

766508

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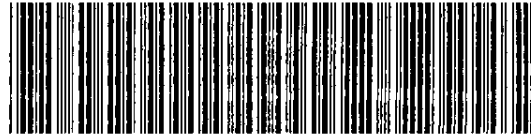
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March 26, 2011

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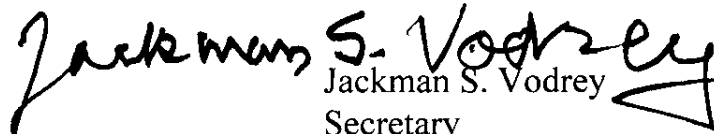
Subject: **WTC CourtSide Association, Inc.**, formerly known as WTC Phase 1 Association, Inc., Florida Charter # 766508.

Enclosed are the following:

1. Executed original 8-page "Second Amended and Restated Articles of Incorporation" for **WTC CourtSide Association, Inc.**, formerly known as WTC Phase 1 Association, Inc., Florida Charter # 766508.
2. Two (2) extra copies of Item 1.
3. My 5th3rd check # 195 payable to Florida Department of State in the amount of Eighty-seven dollars and fifty cents (\$ 87.50) as payment for the Filing Fee, Certified Copy, and Certificate.

Once filed, please return the Certificate and Certified Copy to the address shown above. Also, please note the capital "S" in the name "CourtSide.", when you prepare the Certificate.

Many thanks- - -


Jackman S. Vodrey
Secretary
WTC CourtSide Association, Inc.

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
WTC CourtSide Association, Inc., a Corporation Not-For-Profit
(formerly WTC Phase I Association, Inc., Florida Charter # 766508)

In order to form a corporation under the laws of Florida for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers herein specified; and to that end we do, by these Second Amended and Restated Articles of Incorporation, set forth:

ARTICLE I

The name of the corporation shall be:

WTC CourtSide Association, Inc., (the "Association").

ARTICLE II

The purposes and objects of the Association shall be to administer the operation and management of **WTC CourtSide Association, Inc.**, a condominium (the "Condominium") to be established as a condominium in accordance with the Florida Condominium Act (the "Act") upon land situated in Collier County, Florida described on Exhibit A attached hereto (the "Land"), and to perform the acts and duties incident to operation and management of the Condominium in accordance with the provisions of these Second Amended and Restated Articles of Incorporation, the By-Laws of the Association which will be adopted (the "By-Laws"), and the Declaration of Condominium of the Condominium (the "Declaration"), which was recorded at OR Book 1037, Pages 1237-1285 (subsequently amended at OR Book 2450, pages 2768 - 2842) in the Public Records of Collier County, Florida, when the Land and the improvements constructed thereon were submitted to the condominium form of ownership; and to own, operate, encumber, lease, manage, sell, convey, exchange, and otherwise deal with the Land, the improvements and such other property, real and/or personal, as may be or become part of the Condominium (the "Condominium Property") to the extent necessary or convenient in the administration of the

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Condominium. The Association shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this Corporation is chartered.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations governing use of the Units, Common Elements, and Limited Common Elements in and of the Condominium, as such terms will be defined in the Declaration.

2. Levy and collect assessments against members of the Association to defray the Common Expenses of the Condominium, as will be provided in the Declaration and the By-Laws; including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Property, including Units, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in the Declaration.

3. Maintain, repair, replace, insure, operate and manage the Condominium Property, including the right to reconstruct improvements after casualty and to further improve and add to the Condominium Property.

4. Contract for the management of the Condominium and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration, the By-Laws, and the Act.

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5. Enforce the provisions of the Second Amended and Restated Articles of Incorporation, the Declaration, the By-laws, and all rules and regulations governing use of the Condominium which may hereafter be established.

6. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration and the Act.

7. Delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration, the By-Laws, and the Act to any other person, entity or association.

8. Employ personnel to perform the services required for proper operation of the Condominium.

9. Levy fines against the Unit Owners for violation of the rules and regulations adopted for the Condominium and for violations of the Declaration.

ARTICLE IV

The qualification of members, manner of their admission to and termination of membership, and voting by members shall be as follows:

A. The Owners of all Units in the Condominium shall be members of the Association, and no other persons or entities shall be entitled to membership.

B. Membership shall be established by the acquisition of fee title to a Unit in the Condominium, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law. Membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his entire fee ownership in such Unit; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Units at any time while such person or entity shall retain fee title to or a fee ownership interest in any Unit.

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C. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Unit(s) owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the By-Laws.

ARTICLE V

The Association shall have perpetual existence.

ARTICLE VI

The principal office of the Association shall be located at 4802 Airport Road, Naples, FL 34105, but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

ARTICLE VII

The affairs of the Association shall be managed by the President of the Association assisted by the Vice Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors, or the President with approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation, maintenance, accounting, bookkeeping and management of the Condominium and the affairs of the Association. Any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member of the Association or a Director or officer of the Association, as the case may be.

ARTICLE VIII

The number of members on the Board of Directors shall be a minimum of three (3) (currently five (5) are serving). The number of members of succeeding Boards of Directors shall

be provided for from time to time by the By-Laws, and they shall be elected by the members of the Association at the annual meetings of the membership as provided by the By-Laws. At least a majority of the members of the Board of Directors shall be members (or spouses of members) of the Association or shall be authorized representatives of trust, partnership, Limited Liability Company, corporate or other statutory entity members of the Association.

ARTICLE IX

The Board of Directors shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary, be held by the same person.

ARTICLE X

The By-Laws of the Association may be altered or rescinded only by affirmative vote of a majority of the vote entitled to be cast by members of the Association.

ARTICLE XI

Every Director and every officer of the Association shall be indemnified by the Association against all expenses, judgments, fines, and other liabilities, including attorney's fees and appellate attorney's fees, reasonably incurred by or imposed in connection with any proceeding to which said person may be a party, or in which said person may become involved, by reason of being or having been a director or officer of the Association, whether or not the person is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of gross negligence or willful misconduct in the performance of his

duties. In the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall 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 shall be in addition to and not exclusive of all other rights to which such Directors or officers may be entitled. The Association shall have the power to purchase and maintain insurance (to the extent permitted by law) on behalf of any director, officer, employee, or agent of Association against any liability asserted or incurred as a result of the person's serving as such director, officer, employee or agent, regardless of whether the Association would have the power to indemnify the person pursuant to this Article XI.

ARTICLE XII

An amendment or amendments to these Second Amended and Restated Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the members of the Association owning a majority of the Units in the Condominium, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Second Amended and Restated Articles of Incorporation being proposed, such proposed amendment or amendments shall be transmitted to the President of the Association, or the acting chief executive officer in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than twenty (20) days or later than sixty (60) days from the receipt of the proposed amendment or amendments. It shall be the duty of the Secretary to give each member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than fourteen (14) days nor more than thirty (30)

... days before the date set for the meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his Post Office address as it appears on the records of the Association, with postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than a majority of the Units in the Condominium in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Second Amended and Restated Articles of Incorporation shall be transcribed and certified in such form as may be necessary for filing in the office of the Secretary of State of the State of Florida. A certified copy of each amendment of these Second Amended and Restated Articles of Incorporation shall be recorded in the Public Records of Collier County, within thirty (30) days from the date on which it is received by the Secretary, after having been filed in the office of the Secretary of State.

ARTICLE XIII

REGISTERED AGENT

The registered agent (currently World Tennis Club, Inc., 4802 Airport Road, Naples, FL 34205) to accept service of process on behalf of the Association and the corporate office of the Association shall be designated by the Board of Directors from time to time.

We hereby certify that the foregoing were adopted as the Second Amended and Restated Articles of Incorporation of **WTC CourtSide Association, Inc.**, a corporation not-for-profit under the laws of the State of Florida, at a meeting of the Board of Directors on the 25th day of February, 2011 and were ratified and approved by a vote of 30 (out of 40) Members of the

Association at the March 17, 2011 Annual Members' Meeting.

WTC CourtSide Association, Inc.

By: Carol C. Comeaux
CAROL C. COMEAUX, PRESIDENT

By: Jackman S. Vodrey
JACKMAN S. VODREY, SECRETARY

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgements, personally appeared CAROL C. COMEAUX, President of **WTC CourtSide Association, Inc.**, a Florida not-for-profit corporation; and JACKMAN S. VODREY, Secretary of **WTC CourtSide Association, Inc.**, a Florida not-for-profit corporation., who both acknowledged before me that they did sign the foregoing SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION and that the same is their free act and deed, and the free act and deed of said corporation.

WITNESS my hand and official seal in the State and County last aforesaid, this
24 day of March, 2011.

(Notarial Seal)



MARGUERITE J. ROBISON
MY COMMISSION # DD 890717
EXPIRES: May 20, 2013
Bonded Thru Budget Notary Services

Marguerite J. Robison
Notary Public, State of Florida

(Name of Notary Typed, Printed, or Stamped)

Personally Known _____ OR Produced Identification X

JSV - OHTL# 150823615550
CCC - FLTL# C580103439KD

Type of Identification Produced Driver Licenses

- Exhibit A to Second Amended and Restated Articles
of Incorporation of WTC CourtSide Association, Inc.

A description of the Article II land situated in Collier County, Florida, upon which this Condominium has been established, may be found in the following recorded document:

Collier County, Florida as filed August 19, 1983 at Document #827286, O.R. Book 1037, pages 1269 through 1273.