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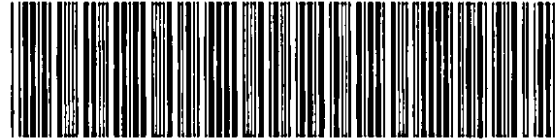
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SERAFINA AT TIBURON HOMEOWNERS' ASSOCIATION, INC.**

2019 APR-8 AM 10:54
FILED IN PUBLIC RECORDS

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION. SEE PRIOR ARTICLES OF
INCORPORATION FOR PREVIOUS TEXT.**

ARTICLE I

The name of the corporation is SERAFINA AT TIBURON HOMEOWNERS' ASSOCIATION, INC., sometimes hereinafter referred to as the "Association". THIS ASSOCIATION IS NOT A CONDOMINIUM ASSOCIATION, pursuant to Chapter 718, Florida Statutes.

ARTICLE II

The office of the Association shall be at such location within Collier County, as may from time to time be determined by the Board of Directors.

ARTICLE III

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 neighborhood homeowners association which, subject, to a Declaration of Covenants, Conditions, Restrictions, and Easements (the "Declaration") to be recorded in the Public Records of Collier County, Florida, 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 and with the Declaration 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 Declaration, as it may from time to time be amended.

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 of the Association.

ARTICLE IV

Membership and voting rights shall be as set forth in the Declaration, to which a copy of these Articles will be attached as an Exhibit, and as set forth in the Bylaws of the Association.

ARTICLE V

The term of the Association shall be perpetual. The Association may be dissolved in the manner provided by the Declaration.

ARTICLE VI

The Bylaws of the Association may be altered, amended or rescinded in the manner provided therein.

ARTICLE VII

Amendments to these Articles shall be proposed and adopted in the following manner:

A. Proposal, Vote Required. After turnover, an amendment may be proposed by either the Board of Directors or by twenty-five percent (25%) 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 of the Association, which includes a notice of the substance of the proposed amendment; prior to turnover, by a majority of the Directors alone.

The amendment must be approved by a vote of a majority of the Voting Interests of the Association.

B. Effective Date. An amendment shall become effective upon filing with the Secretary of State of Florida and recording a certified copy in the Public Records of Collier County, Florida.

C. Conflict. In the event of a conflict between the provisions of these Articles and the provisions of the Declaration, the provisions of the Declaration shall prevail.

ARTICLE VIII

A. The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws of the Association.

B. Directors of the Association shall be elected by the members in the manner determined by the Bylaws of the Association. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws of the Association.

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 and shall serve at the pleasure of the Board.

ARTICLE IX

The Association shall indemnify every Director and every officer of the Association against all expenses and liabilities including attorney's fees (at all trial and appellate levels), actually and reasonably incurred by or imposed on such person or persons in connection with any claim, legal proceeding (or settlement or appeal of such proceeding) to which such person may be a party as a result of being or having been a Director or officer of the Association. The foregoing provisions for indemnification shall apply whether

or not such person is a Director or officer at the time such expenses are incurred. The foregoing right of indemnification shall not apply to:

- (1) Gross negligence or willful misconduct in office by any Director or officer;
- (2) Any criminal action, unless the Director or officer acted in good faith and in a manner reasonably believed was in, or not opposed to, the best interest of the Association, and had no reasonable cause to believe such action was unlawful.

To the extent that a Director or officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsection (1) or subsection (2) above, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or officer may be entitled.

ARTICLE XI

The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
SERAFINA AT TIBURON HOMEOWNERS' ASSOCIATION, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following amendments to its Articles of Incorporation.

- A. The name of the corporation is Serafina at Tiburon Homeowners' Association, Inc.
- B. The attached amendments to the Articles of Incorporation were adopted by the membership.
- C. The attached amendments to the Articles of Incorporation were adopted by the required vote of the members on the 1st day of March, 2019.
- D. The number of votes cast were sufficient for approval.

Dated this 14 day of March, 2019.

WITNESSES:

By: [Signature]

**SERAFINA AT TIBURON HOMEOWNERS'
ASSOCIATION, INC.**

[Signature]
By: William E. Reiser, Jr.
Association President

By: [Signature]

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed before me this 14 day of March 2019, by William E. Reiser, Jr., Association President, who is personally known to me.

[Signature]
NOTARY PUBLIC

Eric Lasek
Printed Name of Notary Public

My Commission Expires: 10/16/2020



ERIC LASEK
MY COMMISSION # GG 038745
EXPIRES: October 16, 2020
Bonds Through Budget Notary Services