

**N050000011333**

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**06 AUG -4 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**FILED**

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Whisper Creek Homeowner Association, Inc.

DOCUMENT NUMBER: #105000021333

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

Please return all correspondence concerning this matter to the following:

Juanita M. Shirley  
(Name of Contact Person)

Whisper Creek, Inc.  
(Firm/ Company)

3745 North State Rd 29 SW  
(Address)

LaBelle, FL 33935  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Juanita M. Shirley at ( 863 ) 675-6888  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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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06 AUG -4 PM 2:51

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
WHISPER CREEK HOMEOWNERS' ASSOCIATION, INC.

The undersigned, by these Articles, does so for the purpose of amending and restating the Articles of Incorporation forming Whisper Creek Homeowners' Association, Inc. as originally filed with the Secretary of State on November 7, 2005, pursuant to the laws of the State of Florida (Chapter 617, Florida Statutes) and hereby adopts the following as its Amended and Restated Articles of Incorporation:

**ARTICLE I**  
**NAME AND ADDRESS**

The name of the corporation is the WHISPER CREEK HOMEOWNERS' ASSOCIATION, INC. The principal address of the corporation is 3745 North State Road 29 Southwest, LaBelle, Florida 33935. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the Bylaws of the Association as the "Bylaws".

**ARTICLE II**  
**PURPOSES AND POWERS**

**2.1 Objects and Purposes.** The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants, Conditions and Restrictions for Whisper Creek recorded (or to be recorded) in the Public Records of Glades County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). The further objects and purposes of the Association are to preserve the values and amenities in the Property, as same are defined in the Declaration, and to maintain the Common Areas thereof and any other portion of the Property owned and/or maintained by the Association, for the benefit of the Members of the Association.

**2.2 Not for Profit.** The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or other individual person, firm or for-profit corporation. Upon dissolution, all assets of the Association shall be transferred only to another not-for-profit corporation or as otherwise authorized by the Florida not-for-profit corporation statute.

**2.3** The powers of the Association shall include and be governed by the following:

**2.3.1 General.** The Association shall have all of the common law and statutory powers of a corporation not-for-profit under the laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, or the Bylaws.

**2.3.2 Enumeration.** The Association shall have the powers and duties set forth in subsection 2.3.1 above, except as limited by these Articles, the Bylaws and the Declaration, and all of the powers and duties reasonably necessary to operate the Association pursuant to the Declaration, and as more particularly described in the

Bylaws, as they may be amended from time to time, including, but not limited to, the following:

- (a) To make and collect Assessments and other charges against Members and Owners, and to use the proceeds thereof in the exercise of its powers and duties.
- (b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
- (c) To maintain, repair, replace, reconstruct, add to and operate the Common Areas and other portions of the Property owned and/or maintained by the Association, and other property acquired or leased by the Association.
- (d) To purchase insurance upon the Common Areas and Common Facilities and insurance for the protection of the Association, its officers, directors and Members.
- (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Common Areas, Common Facilities and Lots and for the health, comfort, safety and welfare of the Members.
- (f) To sue and be sued; and to enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Common Areas, Common Facilities and Lots, subject, however, to the limitation regarding assessing Lots owned by the Developer for fees and expenses relating in any way to claims or potential claims against the Developer as set forth in the Declaration and/or Bylaws.
- (g) To contract for the management and maintenance of the Common Areas and other property owned and/or maintained by the Association and to authorize a management agent (which may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Areas and other property owned and/or maintained by the Association with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Declaration, Bylaws and these Articles, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.
- (h) To employ personnel to perform the services required for the proper operation, maintenance, conservation, and use of the other property owned and/or maintained by the Association.

- (i) To be the responsible entity to operate and maintain the Surface Water Management System as permitted by South Florida Water Management District, including but not limited to, all lakes, retention areas, culverts and related appurtenances.
- (j) To enter into easement agreements, cross sharing agreements, and similar type agreements, together with any amendments and/or modifications thereto, on behalf of the Members relating to the use of roadways, utilities, and recreational vehicle amenities, either on contiguous land, or elsewhere, for furtherance of the purposes of the Declaration.

### **ARTICLE III MEMBERS**

The Members of the Association shall be as set forth in the Declaration and the Bylaws of the Association. Said individuals and entities shall mean the "Members" wherever said term is used in these Articles. The term "a Member" is the singular form thereof.

### **ARTICLE IV CORPORATE EXISTENCE**

The Association shall have perpetual existence.

### **ARTICLE V BOARD OF DIRECTORS**

**Section 5.1 Management by Directors.** The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) persons, but as many persons as the Board of Directors shall from time to time determine but which shall always be an odd number. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

**Section 5.2 Original Board of Directors.** The names and addresses of the first Board of Directors of the Association, who shall hold office until their qualified successors are duly elected and have taken office as provided in the Bylaws, are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Juanita M. Shirley	c/o 3745 North State Road 29 Southwest, LaBelle, Florida 33935
Janet Cavin	c/o 3745 North State Road 29 Southwest, LaBelle, Florida 33935
Cheri Christenson	c/o 3745 North State Road 29 Southwest, LaBelle, Florida 33935

**Section 5.3 Election of Members of Board of Directors.** Except as otherwise provided herein and for the first Board of Directors, directors shall be elected by the Members of the Association at the annual meeting of the Members as provided by the Bylaws of the Association, and the Bylaws may provide for the method of voting in the election and for removal from office of director.

**Section 5.4 Duration of Office.** Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

**Section 5.5 Vacancies.** If a director so elected shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term.

**Section 5.6 Term of Developer's Directors.** The Developer shall appoint the members of the first Board of Directors and their replacements who shall hold office for periods described in the Bylaws.

## **ARTICLE VI** **OFFICERS**

**Section 6.1 Officers Provided For.** The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

**Section 6.2** The affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<b><u>NAME</u></b>	<b><u>OFFICE</u></b>	<b><u>ADDRESS</u></b>
Juanita M. Shirley	President	c/o 3745 North State Road 29 Southwest, LaBelle, Florida 33935
Janet Cavin	Vice President	c/o 3745 North State Road 29 Southwest, LaBelle, Florida 33935
Cheri Christenson	Secretary/Treasurer	c/o 3745 North State Road 29 Southwest, LaBelle, Florida 33935

**ARTICLE VII**  
**BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Said Bylaws may be altered, amended or repealed in the manner set forth in the Bylaws.

**ARTICLE VIII**  
**AMENDMENTS AND PRIORITIES**

**Section 8.1** Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption by affirmative vote of 66-2/3% of the Members present and voting at any annual or special meeting, all in the manner provided in, and in accordance with the notice provisions of, Chapter 617, Florida Statutes.

**Section 8.2 Limitation.** No amendment shall be made which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, or any affiliate, successor or assign of the Developer, unless the Developer shall join in the execution of the amendment.

**Section 8.3 Developer Amendments.** The Developer may amend these Articles consistent with the provisions of the Declaration, including such provisions of the Declaration that allow certain amendments to be effected by the Developer alone.

**Section 8.4** In case of any conflict between these Articles and the Bylaws, these Articles shall control. In case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the incorporator of this Corporation is:

**NAME**

Juanita M. Shirley

**ADDRESS**

c/o 3745 North State Road 29 Southwest  
LaBelle, Florida 33935

**ARTICLE X**  
**INDEMNIFICATION**

**Section 10.1 Indemnity.** The Association shall indemnify any person 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, employee, officer or agent of the Association. Said indemnification shall be against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding. No indemnification shall occur, however, if it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, determined specifically that said indemnification should be deemed, because: (a) he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Association, and (b) with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful. 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 or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

**Section 10.2 Expenses.** To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

**Section 10.3 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 through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

**Section 10.4 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 by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

**Section 10.5 Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as 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.

**Section 10.6 Amendment.** Anything to the contrary herein notwithstanding, the provisions of this Article X may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.


**Section 10.7 Definitions.** All capitalized terms used in these Amended and Restates Articles of Incorporation, but not defined herein, shall have the same definition and meaning as

those set forth in the Declaration of Covenants and Restrictions for Whisper Creek, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE XI**  
**REGISTERED AGENT**

Until changed, Juanita M. Shirley shall be the registered agent of the Association and the registered office shall be at 3745 North State Road 29 Southwest, LaBelle, Florida 33935.

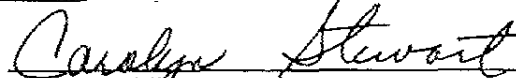
IN WITNESS WHEREOF, the aforesaid Incorporator has hereunto set his hand this 31 day of July 2006.

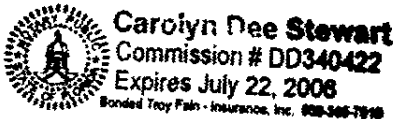
  
\_\_\_\_\_  
Juanita M. Shirley

STATE OF FLORIDA  
COUNTY OF GLADES

The foregoing instrument was acknowledged before me this 31 day of July 2006, by Juanita M. Shirley who ( X ) is personally known to me or who (     ) has produced \_\_\_\_\_ as identification.

[SEAL]

  
\_\_\_\_\_  
Notary Public  
Print Name: Carolyn Stewart  
My Commission Expires: \_\_\_\_\_

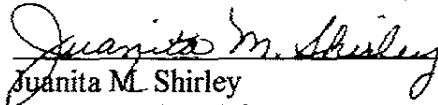


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, in the County of Glades, State of Florida, the corporation named in said articles has named Juanita M. Shirley, whose address is 3745 North State Road 29 Southwest, LaBelle, Florida 33935, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
\_\_\_\_\_  
Juanita M. Shirley  
REGISTERED AGENT

Dated this 31 day of July 2006

**CERTIFICATE OF AMENDMENT OF  
WHISPER CREEK HOMEOWNERS' ASSOCIATION, INC.**

Pursuant to Chapters 617.1006 and 617.1007, Florida Statutes. The undersigned hereby certifies that the attached Amended and Restated Articles of Incorporation for Whisper Creek Homeowners' Association, Inc. (the "Restated Articles") were duly authorized and adopted by unanimous written consent of the Board of Directors of Whisper Creek Homeowners' Association, Inc. in accordance with Section 617.0821, Florida Statutes, on July 31, 2006.

In addition, the undersigned also certifies the following:

1. The Restated Articles substantially amends the original Articles of Incorporation of Whisper Creek Homeowners' Association, Inc. filed with the Florida Secretary of State on November 8, 2005 (the "Original Articles").
2. The Restated Articles were approved by the affirmative unanimous vote of the members at a meeting of the Association, at which a quorum was present, held on July 31, 2006.
3. The duly adopted Restated Articles supersede the Original Articles and all amendments to them.

IN WITNESS WHEREOF, we have affixed our hands this 31 day of July, 2006.

Signed, sealed in the presence of:

Daniel Young  
Print Name: Daniel Young

WHISPER CREEK HOMEOWNERS'  
ASSOCIATION, INC.

Maureen C. Jordan  
Print Name: MAUREEN C. JORDAN

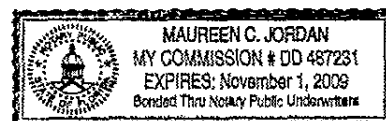
By: Juanita M. Shirley  
Juanita M. Shirley, President

STATE OF FLORIDA  
COUNTY OF HENDRY

The foregoing instrument was acknowledged before me this 31 day of July, 2006 by Juanita M. Shirley, the President of Whisper Creek Homeowners' Association, Inc., a Florida not-for-profit corporation, on behalf of said corporation, who is (X) personally known to me or who has ( ) produced \_\_\_\_\_ as identification.

[SEAL]

Maureen C. Jordan  
Notary Public  
Print Name: MAUREEN C. JORDAN  
My commission expires: \_\_\_\_\_



Articles of Amendment  
to  
Articles of Incorporation  
of

Whisper Creek Homeowners' Association, Inc.  
(Name of corporation as currently filed with the Florida Dept. of State)

#N050000011333

(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)**

SEE ATTACHED

(Attach additional pages if necessary)  
(continued)

The date of adoption of the amendment(s) was: July 31, 2006

Effective date if applicable: SAME  
(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.

Signature

Juanita M. Shirley  
(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.)

JUANITA M. SHIRLEY  
(Typed or printed name of person signing)

PRESIDENT  
(Title of person signing)

FILING FEE: \$35