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**N05000006770**

Florida Department of State  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

VERONA POINTE RECREATION ASSOCIATION, INC.

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*Amend*  
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Verona Pointe Recreation Association, Inc.

**DOCUMENT NUMBER:** N05000006770

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

Please return all correspondence concerning this matter to the following:

Steven M. Falk, Esq.  
(Name of Contact Person)

Roetzel & Andress, LPA  
(Firm/ Company)

850 Park Shore Drive, 3rd Floor  
(Address)

Naples, FL 34103  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Steven M. Falk, Esq. at ( 239 ) 649-6200  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$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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**FILED**  
06 FEB 23 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Amendment  
to  
Articles of Incorporation  
of

Verona Pointe Recreation Association, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

N06000006770

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

1. Article III (B) and last paragraph.

2. Article IV (A) and (C)

(See Exhibit "A" attached hereto)

(Attach additional pages if necessary)  
(continued)


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The date of adoption of the amendment(s) was: January 20, 2006

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the ~~board of directors~~ Developer.

Signature   
 (By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Edwin D. Stackhouse  
 (Typed or printed name of person signing)

President  
 (Title of person signing)

FILING FEE: \$35

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EXHIBIT A

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**ARTICLES OF INCORPORATION**  
**VERONA POINTE RECREATION ASSOCIATION, INC.**

Pursuant to Section 617.02011, Florida Statutes, the undersigned hereby executes these Articles of Incorporation for the purpose of forming a Corporation under the Florida Not-for-Profit Corporations Act.

**ARTICLE I**

**NAME:** The name of the corporation, herein called the "Recreation Association", is Verona Pointe Recreation Association, Inc., and its address is c/o Pulte Home Corporation, 9148 Bonita Beach Road, Suite 102, Bonita Springs, FL 34135.

**ARTICLE II**

**DEFINITIONS:** The definitions set forth in the Declaration of Covenants and the Florida Not-For-Profit Corporations Act, with particular reference to Section 720.301, F.S. (2004), shall apply to terms used in these Articles.

**ARTICLE III**

**PURPOSE AND POWERS:** The purpose for which the Recreation Association is organized is to provide an entity pursuant to the Florida Not-for-Profit Corporations Act for the operation of Verona Pointe, located in Collier County, Florida. The Recreation Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Recreation Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Recreation Association shall have all of the common law and statutory powers and duties of a corporation not for profit and of a homeowners' association under the laws of the State of Florida, except as expressly limited or modified by the Governing Documents; and it shall have all of the powers and duties reasonably necessary to operate Verona Pointe pursuant to the Governing Documents as they may hereafter be amended, including, but not limited to the following:

- (A) To make and collect assessments against members of the Recreation Association to defray the costs, expenses and losses of the Recreation Association, and to use the funds in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the Recreation Association property, Parcels and Living Units, as more particularly described in the Declaration.
- (C) To purchase insurance for the protection of the Recreation Association and its members.
- (D) To repair and reconstruct improvements after casualty, and to make further improvements of the Recreation Association property.
- (E) To make, amend and enforce reasonable rules and regulations as set forth in the Declaration.

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- (F) To approve or disapprove the transfer, leasing and occupancy of Parcels as provided in the Declaration.
- (G) To enforce the provisions of the laws of the State of Florida that are applicable to Verona Pointe, and the Governing Documents.
- (H) To contract for the management and maintenance of Verona Pointe and the Recreation Association property, and any property or easements and related improvements that are dedicated to the Association by plat or separate instrument, including any agreement or easement which imposes maintenance obligations on the Recreation Association, and to delegate any powers and duties of the Recreation Association in connection therewith except such as are specifically required by law or by the Declaration to be exercised by the Board of Directors or the membership of the Recreation Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of Verona Pointe.
- (J) To borrow money as necessary to perform its other functions hereunder.
- (K) To grant, modify or move any easement.
- (L) To acquire, own, lease and dispose of any real and personal property.
- (M) To sue and be sued.

All funds and the title to all property acquired by the Recreation Association shall be held for the benefit of the members in accordance with the provisions of the Governing Documents. In the event of termination, dissolution or final liquidation of the Recreation Association, the responsibility for the operation and maintenance of the ~~condominium property~~ Recreation Association Common Area and other property the Recreation Association is obligated to maintain pursuant to the Declaration, including any property or easements and related improvements that are dedicated to the Recreation Association by plat or separate instrument, including any agreement or easement which imposes maintenance obligations on the Recreation Association, shall be transferred to and accepted by an entity that is acceptable to any applicable governmental authorities, prior to such termination, dissolution or liquidation. Annexation of additional properties, mergers and consolidations, mortgaging of Recreation Association Common Area and dissolution of the Recreation Association requires prior written approval of the Department of Housing and Urban Development and the Veterans Administration ("HUD/VA") as long as there is a Class B membership.

#### ARTICLE IV

##### MEMBERSHIP:

- (A) The members of the Recreation Association shall be the record Owners of a fee simple interest in one or more Parcels. Class A Members of the Recreation Association are all Owners other than Developer. The Class B member is the Developer as further provided in the Bylaws. ~~Each Neighborhood Association shall be the voting member, or Representative for all of the Class A Members~~

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within such Neighborhood Association.

- (B) The share of a member in the funds and assets of the Recreation Association cannot be assigned or transferred in any manner except as an appurtenance to his Parcel.
- (C) Except as otherwise provided in the Bylaws with respect to the Class B Member, the owners of each Parcel, collectively, shall be entitled to one vote in Recreation Association matters ~~to be cast by the Representative~~. The manner of exercising voting rights shall be as set forth in the Bylaws.

#### ARTICLE V

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

#### ARTICLE VI

**BYLAWS:** The Bylaws of the Recreation Association may be altered, amended, or rescinded in the manner provided therein.

#### ARTICLE VII

#### DIRECTORS AND OFFICERS:

- (A) The affairs of the Recreation Association shall 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 three (3) Directors.
- (B) Directors of the Recreation Association shall initially be appointed by and shall serve at the pleasure of the Developer, and following transition 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 Recreation 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 Recreation Association, and they shall serve at the pleasure of the Board. The initial Directors are as follows:

Edwin D. Stackhouse  
c/o Pulte Home Corporation  
9148 Bonita Beach Road, Suite 102  
Bonita Springs, FL 34135

W. Michael Meeks  
c/o Pulte Home Corporation  
9148 Bonita Beach Road, Suite 102

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