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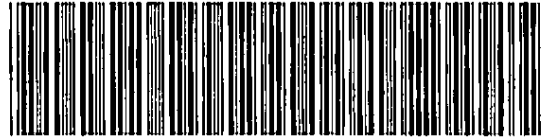
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Amended  
&  
Restated



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 31, 2018

KIM ASHTON  
VOGLER ASHTON, PLLC  
2411-A MANATEE AVE. W  
BRADENTON, FL 34205

SUBJECT: OASIS KEY HOMEOWNERS ASSOCIATION, INC.  
Ref. Number: N06000000262

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):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Susan Tallent  
Regulatory Specialist II

Letter Number: 118A00002129

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DIVISION OF CORPORATIONS



Edward Vogler II  
[edvogler@voglerashton.com](mailto:edvogler@voglerashton.com)

ATTORNEYS AT LAW  
Vogler Ashton, PLLC  
2411 -A Manatee Avenue West  
Bradenton, Florida 34205  
[www.voglerashton.com](http://www.voglerashton.com)

Kimberly Ashton  
[kimashton@voglerashton.com](mailto:kimashton@voglerashton.com)

Telephone: 941.388.9400 Facsimile: 941.866.7648

February 23, 2018

Florida Dept. of State  
Division of Corporations  
ATTN: AMENDMENT SECTION  
PO Box 6327  
Tallahassee FL 32314

RE: STATE REF. NUMBER N06000000262  
CERTIFICATE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION

Dear Div. of Corporations.

Enclosed please find the State's letter dated January 31, 2018, requesting a Certificate to accompany the Amended and Restated Articles of Incorporation for the existing Oasis Key Homeowners Association, Inc., Document # N06000000262.

The Certificate requested is now enclosed.

Please have these Articles filed of record. Please do not hesitate to contact us with questions.

Sincerely,

Kimberly Ashton

KA/mas  
Enclosures



Edward Vogler II  
[edvogler@voglerashton.com](mailto:edvogler@voglerashton.com)

ATTORNEYS AT LAW  
Vogler Ashton, PLLC  
2411 -A Manatee Avenue West  
Bradenton, Florida 34205  
[www.voglerashton.com](http://www.voglerashton.com)

Kimberly Ashton  
[kimashton@voglerashton.com](mailto:kimashton@voglerashton.com)

Telephone: 941.388.9400 Facsimile: 941.866.7648

January 24, 2018

Florida Dept. of State  
Division of Corporations  
ATTN: AMENDMENT SECTION  
PO Box 6327  
Tallahassee FL 32314

RE: AMENDED AND RESTATED ARTICLES OF INCORPORATION

Dear Div. of Corporations,

Enclosed please find the Cover Letter, Amended and Restated Articles of Incorporation for the existing Oasis Key Homeowners Association, Inc., Document # N06000000262, and a check for the \$35 filing fee.

Please note these Articles completely amend and restate all provisions of the prior Articles filed with the State, with the exception of the incorporator which has not been amended.

Please have these Articles filed of record. Please do not hesitate to contact us with questions.

Sincerely,

Kimberly Ashton

KA/mas  
Enclosures

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: OASIS KEY HOMEOWNERS ASSOCIATION, INC.

DOCUMENT NUMBER: N06000000262

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

Please return all correspondence concerning this matter to the following:

Kim Ashton

(Name of Contact Person)

Vogler Ashton, PLLC

(Firm/ Company)

2411-A Manatee Ave. W

(Address)

Bradenton, FL 34205

(City/ State and Zip Code)

mleukroth@nealcommunities.com

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

For further information concerning this matter, please call:

Kim Ashton

941

388-9400

at

(Name of Contact Person)

(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

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**CERTIFICATE**  
**BY THE**  
**OASIS KEY HOMEOWNERS ASSOCIATION, INC.,**  
**REGARDING THE AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF OASIS KEY HOMEOWNERS ASSOCIATION, INC.**

This Certificate is prepared in connection with the attached Amended and Restated Articles of Incorporation of Oasis Key Homeowners Association, Inc., a Florida not for profit corporation, (the "Restatement"), which Restatement was originally adopted October 10, 2013, by Neal Communities of Southwest Florida, LLC, the Developer and original Landowner of the Coastal Key Subdivision, and has been further adopted, ratified and confirmed by the Board of Directors of the Oasis Key Homeowners Association, Inc., (the "Board of Directors"), on January 11, 2018.

The Board of Directors states as follows:

THE RESTATEMENT WAS ADOPTED, RATIFIED AND CONFIRMED BY THE BOARD OF DIRECTORS ON JANUARY 11, 2018, AND DOES NOT CONTAIN ANY AMENDMENTS REQUIRING MEMBER APPROVAL.

IN WITNESS WHEREOF, the undersigned subscriber executed this Certificate as of the 19th day of February, 2018

**OASIS KEY HOMEOWNERS ASSOCIATION,**  
**INC., a Florida not for profit corporation**

Attest: [Signature]  
Matt Leukroth  
Its: Secretary

By: [Signature]  
Tim Oak  
Its: President

STATE OF FLORIDA  
COUNTY OF Lee

The foregoing instrument was acknowledged before me this 19th day of February, 2018, by Tim Oak, as President of the Oasis Key Homeowners Association, Inc., on behalf of the Corporation, ( ) who is personally known to me or ( ) who has produced \_\_\_\_\_ as identification.

[Signature]  
Notary Public  
My Commission Expires: 12/12/21



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CLERK OF DISTRICT COURT  
LEE COUNTY, FLORIDA

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**OASIS KEY HOMEOWNERS ASSOCIATION, INC.,**  
a Corporation Not For Profit

The Oasis Key Homeowners Association, Inc., a not for profit corporation, (the "Association"), was originally formed and established effective June 26, 1991, as State of Florida, Document No. N44161. The Association was subsequently voluntarily dissolved effective June 3, 2005. The Association was then reinstated effective January 1, 2006, as State of Florida, Document No. N06000000262, and pursuant to that certain Articles of Incorporation of Oasis Key Homeowners Association, Inc., dated December 27, 2005, as recorded as Exhibit "C" to the Declaration of Covenants and Restrictions for Oasis Key, as recorded in Official Records Instrument No. 2006000073169 (the "2006 Declaration"), in and for the Public Records of Lee County, Florida, (the "2006 Articles of Incorporation").

The undersigned, Neal Communities of Southwest Florida, LLC, ("Neal") is (i) the sole "Declarant" and "Developer" of the property described in the 2006 Articles of Incorporation, (ii) the sole Landowner of all the property described in the 2006 Articles of Incorporation, and (iii) the sole Member of the Association, all as same are described and referred to in the 2006 Articles of Incorporation. As set forth in Section 8.3, and elsewhere, of the 2006 Articles of Incorporation, Neal is empowered to and does hereby amend and restate the 2006 Articles of Incorporation, such that all provisions of the 2006 Articles of Incorporation are hereby deleted in their entirety and replaced with the provisions set forth herein this document. Notwithstanding anything to the contrary herein, nothing herein this document is intended to nor shall alter, diminish, amend, revise or effect in anyway any prior transfers, dedications or ownership of and by the Association of any and all property, including any interests in property such as by way of example, any easement, license and the like, including, but not limited to, all Common Property, Common Areas and Common Elements, as set forth in the 2006 Articles of Incorporation, the 2006 Declaration, and the following plats: (i) Lots 13, 14, 15, 16, 17, 18, 19, 46, and 47 of SEMINOLE GARDENS, according to the Plat thereof, as recorded in Plat Book 4, Page 65, of the Public Records of Lee County, Florida; and (ii) Lots 17, 18, 19, 46, & 47 of the above-referenced SEMINOLE GARDENS plat are subject to that certain re-plat entitled: OASIS KEY, *(a Replat of Lots 17, 18, 19, 46 & 47, SEMINOLE GARDENS, recorded in Plat Book 4, Page 65)*, according to the Plat thereof recorded in Official Records Instrument No. 2006000413126, of the Public Records of Lee County, Florida.

The undersigned hereby confirms the Association has been formed as a corporation not for profit under Chapter 617, Florida Statutes, and certifies as follows:

**ARTICLE I. NAME AND ADDRESS**

The name of the corporation shall be **OASIS KEY HOMEOWNERS ASSOCIATION, INC.**, a corporation not for profit. For convenience, the corporation shall herein be referred to as the "Association". The current address of the corporation's principal office shall be 27180 Bay Landing Drive, Ste. 4, Bonita Springs, Florida, 34135.

## **ARTICLE II. PURPOSE**

2.1 Purpose: The purpose for which the Association is organized is to provide an entity for the maintenance, preservation, and management of the Lots and Common Property within Coastal Key (the "Subdivision"), a subdivision located in the unincorporated area of Lee County, Florida, same to be in accordance with the "Amended and Restated: Declaration of Covenants, Conditions and Restrictions for Coastal Key", herein called the "Declaration", which is to be recorded in the Public Records of Lee County, Florida, as same may be amended as provided for therein.

2.2 Distribution of Income: The Association shall make no distribution of income to its members, directors, or officers.

## **ARTICLE III. POWERS**

3.1 Common Law and Statutory Powers: The Association shall have all of the common law and statutory powers of a corporation not for profit, which powers are not in conflict with the terms of these Articles of Incorporation, the Declaration, or the Purposes of the Association as described in Paragraph 2.1 above.

3.2 Specific Powers. The Association shall have all of the powers and duties set forth in the Declaration, as amended from time to time, except as validly limited by these Articles and by said Declaration, and all of the powers and duties reasonably necessary to own and/or operate the Common Property of the Subdivision pursuant to said Declaration and to perform the maintenance, administration, managerial and other functions for the Subdivision as provided in said Declaration, as it may be amended from time to time, including, but not limited to the following:

- (a) To make and collect Assessments against Members as Lot Owners to defray the cost of Common Expenses of the Subdivision as provided in the Declaration.
- (b) To use the proceeds of Assessments in the exercise of its powers and duties.
- (c) To accept, hold title to, own, purchase, acquire, replace, improve, manage, maintain, sell, convey and administer the use of the Common Property of the Subdivision in accordance with the Declaration.
- (d) To purchase insurance upon the Common Property, and for the protection of the Association and its Members.
- (e) To reconstruct improvements to the Common Property after casualties and further to improve the Common Property in accordance with the Declaration.
- (f) To adopt and amend reasonable rules and regulations respecting the use of the Common Property in accordance with the Declaration.
- (g) To enforce by legal means against an Owner as defined in the Declaration, the provisions of the Declaration, the By-Laws of the Association and rules and regulations duly adopted by the Association.



- (h) To furnish or otherwise provide for private security, fire protection or such other services as the Board in its discretion determines necessary or appropriate.
- (i) To pay any real and personal property taxes and other charges assessed against the Common Property unless same are separately assessed to the Owners.
- (j) To obtain all required utility and other services for the Common Property.
- (k) To maintain architectural control over the Subdivision in accordance with the Declaration.
- (l) To operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas, unless same are maintained by another entity.
- (m) To exercise such further authority as may be reasonably necessary to carry out each and every of the obligations of the Association set forth in the Declaration, these Articles or the By-Laws.
- (n) Sue and be sued, as set forth in the Declaration.

3.3 Assets Held in Trust: All funds and the title of all properties acquired by the Association and the proceeds thereof shall be held in trust for the Members, in accordance with the provisions of the Declaration, these Articles of Incorporation and the By-Laws of the Association. Upon the dissolution or winding up of this Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Association shall be distributed pro-rata among all Members, or, alternatively, upon the affirmative vote of two thirds (2/3) of the Owners of Lots in the Subdivision, the assets of the Association may be conveyed or dedicated to (i) a public body willing to accept such assets; or (ii) a not for profit organization located in Lee County, Florida, or the one closest to the Association, if none are located in Lee County, having the same or similar purposes; provided that in the event of the dissolution of the Association, the property consisting of the surface water management system of the Subdivision shall be conveyed to an appropriate agency of local government, and if not accepted, the surface water management system shall be dedicated to a similar non-profit corporation.

3.4 Limitation on Exercise of Powers: The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the laws of the State of Florida, the Declaration, these Articles and the By-Laws of the Association.

#### **ARTICLE IV. MEMBERS**

4.1 Members: The Members of the Association shall consist of all of the record Owners of Lots in the Subdivision subject to the Declaration and operated hereby.

4.2 Change of Membership: Change of membership in the Association shall be established by the recording in the Public Records of Lee County, Florida, of a deed or other instrument establishing a change of record title to a Lot in the Subdivision. A copy of such instrument shall be delivered to the Association. The Owner designated in such instrument shall

thereupon become a member of the Association and the membership of the prior owner shall thereupon be terminated, as provided in the By-Laws.

4.3 Limitation on a Transfer of Shares of Assets: The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Member's Lot.

4.4 Voting: Subject to the provisions of Section 3.02 of the Declaration and any other provision of the Declaration of or concerning voting, the Owner of each Lot shall be entitled to one vote as a member of the Association, provided, however, that the Declarant shall, during development, be entitled to the number of votes as provided in the Declaration, which votes may be apportioned to successor developers, or partial successor developers, as provided in the Declaration. The manner of exercising voting rights shall be determined by the By-Laws of the Association. Subject to the provisions of Section 3.02 of the Declaration, Owners owning more than one Lot shall be entitled to one vote for each Lot owned.

#### **ARTICLE V. DIRECTORS**

5.1 Board of Directors: The affairs of the Association shall be managed by a Board of Directors consisting of an odd number of Members determined from time to time in accordance with the By-Laws. In no event shall the Board of Directors consist of fewer than three (3) directors. Directors shall be Members of the Association except as otherwise provided herein or in the Declaration.

5.2 Election of Directors: Directors of the Association shall be elected at the annual meeting of the Members, in the manner provided by the By-Laws. Directors may be removed and vacancies on the Maser Board shall be filled in the manner provided by the By-Laws.

5.3 Current Board of Directors: The names and addresses of the current Board of Directors, who have been selected by the Declarant and Landowner and who shall serve until their successors are elected and have qualified or until they resign or are removed, are as follows:

Tim Oak  
27180 Bay Landing Drive, Ste. 4  
Bonita Springs, Florida, 34135

John Heitmann  
27180 Bay Landing Drive, Ste. 4  
Bonita Springs, Florida, 34135

Matt Leukroth  
27180 Bay Landing Drive, Ste. 4  
Bonita Springs, Florida, 34135

The current Board of Directors designated by Declarant herein, and any directors subsequently designated or appointed or elected by Declarant need not be members of the Association. All other Board members shall be Members of the Association.

## **ARTICLE VI. OFFICERS**

6.1 Officers: The affairs of the Association shall be administered by a President, Vice President, Secretary, Treasurer and such other officers as may from time to time be created by the Board of Directors as permitted by the By-Laws. Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association and shall serve at the pleasure of the Maser Board. Offices may be combined as provided in the By-Laws. The names and addresses of the officers who shall serve until their successors are designated by the Maser Board of Directors are as follows:

Tim Oak, President  
27180 Bay Landing Drive, Ste. 4  
Bonita Springs, Florida, 34135

John Heitmann, Vice President  
27180 Bay Landing Drive, Ste. 4  
Bonita Springs, Florida, 34135

Matt Leukroth, Secretary / Treasurer  
27180 Bay Landing Drive, Ste. 4  
Bonita Springs, Florida, 34135

## **ARTICLE VII. INDEMNIFICATION**

7.1 Indemnification: Every director and every officer of the Association shall be indemnified by the Association against all expense and liabilities, including legal fees, reasonably incurred by, or imposed upon him in connection with any proceeding or the settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful and wanton misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

7.2 Insurance: The Board of Directors of the Association may purchase liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Members of the Association as part of the common expenses.

## **ARTICLE VIII. BY-LAWS**

8.1 By-Laws or By-Laws: The By-Laws of the Association shall be adopted by the Board of Directors, and may be altered, amended or rescinded by a majority of the Board, except as otherwise may be provided by the By-Laws and the Declaration.

#### **ARTICLE IX. AMENDMENTS**

9.1 Amendments: These Articles may be altered, amended or modified upon the affirmative vote of the owners of two thirds (2/3) of the Lots in the Subdivision. Provided, however, that these Articles may be altered, amended or modified by Declarant, or its Successor as such Declarant, during the time that Declarant has the right to and does control the Association in accordance with the Declaration without the prior approval or consent of any Owners. Amendments may be proposed by resolution of the Board of Directors or by the owners of any three (3) Lots. Provided, however, that no amendment affecting the Declarant, or its successors or assigns as the developer of the Subdivision, as defined in the Declaration, shall be effective without the prior written consent of the Declarant, its successors or assigns as such Declarant. Provided, further, that no amendment shall make any change in the qualification for membership nor the voting rights of Members without the approval of all Members. No amendment shall be made which is in conflict with the Declaration.

#### **ARTICLE X. EXISTENCE**

10.1 Term: The term of the Association shall be perpetual; provided, however, in the event that the Association is ever dissolved, the control or right of access to the Subdivision property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

#### **ARTICLE XI. INCORPORATOR**

11.1 Original Incorporator shall be the same as that set forth in the 2006 Articles of Incorporation.

#### **ARTICLE XII. REGISTERED OFFICE AND AGENT**

12.1 Registered Office and Agent: The Association hereby appoints Vesta Property Services, Inc., whose address is 27180 Bay Landing Drive, Ste. 4, Bonita Springs, Florida, 34135, as its Resident Agent under the Laws of Florida. By affixing its signature hereto, the said Registered Agent does hereby accept said designation and appointment, and the office of the Resident Agent shall be at said address.

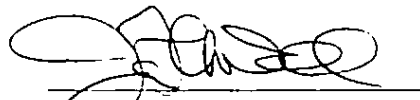
**ACCEPTANCE BY REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as Registered Agent.

**Vesta Property Services, Inc., a Florida corporation**

By: \_\_\_\_\_

Its: \_\_\_\_\_

  
V.P. Sarraf

IN WITNESS WHEREOF, the undersigned subscriber executed these Amended and Restated Articles of Incorporation as of the 11 day of January, 2018.

**OASIS KEY HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation**

Attest: \_\_\_\_\_

Matt Leukroth

Its: \_\_\_\_\_

Secretary

By: \_\_\_\_\_

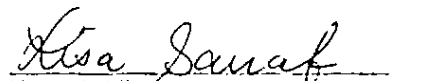
Tim Oak

Its: \_\_\_\_\_

President

STATE OF FLORIDA  
COUNTY OF Lee

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of January, 2018, by Tim Oak, as President of the Oasis Key Homeowners Association, Inc., on behalf of the Corporation, ( ☒ ) who is personally known to me or ( ☐ ) who has produced \_\_\_\_\_ as identification.

  
Notary Public  
My Commission Expires: 1/30/2021

