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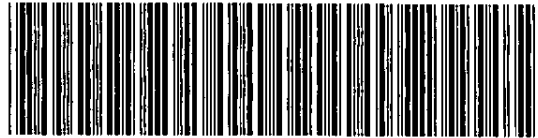
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TALLAHASSEE, FLORIDA

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ABEL | BAND[®]

ATTORNEYS AND COUNSELORS AT LAW

Mailing Address: P.O. Box 49948, Sarasota, FL 34230-6948

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Please refer to our file number: 14656-2

August 8, 2008

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

Re: *Sandalwood of Naples Homeowner's Association, Inc.*

To Whom It May Concern:

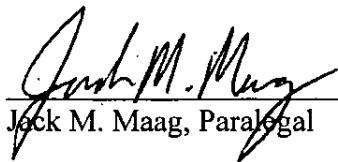
Enclosed please find original and duplicate Amended and Restated Articles of Incorporation for the referenced Corporation, together with a check in the amount of \$43.75 to cover the following:

Filing of the Amended and Restated Articles	\$ 35.00
Certified copy of the Amended and Restated Articles	8.75

Please return the certified copy of the Articles to the undersigned in the enclosed envelope.

Very truly yours,

ABEL BAND, CHARTERED



Jack M. Maag, Paralegal

JMM
Enclosures

ABEL BAND, CHARTERED

These Amended and Restated Articles of Incorporation of Sandalwood of Naples Homeowner's Association, Inc. were adopted by the Board of Directors on August 8, 2008. No members were entitled to vote. These Amended and Restated Articles of Incorporation hereby amend and restate those certain Articles of Incorporation of Sandalwood of Naples Homeowner's Association, Inc. filed on September 2, 2005 with the secretary of the state of Florida.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SANDALWOOD OF NAPLES HOMEOWNER'S ASSOCIATION, INC.
(A Florida Corporation not for Profit)**

In order to form a corporation under and in accordance with the provisions of the laws of the state of Florida for the formation of corporations not for profit, we, the undersigned, do hereby associate ourselves together into a corporation for the purposes and with the powers hereinafter set forth, and to accomplish that end we do hereby adopt and set forth these Amended and Restated Articles of Incorporation, viz:

**ARTICLE I
NAME OF CORPORATION AND MAILING ADDRESS**

The name of this corporation shall be Sandalwood of Naples Homeowner's Association, Inc., hereinafter referred to as Association. The mailing and principal address of the Association shall be 25110 Bernwood Drive, Suite 101, Bonita Springs, Florida, 34135. The Board of Directors of the Association (the "Board of Directors") may change the location of the principal office or mailing address from time to time.

**ARTICLE II
PURPOSES**

The general nature, objects, and purposes of the Association are as follows:

1. To administer and enforce the Declaration of General Protective Covenants of Sandalwood Subdivision (the "Declaration").
2. To take such action as may be deemed appropriate to promote the health, safety, enjoyment, and welfare of the owners of the property within Sandalwood.
3. To add, replace, improve, maintain, and repair Common Areas within the Sandalwood Subdivision (the "Subdivision") for the benefit of the members of the Association.
4. To operate without profit and for the sole and exclusive benefit of its members.

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TALLAHASSEE, FLORIDA

ARTICLE III POWERS

The Association shall have the following powers and privileges:

1. To own, purchase, accept, lease or otherwise acquire title to, and to hold, mortgage, rent, sell, convey, dedicate to public use, or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association;
2. To operate and maintain the Subdivision's common areas (the "Common Areas"), including, but not limited to, the surface water management system, including any mitigation areas as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances;
3. To adopt, promulgate and enforce rules and regulations, bylaws, covenants, restrictions and agreements in order to effectuate the purposes for which the Association is organized;
4. To delegate such of the powers of the Association as may be deemed to be in the Association's best interests by the Board of Directors.
5. To establish a budget and to fix assessments to be levied against all homesites which are subject to assessment pursuant to the Declaration for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create, at its election, reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance, improvements and replacements;
6. To place liens against any homesite subject to assessment for delinquent and unpaid assessments or charges and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments and charges for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association;
7. To institute, maintain, defend, settle or appeal legal actions or hearings in the name of the Association on behalf of all homesite owners;
8. To pay all taxes and other charges or assessments, if any, levied against property owned, leased or used by the Association;
9. To purchase insurance upon Common Areas and all properties the Association shall hold and insurance for the protection of the Association and its members.

10. To improve the Common Areas further and, after casualty, to reconstruct improvements.

11. To make, enter into, perform and carry out contracts of every kind and nature with any person, firm, corporation or association;

12. To exercise any and all powers granted to a corporation not for profit under the laws of the State of Florida;

13. To exercise all of the powers and privileges of a homeowners association under Chapter 720, Florida Statutes;

14. To exercise all powers reasonably necessary to implement and effectuate the purposes of the Association, although not specifically recited above, and to do any and all other acts necessary, convenient or expedient for carrying on any and all of the activities of the Association and pursuing any and all of the objects and purposes set forth herein, except as may be limited or otherwise provided by these Articles or the Declaration.

ARTICLE IV MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as set forth in the Bylaws and Declaration.

ARTICLE V DIRECTORS

A Board of Directors shall manage the affairs of the Association. The qualifications, method of election, and powers of the Board of Directors shall be as set forth in the Bylaws. The names and addresses of the persons constituting the first Board of Directors who shall hold office until the first annual meeting of members to be held in the year 2008 and until their successors are elected or appointed and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Brit E. Svoboda	25110 Bernwood Drive, Suite 101 Bonita Springs, FL 34135
Mark K. Rasmus	25110 Bernwood Drive, Suite 101 Bonita Springs, FL 34135

William Slavich

9351 Corkscrew Road
Estero, FL 33928

ARTICLE VI OFFICERS

The officers shall administer the affairs of the Association pursuant to the terms and conditions of the Bylaws. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors to be held in the year 2008 and until their successors are duly elected and qualified, are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
<u>President:</u>	Brit E. Svoboda	25110 Bernwood Drive, Suite 101 Bonita Springs, Florida 34135
<u>Vice-President:</u>	William Slavich	9351 Corkscrew Road Estero, FL 33928
<u>Treasurer:</u>	Brit E. Svoboda	25110 Bernwood Drive, Suite 101 Bonita Springs, Florida 34135
<u>Secretary:</u>	Mark K. Rasmus	25110 Bernwood Drive, Suite 101 Bonita Springs, Florida 34135

ARTICLE VII BYLAWS

The Bylaws may be altered, amended, or rescinded by the members in the manner provided by such Bylaws.

ARTICLE VIII INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. Indemnity. The Association shall indemnify any person serving as a director, officer, or committee member to the fullest extent permitted under Section 607.0850, Florida Statutes (2007).

2. Additional Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, agreement vote of a majority of the voting interests of the 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.

3. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against the person and incurred by the person in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article. Notwithstanding anything in this Article to the contrary, the provisions herein providing for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

ARTICLE IX AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be altered, amended, or repealed by resolution of the Board of Directors. No amendment shall make any changes in the qualifications for membership nor the substantive voting rights of members without approval in writing of all of the members of the Association. No amendment affecting the rights of Declarant shall be effective without the prior written consent of Declarant. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Collier County, Florida.

ARTICLE X TERM AND DISSOLUTION

The term of the Association shall be perpetual, unless dissolved according to law. If the Association is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

ARTICLE XI NAME AND RESIDENCE OF THE SUBSCRIBER

The name and address of the subscriber to these Articles is as follows:

<u>Name</u>	<u>Address</u>
Brit E. Svoboda	25110 Bernwood Drive, Suite 101 Bonita Springs, Florida 34135

**ARTICLE XII
RESIDENT AGENT**

The Association has appointed Brit E. Svoboda, 25110 Bernwood Drive, Suite 101, Bonita Springs, Florida 34135, as its registered agent and resident agent under the laws of the State of Florida. The Board of Directors may change the registered agent and registered office from time to time as permitted by law.

IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his hand and seal, and caused these Articles of Incorporation to be executed this 30 day of July, 2008.

By: 

Brit E. Svoboda

STATE OF FLORIDA
COUNTY OF Lee

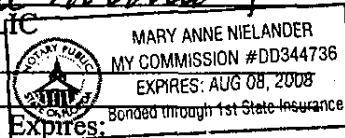
The foregoing was acknowledged before me this 30 day of July, 2008, by Brit E. Svoboda, who is personally known to me and who did not take an oath.


NOTARY PUBLIC

Print Name: _____

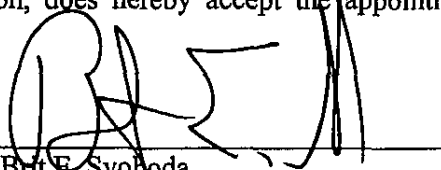
Serial Number: _____

My Commission Expires: _____



ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated as agent for service of process within the State of Florida upon Sandalwood of Naples Homeowner's Association, Inc., at the place designed in Article I of the foregoing Articles of Incorporation, does hereby accept the appointment as registered agent for the Corporation.


Brit E. Svoboda
Registered Agent

(sad/5270-1)