce payment by any lawful means all charges, assessments, or liens pursuant to the terms of the Declarations; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this corporation, including all licenses, taxes or governmental charges levied or imposed against the property or the corporation;
- (H) To enforce any and all covenants, conditions, restrictions and agreements available to the residential community known as Quail Creek, but only insofar as such powers of enforcement are conferred upon the Association by the Declaration;
- (I) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain and convey, sell lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of this corporation;
- (J) To hold all property deeded to this corporation in trust for the use and benefit of residents of Quail Creek;
- (K) To borrow money, and with the prior approval of two-thirds (2/3rds) of the voting interests, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (L) To participate in mergers and consolidations with other non-profit corporations organized for similar purposes, or to annex additional residential property or common area;
- (M) To enter into agreements with Quail Creek Country Club with respect to the maintenance and operation of water and sewer systems, storm drainage systems, easements, roads, gate house areas, and other related facilities;

- (N) To enter into contracts with any individual or entity as may be selected by the Board of Directors to perform or accomplish any or all of the purposes of the Association, under such terms and conditions and for such compensation as the Board of Directors may consider in the best interest of the Association and its members; and
- (O) To exercise any and all powers, rights and privileges which a corporation organized under Chapter 617 of Florida Statutes may now or hereafter have or exercise; subject always to the Declaration as amended from time to time.

All funds and the title to all 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 IV

MEMBERSHIP AND VOTING RIGHTS. Every person or entity who is a record owner of a fee simple or of a fractional undivided fee simple interest in any residential unit which is subject, by covenants of record, to the jurisdiction and powers of this corporation, and particularly to the assessment and assessment lien powers of this corporation, shall be a member of this corporation and only such person or entities shall qualify for membership. As used in these Articles of Incorporation, the term "residential unit" means and refers only to residential lots which are or may become subject to the jurisdiction and powers of this corporation. Membership shall be appurtenant to and may not be separated from ownership of any residential unit. All membership rights and duties shall be subject to and controlled by the Declarations, which are in the form of covenants running with the land. The member's rights to use of common areas may be suspended by action of the Board of Directors if such member shall have failed to pay when due any assessment or charge lawfully imposed upon him or any property owned by him, or if the member, his family, his tenants, or guests of any thereof, shall have violated any rule or regulation promulgated by the Board of Directors regarding the use of any property or conduct with respect thereto.

ARTICLE V

TERM; DISSOLUTION. The term of the Association shall be perpetual. The Association may be dissolved with the assent of 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 or to any non-profit corporation, association, trust or other organization which is devoted to purposes similar to those of this Association.

ARTICLE VI

BYLAWS. The Bylaws of the 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 may be proposed by a majority of the Board or by petition of one-fourth (1/4) of the voting interests. Any amendment which is so proposed shall be submitted to a vote of the members not later than the next annual meeting.
- (B) Vote Required. Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of seventy-five percent (75%) of the voting interests present and voting, in person or by proxy, at any annual meeting or special meeting called for the purpose, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains the text 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 with the same formalities as are required in the Bylaws for recording amendments to the Bylaws.

ARTICLE VIII

DIRECTORS AND OFFICERS.

- (A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than five (5) Directors, and in the absence of such determination shall consist of five (5) Directors.
- (B) 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.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLE IX

INDEMNIFICATION.

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

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor.
- (B) A violation of criminal law, unless the Director or officer 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 Director or officer derived an improper personal benefit.

(D) Wrongful conduct by Directors 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.