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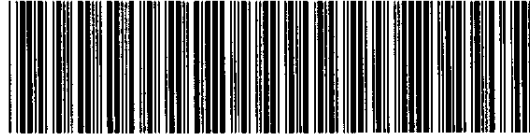
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Call today requested we  
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 9, 2015

STEVEN J. ADAMCZYK, ESQ.  
GOEDE, ADAMCZYK, DEBOEST & CROSS, PLLC  
8950 FONTANA DEL SOL WAY, FIRST FLOOR  
NAPLES, FL 34109

SUBJECT: PINEHURST AT STRATFORD PLACE HOMEOWNERS  
ASSOCIATION, INC.  
Ref. Number: N03000004118

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair  
Regulatory Specialist II

Letter Number: 115A00014328

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TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS

COVER LETTER

TO: Amendment Section  
Division of Corporations

FILED  
15 JUL 16 AM 11:48  
TALLAHASSEE, FLORIDA  
CLERK OF THE COURT

NAME OF CORPORATION: PINEHURST AT STRATFORD PLACE HOMEOWNERS ASSOCIATION, INC.

DOCUMENT NUMBER: N03000004118

Please return all correspondence concerning this matter to the following:

Steven J. Adamczyk, Esq.

\_\_\_\_\_  
(Name of Contact Person)

Goede, Adamczyk, DeBoest & Cross, PLLC

\_\_\_\_\_  
(Firm/ Company)

8950 Fontana Del Sol Way, First Floor

\_\_\_\_\_  
(Address)

Naples, FL 34109

\_\_\_\_\_  
(City/ State and Zip Code)

pamh@directorschoicellc.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Steven J. Adamczyk, Esq.

239

687-3936

\_\_\_\_\_  
(Name of Contact Person)

at

\_\_\_\_\_  
(Area Code)

\_\_\_\_\_  
(Daytime Telephone Number)

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

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

Prepared by and return to:  
Steven J. Adamczyk, Esq.  
Goeda, Adamczyk & DeBoest, P.L.L.C.  
4950 Fontana Del Sol Way, 1<sup>st</sup> Floor  
Naples, Florida 34109

FILED  
15 JUL 16 AM 11:48  
CLERK OF THE CIRCUIT COURT  
COLLIER COUNTY, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
FOR  
PINEHURST AT STRATFORD PLACE RECREATION ASSOCIATION, INC.  
NOW KNOWN AS  
PINEHURST AT STRATFORD PLACE HOMEOWNERS ASSOCIATION, INC.

I HEREBY CERTIFY that the following Amended and Restated Articles of Incorporation for Pinchurst at Stratford Place Homeowners Association, Inc. were duly adopted by the Association membership at the duly noticed Member's Meeting of the Association on the 19<sup>th</sup> day of March, 2013. Said amendment was approved by a proper percentage of voting interests of the Association.

The original Declaration of Covenants, Conditions and Restrictions for Pinchurst at Stratford Place Recreation Association, Inc. now known as Pinchurst at Stratford Place Homeowners, including the legal description of the Collier County, Florida real property subject to this amendment was recorded at Official Records Book 3490, Page 0209, of the Public Records of Collier County, Florida.

PINEHURST AT STRATFORD PLACE  
HOMEOWNERS ASSOCIATION, INC.,  
a Florida not for profit corporation

WITNESSES:

Pam Howard  
(Witness #1 signature)

PAM HOWARD  
(Witness #1 print)

[Signature]  
(Witness #2 signature)

GREG HOWARD  
(Witness #2 print)

By: [Signature]  
John Digiovanni, President

Dated this 31<sup>st</sup> day of March, 2015.

STATE OF Florida  
COUNTY OF Collier

Sworn to and subscribed before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared John Digiovanni, President of The Pinchurst at Stratford Place Homeowners Association, Inc., who is personally known to me or has produced his Driver's License and who did take an oath on this 31<sup>st</sup> day of March, 2015.

(seal)



LILLIAN ALICIA VIVAS  
MY COMMISSION # FF 003962  
EXPIRES: JULY 7, 2017  
Notary Public - Long-term Services

[Signature]  
Notary Public, State of Florida  
My commission expires: 07/07/17

NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION.  
FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION.

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PINEHURST AT STRATFORD PLACE HOMEOWNERS ASSOCIATION, INC.**

**TH/A  
PINEHURST AT STRATFORD PLACE RECREATION ASSOCIATION, INC.**

Pursuant to Section 617.1007, Florida Statutes, these Articles of Incorporation of Pinhurst at Stratford Place Homeowners Association, Inc., a Florida corporation not for profit, which was originally incorporated under the name of Pinhurst at Stratford Place Recreation Association, Inc. on May 15, 2003, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1002, Florida Statutes, 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, adopted pursuant to Section 617.1002, Florida Statutes, and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Pinhurst at Stratford Place Homeowners Association, Inc., shall henceforth be as follows:

**ARTICLE I**

**NAME:** The name of the corporation is Pinhurst at Stratford Place Homeowners Association, Inc., sometimes hereinafter referred to as the "Association". The corporation was formally known as Pinhurst at Stratford Place Recreation Association, Inc., a Florida not for profit corporation, and these amended and restated Articles are filed in connection with the corporate merger of the Association as the surviving corporation, and Pinhurst at Stratford Place Section I Residents Association, Inc.; Pinhurst at Stratford Place Section II Residents Association, Inc.; Pinhurst at Stratford Place Section III Residents Association, Inc.; and Pinhurst at Stratford Place Section IV Residents Association, Inc. as the merging corporations.

**ARTICLE II**

**PRINCIPAL OFFICE:** The principal office of the corporation shall be at c/o Directors Choice, LLC, 3784 Progress Avenue, Suite 7, Naples, Florida 34104.

### 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 nonprofit corporation formed for the purpose of establishing a corporate residential community homeowners' association which, subject to the following covenants and shall have the powers conferred therein:

1. Declaration of Covenants, Conditions and Restrictions for Pinchurst at Stratford Place Section I, recorded at Official Records Book 3490, Page 0262, et seq., of the Public Records of Collier County, Florida
2. Declaration of Covenants, Conditions and Restrictions for Pinchurst at Stratford Place Section II, recorded at Official Records Book 3689, Page 1856, et seq., of the Public Records of Collier County, Florida
3. Declaration of Covenants, Conditions and Restrictions for Pinchurst at Stratford Place Section III, recorded at Official Records Book 3746, Page 0859, et seq., of the Public Records of Collier County, Florida
4. Declaration of Covenants, Conditions and Restrictions for Pinchurst at Stratford Place Section IV, recorded at Official Records Book 3825, Page 0282, et seq., of the Public Records of Collier County, Florida
5. Declaration of Covenants, Conditions and Restrictions for Pinchurst at Stratford Place, recorded at Official Records Book 3490, Page 0209, et seq., of the Public Records of Collier County, Florida

The Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles, the Bylaws of the corporation, and with said Declaration and 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 or the corporation;
- (B) to make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Association;
- (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 contract for the management and maintenance of the Common Areas and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association;

(E) to employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the properties;

(F) 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 (2/3rds) of the voting interests, present and voting, in person or by proxy at a duly called meeting of the membership.

(G) 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 Board;

(H) to maintain, repair, replace and provide insurance for the Common Areas;

(I) 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;

(J) to grant, modify or move easements.

(K) to exercise any and all powers, rights and privileges which a corporation organized under Chapters 617 and 720 of Florida Statutes 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 Declaration, these Articles of Incorporation and the Bylaws.

#### ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and Voting Rights shall be as set forth in the Bylaws of the Association.

#### 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 shall be proposed by a majority of the Board or upon petition of one-fourth (1/4th) 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 entire voting interests of the Association voting in person or by proxy at a duly called meeting of the members of the Association.
- (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 Collier County, Florida with the same formalities as are required in the Declaration for recording amendments to the Declaration.

#### ARTICLE VIII

##### 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 three (3) 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 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

### INDEMNIFICATION.

(A) Indemnity. The Association shall indemnify any officer, Director, or committee member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, officer, or committee member of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, Directors, and committee members as permitted by Florida law.

(B) Defense. To the extent that a Director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section (A) above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

(C) Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, officer, or committee member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by this Article IX.

(D) Miscellaneous. The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

(E) Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, committee member, employee, or agent of the Association, or a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

(F) Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article IX may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.