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OF COUNSEL:

R. SCOTT PRICE

April 23, 2002

Division of Corporations
Registration Section
P. O. Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

Re: Naples Big Cypress Property Owners Association, Inc.

Dear Sir or Madam:

Enclosed is a Certificate of Amendment to the Articles of Incorporation of Naples Big Cypress Property Owners Association, Inc., together with a check in the amount of \$35.00 in payment of the filing fee therefor.

Please contact the undersigned directly if you have any questions.

Very truly yours,



Lisa H. Barnett
For the Firm

LHB/lrj
Enclosures

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FILED
02 APR 25 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend
5/1
Kestner

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NAPLES BIG CYPRESS PROPERTY OWNERS ASSOCIATION, INC.**
(a Florida Not-For-Profit Corporation)

FILED
02 APR 25 AM 8:25
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the Florida Statutes, these Articles of Incorporation are created by Keith Basik, as the sole incorporator, for the purposes set forth below.

ARTICLE I

Name

The name of the corporation is Naples Big Cypress Property Owners Association, Inc., sometimes hereinafter referred to as the "Association".

ARTICLE II

Principal Office

The initial principal office of the corporation is located at 720 Goodlette Road, Suite 305, Naples, Florida 34102.

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 non-profit corporation formed for the purpose of establishing a corporate, Property Owners Association which will, subject to a Declaration of Covenants, Conditions and Restrictions to be recorded in the Public Records of Collier County, Florida, have the specific purposes and powers below:

(A) **Purposes:**

- (1) To promote the health, safety and welfare of the property owners of the commercial/industrial subdivision subject to the jurisdiction of the Association.
- (2) To fulfill all of the purposes listed above and to exercise all of the powers listed below with respect to all additional properties which may be brought under the jurisdiction of this Association through recorded amendment or amendments to the aforesaid Declaration.

(B) Powers: 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 said Declaration of Covenants, Conditions and Restrictions and shall have all of the powers and the authority reasonable or appropriate to the operation and regulation of a commercial/industrial subdivision subject to the said recorded Declaration, as it may from time to time be amended, including but not limited to the power to :

- (1) Fix, levy, collect and enforce payment by any lawful means of 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 of the corporation;
- (2) Enforce any and all covenants, conditions, restrictions and agreements applicable to the residential neighborhood known as the Naples Big Cypress Commercial/Industrial Subdivision in Collier County, Florida;
- (3) Pay taxes, if any, on the Common Areas;
- (4) 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 corporation;
- (5) 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 incurred;
- (6) Dedicate, sell or transfer all or any part of the 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. No such dedication or transfer shall be effective unless at least two-thirds (2/3) of the voting interests consent to such dedication, sale or transfer;
- (7) Purchase policies of insurance upon the Properties and use the proceeds from policies to effectuate its purposes;
- (8) 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 (2/3) of the voting interests of the Association; and

- (9) Exercise any and all powers, rights and privileges which a Florida non-profit corporation organized under Chapter 617 of Florida Statutes may now have or hereafter have 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 Declaration of Covenants, Conditions and Restrictions for Naples Big Cypress Property Owners Association, Inc. to which a copy of these Articles shall be attached as an Exhibit "B".

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:

(A) **Proposal**: Amendments to these Articles may be proposed by a majority of the Board or upon petition of one-fourth (1/4) of the voting interests, and shall be submitted to a vote of the Members not later than the next annual meeting.

(B) **Vote Required**: Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests present and voting in person or by proxy at any annual or special meeting or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the Members of the Association, and that the notice contains a fair statement of the proposed amendment.

(C) Effective Date: An amendment shall become effective upon filing with the Secretary of the State.

ARTICLE VIII

Directors and Officers

(A) The affairs of the association will be administered by a Board of Directors consisting of a minimum of three (3) Directors and a maximum of seven (7) Directors as the Board may determine in its sole discretion, so long as there is always an odd number of 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, or if not provided in the Bylaws, then as provided by Florida Statute.

(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 following the annual meeting of the Members of the association and shall serve at the pleasure of the Board.

ARTICLE IX

Initial Directors and Officers

The initial Directors of the Association shall be:

Larry Basik
720 Goodlette Road, Suite 305
Naples, Florida 34102

Keith Basik
720 Goodlette Road, Suite 305
Naples, Florida 34102

Jeff Basik
720 Goodlette Road, Suite 305
Naples, Florida 34102

The initial Officers of the Association shall be:

President: Larry Basik
720 Goodlette Road, Suite 305
Naples, Florida 34102

Vice President: Keith Basik
720 Goodlette Road, Suite 305
Naples, Florida 34102

Secretary: Jeff Basik
720 Goodlette Road, Suite 305
Naples, Florida 34102

Treasurer: Keith Basik
720 Goodlette Road, Suite 305
Naples, Florida 34102

ARTICLE X

Initial Registered Agent

The initial registered agent and the registered office of the Association shall be Keith Basik, 720 Goodlette Road, Suite 305, Naples, Florida 34102

ARTICLE XI

Indemnification

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Officer of the Association against all expenses and liabilities, including any attorneys fees actually and reasonably incurred by or imposed on him/her in connection with any legal proceeding (or settlement or appeal proceeding) to which he/she may be a party because of his/her being or having been a Director or Officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his/her actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interest 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/her action was unlawful or had reasonable cause to believe his/her action was lawful.

(C) A transaction from which the Director or Officer derived an improper personal benefit.

(D) 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, the right to indemnification shall not apply unless the Board of Directors approves 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.

IN WITNESS WHEREOF, Keith Basik does hereby execute these Articles of Incorporation this _____ day of _____, 2002.



Keith Basik

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Naples Big cypress Property Owners Association, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.



Keith Basik

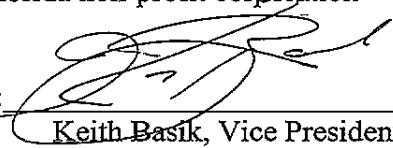
CERTIFICATE OF AMENDMENT

NAPLES BIG CYPRESS PROPERTY OWNERS ASSOCIATION, INC. ARTICLES OF INCORPORATION

THE UNDERSIGNED CERTIFIES the attached **Amended and Restated Articles of Incorporation for Naples Big Cypress Property Owners Association, Inc.**, were duly adopted as the Articles of Incorporation of the Naples Big Cypress Property Owners Association, Inc. by a majority of the Board of Directors at a meeting called for that purpose on April 17, 2002. The vote of the Members was not required.

IN WITNESS WHEREOF, we have affixed our hands this 18th day of April, 2002, at Collier County, Florida.

**NAPLES BIG CYPRESS PROPERTY OWNERS
ASSOCIATION, INC.,**
a Florida non-profit corporation

By: 

Keith Basik, Vice President