

N00029

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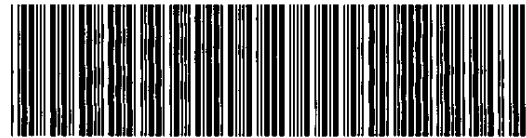
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*Amended And  
Restated Act*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10 AUG 20 AM 8:09

FILED

Roberts AUG 24 2010



Six Mile Corporate Park  
12140 Carissa Commerce Court, Suite 200  
Fort Myers, Florida 33966  
Phone: (239) 433-7707 Fax: (239) 433-5933

999 Vanderbilt Beach Road, Suite 501  
Naples, Florida 34108  
Phone: (239) 552-3200 Fax: (239) 514-2146

**ADMINISTRATIVE OFFICE**

3111 STIRLING ROAD  
FORT LAUDERDALE, FL 33312  
954-987-7550

WWW.BECKER-POLIAKOFF.COM  
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August 18, 2010

Reply To:  
Fort Myers  
JAdams@becker-poliakoff.com

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

**Re: Country Lakes Owners' Association, Inc.**


To Whom It May Concern:

Enclosed please find Articles of Amended and Restated Articles of Incorporation for the above-referenced Corporation along with check number 1158 in the amount of \$35.00 to cover the cost of filing.

Please return a copy of the filed document to my attention. An extra copy of the document is enclosed herewith for your use.

Thank you for your attention to this matter.

Very truly yours,

  
Joseph E. Adams  
For the Firm

JEA/sdc  
Enclosures (as stated)  
ACTIVE: 3067315\_1

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**ARTICLES OF AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Country Lakes Owners' Association, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 10<sup>th</sup> day of May 2010, which was adjourned to the 20<sup>th</sup> day of May 2010 and adjourned again to the 28<sup>th</sup> day of June 2010.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:  
(TWO)

COUNTRY LAKES OWNERS'  
ASSOCIATION, INC.

Christi R. Ortiz  
Signature  
Christi R. Ortiz  
Printed Name

BY: Michael Luecke  
Michael Luecke, President  
Date: 8/18/2010

Sarah Schilke  
Signature  
Sarah Schilke  
Printed Name

(CORPORATE SEAL)  
FILED  
10 AUG 20 AM 8:09  
TAMMASEE, FLORIDA

STATE OF Florida )  
COUNTY OF Lee ) SS:

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of August, 2010 by Michael Luecke as President of Country Lakes Owners' Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) \_\_\_\_\_ as identification.



Serena Collins  
Notary Public  
Serena Collins  
Printed Name

My commission expires: 11-21-2010

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
COUNTRY LAKES OWNERS' ASSOCIATION, INC.**

These are the Amended and Restated Articles of Incorporation for Country Lakes Owners' Association, Inc., originally filed with the Florida Department of State the 28th day of November, 1983, under Charter Number N00029. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapters 617 and 720, Florida Statutes.

**1. NAME.** The name of the corporation shall be Country Lakes Owners' Association, Inc. For convenience, the corporation shall be referred to interchangeably in this instrument as the "Association", the Declaration of Protective Covenants and Restrictions as "Declaration", these Articles of Incorporation as the "Articles", and the Bylaws of the Association as the "Bylaws".

**2. PURPOSE.** The purpose for which the Association is organized is to serve as a "Homeowners' Association" as described in Section 720.301, Florida Statutes (2009), including but not limited to the power to operate, administer, and manage the Common Areas in Country Lakes Subdivision as described in and in accordance with the Declaration and other Governing Documents, and to provide for the architectural control and the administration and enforcement of covenants and restrictions applicable to the Lots in Country Lakes Subdivision.

**3. DEFINITIONS.** The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration, recorded in Official Records Book 1759, at Pages 871, *et seq.*, of the Public Records of Lee County, Florida, and as subsequently amended, unless herein provided to the contrary, or unless the context otherwise requires.

**4. POWERS** The powers of the Association shall include and be governed by the following:

**4.1 General.** The Association shall have all of the common- law and statutory powers of an Association not for profit under the Laws of Florida that are not in conflict with the provisions of the Declaration, these Articles, the Bylaws or prohibited by law.

**4.2 Enumeration.** The Association shall have all the powers and duties set forth in Chapters 617 and 720, Florida Statutes, as exist on the date hereof , except as they may be limited by the Declaration, these Articles, and the Bylaws, including but not limited to the following:

**4.2.1** Review plans and specifications of proposed buildings and other improvements to be constructed within the Subdivision to ascertain whether they comply with

Exhibit "B" to Amended and Restated Declaration of Covenants and Restrictions  
(Amended and Restated Articles of Incorporation)

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the Declaration of Covenants and Restrictions for the Country Lake Subdivision which ("Declaration") and if they comply, approve them, or if they do not comply, disapprove them.

**4.2.2** Maintain the Lakes, Easements, and other Common Areas located within the Subdivision, and maintain, repair and replace those improvements which are not within the Common Area intended for the common use of Lot Owners (and not of a private nature), to the extent not maintained, repaired or replaced by others.

**4.2.3** To make and collect Assessments and other Charges against members as Owners of Lots within Country Lake Subdivision, and to use the proceeds thereof in the exercise of its powers and duties.

**4.2.4** To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Association.

**4.2.5** To maintain, repair, replace, reconstruct, add to, and operate the Common Area and other property acquired or leased by the Association for use by Owners.

**4.2.6** To purchase insurance upon the Common Area and insurance for the protection of the Association, its officers, Directors, and Members.

**4.2.7** To make and amend reasonable Rules and Regulations for the maintenance, conservation and use of the Lots and Common Areas within the Community and for the health, comfort, safety and welfare of the Owners.

**4.2.8** To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, and the Rules and Regulations.

**4.2.9** To contract for the management of the Association and any facilities used by the Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific approval of the Board of Directors or the membership of the Association.

**4.2.10** To employ personnel to perform the services required for proper operation of the Association.

**4.2.11** Make contracts and incur liabilities, borrow money at such rates of interest as the Association may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.

**4.3 Association Property.** All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

Exhibit "B" to Amended and Restated Declaration of Covenants and Restrictions  
(Amended and Restated Articles of Incorporation)

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**4.4 Distribution of Income.** The Association shall make no distribution of income to its members, directors or officers.

**4.5 Limitation.** The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

**5. MEMBERS AND VOTING.** The qualification of Members, the manner of their admission to membership and voting by Members shall be as follows:

**5.1 Members.** The membership of the Association shall be comprised of the Owner Members. Membership shall be established as follows:

The Owner of every Lot shall become a Member upon recordation in the Public Records of an instrument establishing the ownership by said Owner of such Lot. Each such Owner shall notify the Association of said recordation within thirty (30) days thereof and shall transmit to the Association true copies of such instrument.

**5.2 Voting Rights.** The voting rights of the Members shall be as follows:

Each Member shall possess one vote for any Lot owned by such Member. Fractional votes are not permitted. Cumulative voting is not permitted.

**6. TERM OF EXISTENCE.** The Association shall have perpetual existence.

**7. OFFICERS.** The affairs of the Association shall be administered by the Officers designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

**8. DIRECTORS.**

**8.1 Number and Qualification.** The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors.

**8.2 Duties and Powers.** All of the duties and powers of the Association existing under the Florida Statutes, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to Members when such approval is specifically required.

Exhibit "B" to Amended and Restated Declaration of Covenants and Restrictions  
(Amended and Restated Articles of Incorporation)

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**8.3 Election; Removal.** Directors of the Association shall be elected at the annual meeting of 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.

**9. BYLAWS.** The Bylaws of this Association may be altered, amended or replaced in the manner provided in the Bylaws.

**10. AMENDMENTS.** These Articles may be amended in the following manner:

**10.1 Method of Proposal.** A resolution for the adoption of a proposed amendment may be proposed either by the President of the Association, a majority of the Directors, or by not less than twenty-five percent (25%) of the voting interests of the Association.

**10.2 Notice.** The subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

**10.3 Adoption.** An amendment so proposed may be approved by a majority of the Voting Interests of the Association, present, in person or by proxy, and voting at a duly noticed meeting of the Association at which a quorum is present. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for Association Membership vote.

**10.4 Recording.** A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Lee County, Florida.

**11. REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT.** The registered office address and the name of the registered agent of the Association shall be as determined by the Board of Directors from time to time.

**12. DISSOLUTION OF ASSOCIATION.** No portion of the net earnings of the Association will inure (upon dissolution of the Association or otherwise) to the benefit of any private person, other than as a direct result of the Association engaging in one or more of the activities which are consistent with and within the scope of its purpose. Subject to the foregoing, upon the dissolution of the Association, all of its assets remaining after adequate provision is made for the payment of its creditors and the costs and expenses of dissolution will be distributed in the following manner:

**12.1 Surface Water Management System.** Property and interests in property, whether real, personal or mixed, which constitutes or is directly or indirectly related to the Surface Water Management System, if any, will be dedicated to the appropriate governmental agency or contributed to a similar non-profit association or organization as required by the South

Florida Water Management District, if any. This provision may not be amended without the consent and approval of South Florida Water Management District.

**12.2 Other Property.** Property and interests in property, whether real, personal or mixed, which do not constitute or which are neither directly or indirectly related to the surface water management system, if any, will be distributed subject to Article 13 of these Articles in the following manner:

**12.2.1 Developer's Designee.** To the person, firm or Association designated by the Developer; or,

**12.2.2 Owner's Designee.** If the Developer fails or refuses to make any such designation, then, to the person, firm or Association designated by the largest number of owners entitled to cast votes on matters coming before the membership who actually cast votes.

**13. DURATION OF INTENTION.** The incorporators and the Developer intended that the Association be eligible for treatment as a tax-exempt organization described in Section 528 of the Internal Revenue Code of 1954, as amended, or in the corresponding provisions of any subsequent legislation ("Homeowners Association").

**13.1 Restrictions on Association's Activities.** Notwithstanding any other provisions contained in these Articles, the Association may only engage in those activities, matters and things which Homeowners' Associations which are so exempted from taxation are permitted to engage in, and will refrain from engaging in those activities, matters and things which Homeowners' Associations so exempt from taxation are prohibited to engage in.

**13.2 Interpretation.** The Articles of Incorporation of the Association will be construed and interpreted in a manner consistent with the requirements for Homeowners' Associations to be tax-exempt. By way of illustration, Articles XII will be construed and interpreted as prohibiting and not otherwise permitting any part of the net earnings of the Association to inure to the benefit of any private person other than as a direct result of the Association engaging in one or more exempt functions, as required by Treasury Regulation Section 1.528-7.

**13.3 Amendments.** These Articles will be amended, from time to time, only in a manner consistent with the requirements for Homeowners' Associations which are tax-exempt.

ACTIVE: 2104477\_6