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Reply To:

Fort Myers Office or
jadams@beckerpoliakoff.com

June 25, 2002

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

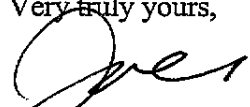
Re: Pinebrook Woods Homeowners' Association, Inc.

Dear Sir or Madam:

Enclosed please find Corrective Articles of Amended and Restated Articles of Incorporation for Pinebrook Woods Homeowners' Association, Inc. Also enclosed is check no. 80566 in the amount of \$35.00 to cover the cost of filing, and an extra copy of the Corrective Articles of Amended and Restated Articles of Incorporation is enclosed herewith for your use. Please return a stamped copy of the Corrective Articles of Amended and Restated Articles of Incorporation to my attention.

Thank you for your attention to this matter.

Very truly yours,


Joseph E. Adams
For the Firm

JEA/adc
Enclosure (as stated)
187586_1.DOC

900006064359-1
-06/27/02--01037--019
*****35.00 *****35.00

FILED
02 JUN 26 PM 1:30
TREASURY OF STATE
TALLAHASSEE, FLORIDA

N01330
Amended Articles of Incorporation
PP 6-26-02

**CORRECTIVE* 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 Pinebrook Woods Homeowners' 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 3rd day of January, 2002.

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

WITNESSES:
(TWO)

PINEBROOK WOODS HOMEOWNERS'
ASSOCIATION, INC.

R. Carl Prentice
Signature
R. CARL PRENTICE
Printed Name

BY: *John Ranalli*
John Ranalli, President
Date: June 22/02

Angelo L. Celmo
Signature
Angelo L. Celmo
Printed Name

(CORPORATE SEAL)
ATTEST: *John Bourdoulis*
John Bourdoulis, Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 22 day of June, 2002 by John Ranalli as President of Pinebrook Woods Homeowners' Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) _____ as identification and did take an oath.

Marie A. Reinhardt
Notary Public

MARIE A. REINHARDT
Printed Name
MARIE A. REINHARDT
Notary Public, State of Florida
My comm. exp. Jan. 12, 2003
Comm. No. CC798672

My commission expires: _____

* This Corrective Articles of Amended and Restated Articles of Incorporation supercedes the Articles of Amended and Restated Articles of Incorporation filed with the Secretary of State on May 6, 2002. This document corrects the date of acknowledgement on the last page of the Amended and Restated Articles of Incorporation.

AMENDED AND RESTATED

ARTICLES OF INCORPORATION
FOR
PINEBROOK WOODS HOMEOWNERS' ASSOCIATION, INC.

These are the Amended and Restated Articles of Incorporation for the Pinebrook Woods Homeowners' Association, Inc. originally filed with the Florida Department of State the 9th day of February 1984, under Charter Number NO. 1380. Matters of only historical interest have been omitted. Amendments included have been added pursuant to F.S. 617.

ARTICLE 1

NAME

The name of the corporation shall be PINEBROOK WOODS HOMEOWNERS' ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", The Declaration of Protective Covenants, Conditions and Restrictions as "Declaration", these Articles of Incorporation as the "Articles", and the Bylaws of the Association as the "Bylaws".

ARTICLE 2

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Corporation Not For Profit Act (the "Act") for the operation of that certain homeowner association located in Lee County, Florida and known as Pinebrook Woods Homeowners' Association, Inc. (the "Association").

ARTICLE 3

DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Protective Covenants, Conditions, and Restrictions recorded in the Public Records of Lee County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

FILED
JAN 26 PM 1:30
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 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 a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles.

4.2 Enumeration. The Association shall have all the powers and duties of a Florida Corporation Not-For-Profit, except as limited by these Articles as they may be amended from time to time, the Bylaws as they may be amended from time to time and all of the powers and duties reasonably necessary to operate the Association pursuant to the Declaration, as it may be amended from time to time including but not limited to the following:

- (a) To make and collect assessments and other charges against members as Lot Owners, and to use the proceeds thereof in the exercise of its powers and duties.
- (b) 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.
- (c) To maintain, repair, replace, reconstruct, add to, and operate the Association property and other property acquired or leased by the Association for use by Lot Owners.
- (d) To purchase insurance upon the Association property and insurance for the protection of the Association, its officers, Directors, and members as Lot Owners.
- (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Association Property and the Units for the health, comfort, and welfare of the Lot Owners.
- (f) To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of lots as may be provided by the Declaration.
- (g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Property.

- (h) To contract for the management of the Association and any facilities used by the Lot Owners and to delegate to the party with whom such contract has been entered into the powers and duties of the Association except those which require specific approval of the Board of Directors or the membership of the Association.
- (i) To employ personnel to perform the services required for proper operation of the Association.

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.

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.

ARTICLE 5

MEMBERS

5.1 Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Residential Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Residential Lot which is subject to assessment by the Association and after termination of the Association shall consist of those who were members at the time of the termination and their successors and assigns.

5.2 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot for which that share is held.

5.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be one vote for each Lot, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Lot shall be entitled to one vote for each Lot owned.

5.4 Meetings. The Bylaws provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE 6

TERM OF EXISTENCE

The Association shall have perpetual existence

ARTICLE 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.

ARTICLE 8

DIRECTORS

- 8.1 Number and qualification. The property, business and affairs of the Association are managed by a board consisting of the number of Directors determined by the Bylaws, but shall consist of not less than four (4) and no more than six (6) Directors. Directors must be members or the spouse of a member of the Association.
- 8.2 Duties and powers. All of the duties and powers of the Association existing in the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Lot Owners when such approval is specifically required.
- 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.

ARTICLE 9

BYLAWS

The Bylaws of this Corporation may be altered, amended or repealed in the manner provided in the Bylaws.

ARTICLE 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 a majority of the Board of Directors or by members representing not less than thirty-three (33) 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 written agreement of a majority of all voting interests, or by a two-thirds (2/3rds) majority of voting interests present in person or by proxy at the duly called meeting of the Association.
- 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.

ARTICLE 11

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by members owning not less than eighty (80) of the Lots. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be owned by all members as tenants in common.

ARTICLE 12

REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

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.

IN WITNESS WHEREOF, the subscribers have affixed their signatures the day and year set forth below.

These Amended and Restated Articles of Incorporation were duly adopted by the required percentage of voting interests at a meeting on January 3, 2002.

IN WITNESS WHEREOF, we have affixed our hands this 22nd day of JUNE, 2002 at Lee County, Florida.

WITNESSES:

PINEBROOK WOODS HOMEOWNERS' ASSOCIATION, INC.

[Signature]
Signature

Angelo L. Celmo
Printed Name

[Signature]
Signature

R. CARR PRENTICE
Printed Name

Alyce Levine
Signature

ALYCE LEVINE
Printed Name

[Signature]
Signature

C. J. KASSIRAKIS
Printed Name

By: [Signature]
John Ranalli, President

Attest: [Signature]
John Bourdouklis, Secretary

(CORPORATE SEAL)

STATE OF FLORIDA)
)
COUNTY OF LEE) SS:

The foregoing instrument was acknowledged before me this 22 day of June, 2002 by John Ranalli as President and John Bourdouklis as Secretary of Pinebrook Woods Homeowners' Association, Inc., a Florida Corporation, on behalf of the corporation. They are personally known to me and did not take an oath.

[Signature]
Signature of Notary Public

My commission expires:

MARIE A. REINHARDT
Printed Name of Notary Public

169147_1.DOC

MARIE A. REINHARDT
Notary Public, State of Florida
My comm. exp. Jan. 12, 2003
Comm. No. CC798672