

NOG0000006735

(Requestor's Name)

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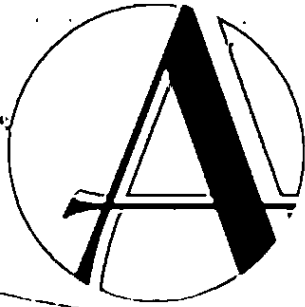
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
18 JUL -5 PM 1:14

Amended + Restated

JUL 06 2018

D CUSHING



ADAMCZYK LAW FIRM, PLLC
REAL ESTATE, CONDO/HOA & BUSINESS LAW

June 20, 2018

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

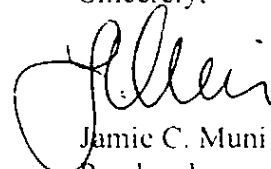
**Re: Amended and Restated Articles of Incorporation – Doc No. N00000006735
Carlton Lakes Homeowners III Association, Inc.**

Dear Sir or Madame:

Enclosed please find the Amended and Restated Articles of Incorporation for filing, as well as check number 2171, in the amount of \$43.75 which represents the filing fee and certified copy fee.

Also enclosed is a stamped, self-addressed envelope for return of the filed and certified documents. Please do not hesitate to contact me at (239) 631-6199 with any questions or concerns you may have.

Sincerely,


Jamie C. Muni
Paralegal

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 20 2018
TALLAHASSEE, FL
10:14 PM



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 27, 2018

ADAMCZYK LAW FIRM, PLLC
5644 TAVILLA CIR STE 105
NAPLES, FL 34110

SUBJECT: CARLTON LAKES HOMEOWNERS III ASSOCIATION, INC.
Ref. Number: N00000006735

We have received your document for CARLTON LAKES HOMEOWNERS III ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The principal address must be a street address not a box.

Please return your document, along with a copy of this letter, within 60 days your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 118A00013415

RECEIVED
18 JUL -5 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FL 32399

7/2/18 - Revised - See attached

Thank you!

Jamie Mori

CERTIFICATE

THE UNDERSIGNED, being the duly elected and acting President of Carlton Lakes Homeowners III Association, Inc., a Florida corporation not for profit ("Association"), does hereby certify that:

1. The Amended and Restated Articles of Incorporation attached hereto contain amendments to the Articles of Incorporation requiring approval from the Association's members.
2. The Association's members approved the Amended and Restated Articles of Incorporation at a Special Members' Meeting held on May 22, 2018, at which a quorum was present.
3. The number of votes cast by the Association's members at the Special Members' Meeting was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and the seal of the corporation.

WITNESSES (TWO):

CARLTON LAKES HOMEOWNERS III
ASSOCIATION INC.

Lucinda Grembecki
Signature

LUCINDA GREMBECKI
Printed Name

Ernest M. Malley
Signature

ERNEST M. MALLEY
Printed Name

Susan M. McMullen
By: Susan M. McMullen
Title: President

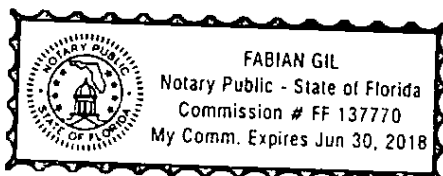
Date: 7th June 2018

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
18 JUN -5 PM 1:14

STATE OF FLORIDA
COUNTY OF Collier

BEFORE ME, the undersigned authority, appeared Susan M. McMullen President of CARLTON LAKES HOMEOWNERS III ASSOCIATION, INC., personally known to me and who acknowledged before me that being duly authorized and executed the foregoing Certificate of Amendment as the authorized agent for said corporation and that the same is the free act and deed of said corporation, and who did take an oath.

SWORN TO AND SUBSCRIBED before me this 7th day of June, 2018.



Fabian Gil
Notary Public

Fabian Gil
(Printed Name of Notary)
My Commission Expires: 06/30/2018

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

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

CARLTON LAKES HOMEOWNERS III ASSOCIATION, INC.

FILED
SECRETARY OF CORPORATIONS
19 JUL -5 PM 4: 14

Pursuant to Section 617.1007, Florida Statutes, these Articles of Incorporation of Carlton Lakes Homeowners III Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on October 10, 2000, 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 Carlton Lakes Homeowners III Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation is Carlton Lakes Homeowners III Association, Inc., sometimes hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE: The principal office of the corporation shall be at c/o Gleb McFatter, PA, 3150 Safe Harbor Drive, Naples, Florida 34117, or as designated by the Board of Directors.

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 the Declaration of Covenants, Conditions and Restrictions for Single Family Homes III at Carlton Lakes, originally recorded in the Public Records of Collier County, Florida, at O.R. Book 2971 at Page 3210 et seq., and as amended, has the powers described herein. The Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles, the Bylaws of the corporation, and with said Declaration and shall have all of the powers and authority reasonably necessary or appropriate for the operation and regulation of a residential community, subject to said recorded Declaration, as it may from time to time be amended, including but not limited to the power:

- (A) to fix, levy, collect and enforce payment by any lawful means all charges, Assessments, or liens pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all license fees, taxes or governmental charges levied or imposed against the property or the corporation;

EXHIBIT B

AMENDED AND RESTATED ARTICLES OF INCORPORATION

PAGE 1

(B) to make, amend and enforce reasonable rules and regulations governing the use of the Common Areas owned by the Master Association, Parcels, Units and the operation of the Association;

(C) to sue and be sued, and to enforce the provisions of the Declaration, the Articles, the Bylaws and the reasonable rules of the Association;

(D) to contract for the management and maintenance of the Common Areas, if any, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association;

(E) to employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the properties;

(F) to dedicate, sell or transfer all or any part of the Common Areas, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication, sale or transfer shall be effective unless first approved by two-thirds (2/3rds) of the voting interests, present and voting, in person or by proxy at a duly called meeting of the membership.

(G) to borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts;

(H) to acquire, (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the corporation; and

(I) to exercise any and all powers, rights and privileges which a corporation organized under Chapters 617 and 720 of the 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: Membership and Voting Rights shall be as set forth in the Bylaws of the Association, as they may be amended.

ARTICLE V

TERM; DISSOLUTION: The term of the Association shall be perpetual. The Association may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3rds) of total voting interests of the Association. 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 to be used for purposes similar to those for which this Association was formed. In the event there is a refusal to accept such dedication, then such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization which is devoted to purposes similar to those of this Association.

EXHIBIT B

AMENDED AND RESTATED ARTICLES OF INCORPORATION

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 shall be proposed by a majority of the Board or upon petition of one-fourth (1/4th) of the voting interests, and shall be submitted to a vote of the members not later than the next annual meeting.

(B) **Vote Required:** These Articles of Incorporation may be amended if the proposed amendment is approved by the affirmative vote of at least three-fourths (3/4ths) of the Owners present and voting, in person or by proxy, at a duly called meeting of the members of the Association.

(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 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 determined by the Bylaws. Directors must be members of the Association, or a spouse of a member.

(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 and directors 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 and every officer of the Association against all expenses and liabilities including attorney 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 foregoing right of indemnification shall not apply to:

EXHIBIT B

AMENDED AND RESTATED ARTICLES OF INCORPORATION

PAGE 3

- (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.
- (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 vote that the settlement is 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.