

LAW OFFICES

BECKER & POLIAKOFF, P.A.

The Colonnades
13515 Bell Tower Drive, Suite 101
Ft. Myers, Florida 33907

Collier Place I
3003 Tamiami Trail North, Suite 210
Naples, Florida 34103

Phone: (941) 433-7707 Fax: (941) 433-5933

Phone: (941) 261-9555 Fax: (941) 261-9744

FL Toll Free: (800) 462-7800

FL Toll Free: (800) 362-537

Internet: www.becker-poliakoff.com

Internet: www.becker-poliakoff.com

Email: bp@becker-poliakoff.com

Email: bp@becker-poliakoff.com

Florida Offices

Administrative Office
3111 Stirling Road
Ft. Lauderdale, FL 33312
FL Toll Free: (800) 432-7712

Boca Raton*

Clearwater

Ft. Myers

Hollywood

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Reply To:

Fort Myers

December 11, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300002372203--3
-12/15/97-01075--003
*****35.00 *****35.00

Re: Fairways at Par Five Condominium Association, Inc.

Dear Sir/Madam:

Enclosed please find the Certificate to Articles of Incorporation for the above-referenced Association, as well as a check in the amount of \$35.00 to cover the cost of filing.

I have also enclosed an additional copy of the Articles of Incorporation for you to stamp with the appropriate filing data. Please return this copy in the envelope provided herein for your convenience.

Very truly yours,

Heather L. Elliott, CLA
Assistant to Herbert O. Brock, Jr.

/hle

Enclosures (as stated)

APPROVED
AND
FILED

97 DEC 15 PM 1:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended Total
NOV 15 12:50 PM '97
SP8

CERTIFICATE TO
ARTICLES OF INCORPORATION

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is Fairways at Par Five Condominium Association, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 27th day of February, 1997.

Dated: April 2, 1997.

FAIRWAYS AT PAR FIVE CONDOMINIUM
ASSOCIATION, INC.

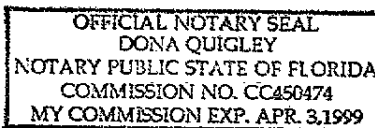
By: *Jerry Brolin*
Jerry Brolin, President

STATE OF FLORIDA)
) SS:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 2nd day of April, 1997 by Jerry Brolin, President of Fairways at Par Five Condominium 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 not take an oath.

Dona Quigley
Notary Public
Printed Name: Dona Quigley

My commission expires: 4/3/99



97 DEC 15 PM 3
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED AND FILED

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

FAIRWAYS AT PAR FIVE CONDOMINIUM ASSOCIATION, INC.

1. **NAME.** The name of the corporation is FAIRWAYS AT PAR FIVE CONDOMINIUM ASSOCIATION, INC., and shall be hereinafter referred to as the "Association."

2. **GENERAL.**

2.1 The Condominium is known as FAIRWAYS AT PAR FIVE, A CONDOMINIUM, and is located in Collier County, Florida. The Association is organized to provide a means of administering those Condominiums.

2.2 The documents creating the Condominiums are recorded in the Public Records of Collier County, Florida, at OR 1087, Page 1145, et seq.

2.3 The Association shall make no distributions of income to its members, directors, or officers.

3. **POWERS.** The Association shall be governed by the following provisions:

3.1 The Association shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Amended and Restated Articles of Incorporation, the Amended and Restated By-Laws, and the Declaration of Condominium.

3.2 The Association shall have all the powers granted to associations by Chapters 617 and 718, Florida Statutes, both as amended from time to time. The Association shall have all the powers reasonably necessary to implement the purposes of the Association, and all of the powers granted to it in the Declaration of Condominium.

3.3 The Association may contract for the maintenance, operation, and management of any Condominium property and delegate to such contractors all powers and duties of the Association except those which may be required by any Declaration of Condominium to have the approval by the Board of Administration or the Unit Owners in the Condominiums.

Exhibit "A" to Amended and Restated
Declaration of Condominium
(Amended and Restated Articles of Incorporation)
Page 1 of 3

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4. MEMBERS. The qualification of members, the manner of their admission and voting by such members shall be as follows:

4.1 All Unit Owners in the Condominiums shall be members of the Association and no other person or entities shall be entitled to membership.

4.2 Membership in the Association shall be established by the recording in the Public Records of Collier County, Florida, of a deed or other instrument establishing a change of record title to a Condominium Unit and notifying the Association in writing of the recording information; the new owner designated by such instrument shall thereby become a member of the Association and the membership of the prior owner shall hereby terminate.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, pledged, or transferred in any manner except as an appurtenance to the individual Condominium Unit.

4.4 The owners of each Unit in the Condominiums shall be entitled to one combined vote. Voting rights will be exercised in the manner provided by the Amended and Restated By-Laws of the Association.

5. DIRECTORS. The affairs of the Association shall be managed by a Board of Administration, each member of which shall be a member of the Association. The number of directors will be determined in accordance with the Amended and Restated By-Laws. Directors of the Association shall be elected at the annual meeting of the members in the manner provided by the Amended and Restated By-Laws.

6. OFFICERS. The affairs of the Association shall be administered by officers elected annually by the Board of Administration.

7. INDEMNIFICATION. Every Director, Officer, and committee member of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been an officer, director, or committee member at the time such expenses are incurred, except in such cases wherein the director, officer, or committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Administration approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in

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addition to and not exclusive of all other rights to which such Directors, officers, or committee members may be entitled, including, but not limited to, the indemnification rights contained in the Amended and Restated By-Laws.

8. **BY-LAWS.** The Amended and Restated By-Laws of the Association shall be altered, amended, or rescinded as provided therein.

9. **AMENDMENTS.** These Articles of Incorporation may be amended as follows:

9.1 Notice of the subject matter of the proposed amendment shall be included in a notice of any regular or special meeting at which such amendment is considered.

9.2 A resolution approving a proposed amendment may be proposed by either the Board of Administration or by the membership of the Association, and after being proposed and approved by one of said bodies, it must be submitted to and receive the approval of the other body. Such approval must be by an affirmative vote of a majority of the members of the Association present in person or by proxy and voting at a duly called meeting at which a quorum was present.

10. **TERM.** The duration of the Association shall be perpetual.

11. **REGISTERED AGENT.** The Registered Agent of the Corporation, for purposes of accepting service of process, shall be as determined by the Board of Directors from time to time.

Exhibit "A" to Amended and Restated
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Page 3 of 3

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