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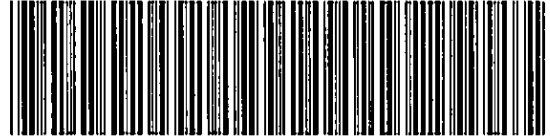
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*Amended & Restated
Articles*

03/21/22--01024--017 **43.75

STATE OF OHIO
DEPARTMENT OF REVENUE

2022 MAR 21 AM 10:57

FILED

A. RAMSEY

MAR 31 2022



GOEDE / DEBOEST / CROSS
ATTORNEYS AND PROFESSIONAL COUNSEL
INFO@GADCLAW.COM / WWW.GADCLAW.COM

Reply to:
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Paralegal
Goede, DeBoest & Cross, PLLC
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March 14, 2022

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: Amended and Restated Articles of Incorporation for: Stoneybrook Villas II Association, Inc.

Dear Sir/Madam:

Enclosed are an original and one copy of the Amended and Restated Articles of Incorporation of Stoneybrook Villas II Association, Inc., along with a check for \$43.75 to cover the filing fee, and fee to obtain a certified copy. Please return the certified copy to our office in the envelope provided.

If you have any questions or need additional information, please do not hesitate to contact me.

Very truly,
GOEDE, DEBOEST & CROSS, PLLC

Amanda Marinell
Paralegal

/acm

Enclosure as stated

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
STONEBROOK VILLAS II ASSOCIATION, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida not for profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

Amended and Rested Articles adopted:
See attached Exhibit "A" for full text.


SECOND: The date of adoption of the amended and restated Articles was January 17, 2022

THIRD: Adoption of amended and restated Articles (Check one):

The amended and restated Articles were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the Board of Directors.

STONEBROOK VILLAS II ASSOCIATION, INC.



Signature of Officer

Denis Oldani
Print Name of Officer

President
Title of Officer

2/23/22
Date

FILED

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SECRETARY
CALL QUASSY

AMENDED AND RESTATED
ARTICLES OF
INCORPORATION OF
STONEBROOK VILLAS II ASSOCIATION, INC.

Pursuant to Chapter 617, Florida Statutes, these Articles of Incorporation of Stoneybrook Villas II Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on, August 24, 2000 are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Chapter 617, 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 Chapter 617, Florida Statutes, and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Stoneybrook Villas II Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation is Stoneybrook Villas II Association, Inc., sometimes hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE: The initial principal office of the corporation is located at the location listed with the Florida Department of State Division of Corporations.

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 corporation not for profit organized on a non-stock basis for the purpose of providing a corporate residential homeowners' association. For the accomplishment of its purpose, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit, except as limited or modified by these Articles and a Declaration of Covenants, Conditions and Restrictions to be recorded in the Public Records of Lee County, Florida, and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood subject to the said recorded Declaration, as it may from time to time be amended, including but not limited to the power to:

- (A) Fix, levy, collect and enforce payment by any lawful means all charges or assessments levied pursuant to the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all license fees, taxes or governmental charges.
- (B) Enforce any and all covenants, conditions, restrictions and agreements applicable to the residential neighborhood known as the Stoneybrook Villas II.

(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 mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security.

(E) Dedicate, sell or transfer all or any part of the Neighborhood Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members.

(F) Purchase policies of insurance upon the Properties and use the proceeds from such policies to effectuate its purposes.

(G) Participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes, or to annex additional property and common areas, provided that merger, consolidation or annexation shall have the consent of at least two-thirds (2/3rds) of the voting interests of the Association.

(H) Assist, cooperatively with the Stoneybrook, a Golf Course Community of Fort Myers, Inc., in the administration and enforcement of the Declaration of Covenants, Conditions and Restrictions for Stoneybrook, a Golf Course Community, as lawfully amended and supplemented from time to time, and the Community Development District.

(I) Exercise any and all powers, rights and privileges which a corporate homeowners association organized under Chapter 617, and Chapter 720 Florida Statutes, may now or hereafter have or exercise; subject always to the Declaration as amended from time to time.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and voting rights shall be as set forth in the Bylaws of the Association.

ARTICLE V

TERM: The term of the Association shall be perpetual.

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:

EXHIBIT "C"
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
STONEBROOK VILLAS II ASSOCIATION, INC.

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition to the Board signed by at least one-fourth (1/4) of the voting interests, and shall be

(B) Procedure. A proposed amendment must be submitted to a vote of the members not later than the next annual meeting for which proper notice can still be given.

(C) Vote Required. Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved at any annual or special meeting called for the purpose by at least two-thirds (2/3) of the voting interests of the Association who are present and voting in person or by proxy at a members meeting, or if it is approved in writing by a majority of the voting interests without a meeting, as authorized in Section 3.11 of the Bylaws, provided that notice of any proposed amendment must be given to the members of the Association, and the notice must contain the full text of the proposed amendment.

(D) Effective Date. An amendment becomes effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida, with the same formalities as are required in the Declaration for recording amendments to the Declaration.

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 set in the Bylaws, but never less than three (3), and in the absence of a Bylaw provision shall consist of three (3) 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 after the annual meeting of the Members 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 and every officer of the Association against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of his or her being or having been a Director or officer of the Association. The Association shall advance all costs and fees during the pendency of the action. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his or her actions or omissions to act were

EXHIBIT "C"

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
STONEBROOK VILLAS II ASSOCIATION, INC.

material to the cause adjudicated and involved:

- (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 judgment in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his or her action was unlawful or had reasonable cause to believe it was lawful.
- (C) A transaction from which the Director or officer derived or sought to derive an improper personal benefit.
- (D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in-the right of someone other than the association or a member.
- (E) Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, there is no right to indemnification unless a majority of the disinterested Directors approve such 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.