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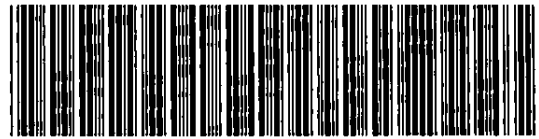
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend & Rest.

C.COULLIETTE

MAY 29 2009

EXAMINER

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YOVANOVICH & KOESTER, P.A.
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Kenneth R. Johnson

May 26, 2009

Via Federal Express

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Tower Pointe at Arbor Trace Condominium Association, Inc.

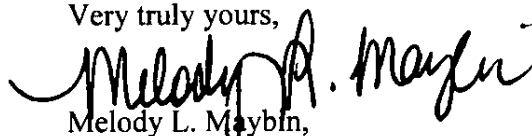
To Whom It May Concern:

In connection with the above-referenced matter, enclosed for filing please find the Amended and Restated Articles of Incorporation of Tower Pointe at Arbor Trace Condominium Association, Inc. along with a check in the amount of \$43.75, which represents the \$35.00 filing fee and \$8.75 fee for a certified copy of same.

Please return a certified copy of the Amended and Restated Articles of Incorporation to our office at your earliest convenience via Federal Express. A return Federal Express envelope has been provided for your convenience.

Should you have any questions or need any additional information, please contact our office accordingly.

Very truly yours,



Melody L. Maybin,
Legal Assistant to Matthew L. Grabinski

/mlm

Enclosures

SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION OF
PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION.

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09 MAY 27 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TOWER POINTE AT ARBOR TRACE
CONDOMINIUM ASSOCIATION, INC.**

The Articles of Incorporation of Tower Pointe at Arbor Trace Condominium Association, Inc., a Florida not-for-profit corporation, which was originally incorporated under the same name on September 12, 2001, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Florida Statutes and Article VIII, below, 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 and the omissions of matters of historical interest. The Amended and Restated Articles of Incorporation shall hence forth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association," is Tower Pointe at Arbor Trace Condominium Association, Inc., and its address is 1000 Arbor Lake Drive, Naples, Florida 34110.

ARTICLE II

DEFINITIONS: The definitions set forth in Section 4 of the Declaration of Condominium shall apply to the terms used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Tower Pointe at Arbor Trace, a Condominium, located in Collier County, Florida. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, 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, the Declaration of Condominium or chapter 718 Florida Statutes, as it may hereafter be amended, including but not limited to the following:

- (A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of assessments in the exercise of its powers and duties.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

- (B) To protect, maintain, repair, replace and operate the condominium property.
- (C) To purchase insurance upon the condominium property and Association property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association.
- (F) To approve or disapprove the transfer of ownership, leasing and occupancy of units, as provided by the Declaration of Condominium.
- (G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.
- (H) To contract for the management and maintenance of the Condominium and the condominium property to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- (J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.
- (K) To borrow money without limit as to amount if necessary to perform its other functions hereunder.

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 of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE IV

MEMBERSHIP:

- (A) The members of the Association shall consist of all record owners of a fee simple interest in one or more units in the Condominium, as further provided in the Bylaws.
- (B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.
- (C) The owners of each unit, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

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

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, but not less than five (5) Directors, and in the absence of such determination shall consist of five (5) 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 each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE VIII

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 by petition of the owners of one-fourth (1/4) of the units by instrument, in writing, signed by them.

(B) **Procedure.** Upon any amendment or amendments to these Articles being proposed by said Board or unit owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

(C) **Vote Required.** Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the voting interests 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 the text of the proposed amendment.

(D) **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.

ARTICLE IX

CURRENT DIRECTORS: The current Directors of the Association are as follows:

Robert Andersen
1001 Arbor Lake Drive #204
Naples, Florida 34110

Robert Schwindt
1001 Arbor Lake Drive #1608
Naples, Florida 34110

Frederick Hertel
1001 Arbor Lake Drive #1005
Naples, Florida 34110

Ursula Neill
1001 Arbor Lake Drive #1601
Naples, Florida 34110

Robert Bergenheim
1001 Arbor Lake Drive #704
Naples, Florida 34110

Developer-appointed Director:

Lisa Rizk
1000 Arbor Lake Drive
Naples, Florida 34110

ARTICLE X

CURRENT REGISTERED AGENT:

The current registered agent of the Association is:

Mathew L. Grabinski, Esq.
Goodlette, Coleman, Johnson, Yovanovich & Koester, P.A.
Northern Trust Bank Building
4001 Tamiami Trail North, Suite 300
Naples, Florida 34103

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 attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his 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 actions or omissions to act were 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 action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or officer derived 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, 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.

WHEREFORE the foregoing Amended and Restated Articles, as approved in accordance with Article VIII hereof are hereby made effective as of the date these Amended and Restated Articles of Incorporation are filed with the Florida Secretary of State.

These Amended and Restated Articles were adopted by members April 23, 2009

By: Ursula Neill
Ursula Neill, Secretary

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 21 day of MAY, 2009 by Ursula Neill. She is personally known to me or did produce _____ as identification.

Notary Public

Print name:
SEAL

Perry A Behrens

