

766109



ACCOUNT NO. : 072100000032
REFERENCE : 185048 7126516
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 43.75

ORDER DATE : March 26, 1999
ORDER TIME : 3:12 PM
ORDER NO. : 185048-005
CUSTOMER NO: 7126516

600002821156--7

CUSTOMER: Christopher N. Davies, Esq
Christopher N. Davies, P.a.
Suite 2
12601 World Plaza Lane
Fort Myers, FL 33907

RECEIVED
99 MAR 26 PM 3:53
DIVISION OF CORPORATION

DOMESTIC AMENDMENT FILING

NAME: SPRING WOODS MOBILE HOME
SUBDIVISION HOMEOWNERS'
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: *See 3/30*

FILED
99 MAR 26 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 29, 1999

CSC
JEANINE REYNOLDS
TALLAHASSEE, FL

SUBJECT: SPRING WOODS MOBILE HOME SUBDIVISION HOMEOWNER'S
ASSOCIATION, INC.
Ref. Number: 766109

RECEIVED
99 MAR 29 PM 2:48
DIVISION OF CORPORATIONS
RESUBMIT
Please give original
submission date as file date.

We have received your document for SPRING WOODS MOBILE HOME SUBDIVISION HOMEOWNER'S ASSOCIATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please include the exhibit(s) referred to in your document.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 899A00015629

This instrument prepared by:
Christopher N. Davies, Esq.
CHRISTOPHER N. DAVIES, P.A.
World Plaza II
12601 World Plaza Lane, Suite 2
Fort Myers, FL 33907

FILED
99 MAR 26 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SPRING WOODS MOBILE HOME SUBDIVISION
HOMEOWNERS' ASSOCIATION, INC.**

THE UNDERSIGNED, being the duly elected and acting President of Spring Woods Mobile Home Subdivision Homeowners' Association, Inc., a Florida corporation not for profit, does hereby make, subscribe, acknowledge and file with the Department of State these Amended and Restated Articles of Incorporation and certify that at a duly called meeting of the Board of Directors the Amended and Restated Articles of Incorporation were unanimously approved and at the Annual Meeting of the members of Spring Woods Mobile Home Subdivision Homeowners' Association, Inc., held on January 20, 1999, where a quorum was present, the Amended and Restated Articles of Incorporation were recommended for approval by the members; subsequently, the amendments were adopted by the members and the number of votes obtained for the amendments were sufficient for approval under Florida law.

The Articles of Incorporation of Spring Woods Mobile Home Subdivision Homeowners' Association, Inc., are, and shall hereby be, revised as attached hereto as Exhibit "A" and by reference made a part hereof. Upon filing with the Florida Department of State, Division of Corporations, the corporation shall be known as Spring Woods Manufactured Home Subdivision Owners' Association, Inc.

IN WITNESS WHEREOF, Spring Woods Mobile Home Subdivision Homeowners' Association, Inc., has caused these Amended and Restated Articles of Incorporation to be executed in accordance with the authority hereinabove expressed this 24th day of March, 1999.

**SPRING WOODS MOBILE HOME SUBDIVISION
HOMEOWNERS ASSOCIATION, INC.**

[Handwritten Signature]

Witness

BY: *Michael G. Vaughan*

Michael G. Vaughan, President

Elizabeth A. Habeebe

Print Name

(Corporate Seal)

A.W. Green

Witness

ATTEST:

A.W. GREEN

Print Name

Margaret Damer

Margaret Damer, Secretary

STATE OF FLORIDA)
) §:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 24th day of March, 1999, by Michael G. Vaughan and Margaret Domer, President and Secretary, respectively, of Spring Woods Mobile Home Subdivision Homeowners Association, Inc., a Florida not-for-profit corporation, on behalf of the Corporation, who are personally known to me or, produced Michael Vaughan FLDL# V250-547-42-046-0
(type of identification and who did (not) take an oath. Peggy Domer FLDL# 0560-563-56-967-1



Carol J. Spoor
Notary Public

Carol J. Spoor
(Print Name)

My Commission Expires: 5/27/02

This Instrument was prepared by:
Christopher N. Davies, P.A.
World Plaza II
12601 World Plaza Lane, Suite 2
Fort Myers, FL 33907

EXHIBIT A

[NOTE: SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION. FOR PRESENT TEXT SEE THE ORIGINAL ARTICLES OF INCORPORATION]

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SPRING WOODS MANUFACTURED HOME
SUBDIVISION OWNERS' ASSOCIATION, INC.
FORMERLY KNOWN AS SPRING WOODS MOBILE HOME
SUBDIVISION HOMEOWNERS ASSOCIATION, INC.**

These are the Amended and Restated Articles of Incorporation of Spring Woods Manufactured Home Subdivision Owners' Association, Inc., formerly known as Spring Woods Mobile Home Subdivision Homeowners Association, Inc., originally filed with the Florida Department of State on December 13, 1982. Amendments included have been adopted pursuant to Section 617.1007, Florida Statutes. There is no discrepancy between the Articles of Incorporation as heretofore amended and these restated Articles other than the inclusion of these amendments and omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Spring Woods Manufactured Home Subdivision Owners' Association, Inc., formerly known as Spring Woods Mobile Home Subdivision Homeowners Association, Inc., shall henceforth be as follows:

**ARTICLE 1
NAME**

The name of this corporation shall be Spring Woods Manufactured Home Subdivision Owners' Association, Inc., hereinafter referred to as "Corporation" or "Association". The principal office and mailing address of the corporation shall be at 2375 Zoysia Lane, N.E., North Fort Myers, Florida 33917-2488, or at such other address as the Corporation may subsequently determine by majority vote of the owners.

**ARTICLE 2
PURPOSES**

The purpose of this corporation as organized is to act as the governing Corporation of the Spring Woods Manufactured Home Subdivision, according to the legal description attached hereto as Exhibit "A" and made a part hereof, and the Declaration of Covenants, Conditions, Charges, Restrictions and Reservations for Spring Woods Manufactured Home Subdivision, as originally recorded in the Public Records of Lee County, Florida in Official Records Book 1649, Page 2159, et seq., which Declaration has been subsequently amended and restated. It shall have all the powers available to not for profit

corporations under the laws of the State of Florida, the Declaration, these Articles, the Bylaws and the Rules and Regulations. The order of priority of the documents shall be as just stated.

ARTICLE 3 QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION

The qualification of members and the manner of their admission shall be as follows: Any person or persons who hold title in fee simple to a platted lot in the subdivision, including one's spouse and dependents residing permanently at the same residence, shall by virtue of such ownership be members of this Corporation. No other persons shall be members.

ARTICLE 4 TERM

The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statute 617, as amended.

ARTICLE 5 OFFICERS AND DIRECTORS

The affairs of this Corporation shall be managed by a governing Board of five (5) Directors. With the exception of the Declarant's appointee, the Directors shall be elected by the members at large at the Annual Meeting of the Corporation. The Declarant shall not be eligible to vote in the election of Directors. At such time as development within Spring Woods is nearing completion, the Directorship held by the Declarant's appointee, or its successor in interest, shall be vacated and replaced by any member elected in the same fashion as all other Directors as provided for in the Declaration and Bylaws. The officers shall be: a President, a Vice President, a Secretary and a Treasurer, and such other assistant officers as the Directors shall decide. They shall be elected by the Board of Directors. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such time as shall be provided by the Bylaws of the Corporation.

ARTICLE 6 BYLAWS AND DECLARATION

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

ARTICLE 7 AMENDMENTS OF ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed and adopted as follows:

An Amendment may be proposed by either the Board of Directors or by ten percent (10%) of the voting interests and may be considered at any meeting of the owners, regular or special, of which due notice has been given according to the Bylaws, which includes a notice of the substance of the proposed

Amendment. The Amendment must be approved by a vote of not less than fifty-one (51%) percent of the owners of the Corporation.

ARTICLE 8 INDEMNIFICATION

To the fullest extent permitted by Florida law, the Corporation shall indemnify and hold harmless every Director and every officer of the Corporation against all expenses and liabilities, including attorneys' 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 Corporation. 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 Corporation, in a proceeding by or in the right of the Corporation 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 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.

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 Corporation. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Directors or officer may be entitled.