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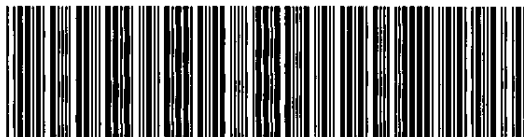
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*Amended &  
Restated*

03/11/09--01025--016 \*\*43.75

2009 MAR 11 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

*APR  
3/13/09*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Gulf Waters RV Homeowner's Association, Inc.

**DOCUMENT NUMBER:** N03000002965

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Christina Harris Schwinn

(Name of Contact Person)

Pavese Law Firm

(Firm/ Company)

1833 Hendry St.

(Address)

Fort Myers, FL 33901

(City/ State and Zip Code)

For further information concerning this matter, please call:

Christina Harris Schwinn, Esq.

(Name of Contact Person)

at ( 239 ) 336-6292

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**GULF WATERS RV HOMEOWNER'S ASSOCIATION, INC.**

Pursuant to Florida Statutes §§ 617.1002 and 617.1007, the Articles of Incorporation of Gulf Waters RV Homeowner's Association, Inc., a Florida not-for-profit corporation, originally incorporated under the same name on April 7, 2003, are hereby amended and restated in their entirety. The Amended and Restated Articles of Incorporation of Gulf Waters RV Homeowner's Association, Inc. shall henceforth be as follows:

**ARTICLE I**

**NAME.** The name of the corporation is Gulf Waters RV Homeowner's Association, Inc. ("Association").

**ARTICLE II**

**PRINCIPAL OFFICE.** The principal office of the corporation is c/o General Manager, Gulf Waters RV Homeowner's Association, Inc., 11301 Summerlin Square Drive, Fort Myers Beach, FL 33931.

**ARTICLE III**

**PURPOSE AND POWERS.** This Association will not permit pecuniary gain, profit or distribution of its income to its members, officers or directors. It is a non-profit corporation formed for the purpose of establishing a corporate homeowners' association which, subject to a Declaration of Covenants and Restrictions for Gulf Waters RV Resort ("Declaration") originally recorded in the Public Records of Lee County, Florida, at OR Book 4148, Page 3694 et. seq., and as amended, has the powers described herein. The Association shall have all of the common law and statutory powers of a Florida corporation not for profit pursuant to Florida Statutes §§ 617 and 720 which is known as the Homeowners' Association Act consistent with these Articles, the Association's Bylaws and the Association's Declaration. The Association shall have all of the powers and authority reasonably necessary or appropriate for the operation and regulation of a residential community, subject to said recorded Declaration, as it may from time to time be amended, including but not limited to the power:

- (A) to fix, levy, collect and enforce payment by any lawful means 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;

- (B) to make, amend and enforce reasonable rules and regulations governing the operation of the Association, the Parcels and the common areas;
- (C) to sue and be sued, and to enforce the provisions of the Declaration, the Articles, the Bylaws and the reasonable rules of the Association;
- (D) to employ a property management company/property manager, accountants, attorneys, and other professional personnel to perform the services required for proper operation of the properties;
- (E) to 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, sale or transfer shall be effective unless first approved by two-thirds (2/3) of the voting interests present and voting, in person or by proxy, at a duly called meeting of the membership;
- (F) to 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 if first approved by two-thirds (2/3) of the voting interests, present and voting, in person or by proxy at a duly called meeting of the membership;
- (G) to acquire, (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the corporation; and
- (H) to exercise any and all powers, rights and privileges which a corporation organized under Florida Statutes §§ 617 and 720 may now or hereafter have or exercise; subject always to the Declaration as amended from time to time;

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 Amended & Restated Declaration, these Amended and Restated Articles of Incorporation and the Amended and Restated Bylaws.

#### **ARTICLE IV**

**MEMBERSHIP AND VOTING RIGHTS.** Membership and Voting Rights shall be as set forth in the Association's Declaration and Bylaws.

#### **ARTICLE V**

**TERM.** The term of the Association shall be perpetual.

## **ARTICLE VI**

**BYLAWS.** The Association's Bylaws 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 shall be proposed by a majority of the Board of Directors ("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 or as provided elsewhere in these Articles, these Articles of Incorporation may be amended if the proposed amendment is approved by the affirmative vote of at least two-thirds (2/3) of the Voting Interests present, in person or by proxy, at a members' meeting noticed for that purpose and at which a quorum is present or approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to members of the Association, and that the notice contains the text of the proposed amendment.
- (C) **Effective Date.** An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida with the same formalities as are required in the Declaration for recording amendments to the Declaration.

## **ARTICLE VIII**

**DIRECTORS AND OFFICERS.** Each director and officer must be a member or the spouse of a member of the Association in order to be eligible to serve as a director or officer.

- (A) The affairs of the Association will be administered by a board of directors consisting of five (5) persons. Directors must be members of the Association.
- (B) Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may only be removed by the members and vacancies on the Board 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 by the Board 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**

**INDEMNIFICATION.** To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every director, officer and manager of the Association against all expenses and liabilities including attorney 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, officer or manager of the Association. The foregoing right of indemnification shall not apply to:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in any 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, officer or manager had no reasonable cause to believe his action was unlawful.
- (C) A transaction from which the director, officer or manager derived an improper personal benefit.
- (D) Wrongful conduct by directors, officers or managers 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 a majority of the disinterested directors or the Board first approves such settlement as being in the Association's best interests. The foregoing rights of indemnification shall be in addition to, and not exclusive of all other rights to which a director, officer or manager may be entitled.

## **ARTICLE X**

**EMERGENCY POWERS.** The Association shall have the emergency powers as set forth in the Association's Bylaws.

## **ARTICLE XI**

**DISSOLUTION.** The Association may be dissolved with the consent given in writing and not signed by not less than two-thirds (2/3) of the total voting interests of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, its assets, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was formed. In the event there is a refusal to accept such dedication, then such assets shall be formed. In the event there is a refusal to accept such dedication, then such assets shall be granted, conveyed, amended or assigned to any non-profit corporation, association, trust or other organization which is devoted to purposes similar to those of this Association.

## **ARTICLE XII**

**REGISTERED AGENT.** The Association makes no change to its registered agent. The registered agent is and remains as follows:

Robert N. Thompson  
16380 Cook Road  
Fort Myers, FL 33908

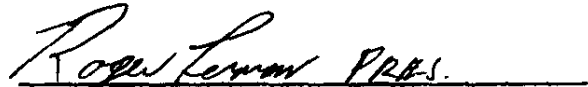
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ARTICLE XIII

**CERTIFICATION.** The undersigned President of the Association hereby certifies that (i) the date of the adoption of these Amended and Restated Articles of Incorporation was Feb 24, 2009, (ii) these Amended and Restated Articles of Incorporation were adopted by a majority vote of the voting interests voting at a duly called meeting of the membership, and (iii) these amendments shall be effective upon their filing with the Florida Department of State.

**GULF WATERS RV HOMEOWNER'S  
ASSOCIATION, INC.**

By:



Roger Leman  
Its: President

ATTESTED TO:

By:



Printed Name: THOMAS A. LEMAN  
Its: Secretary

FAWPDATA\CHSGULF WATERS RV HOA\GOVERNING DOCUMENTS\A&R ARTICLES OF INCORPORATION (FINAL) 3-3-09.DOC