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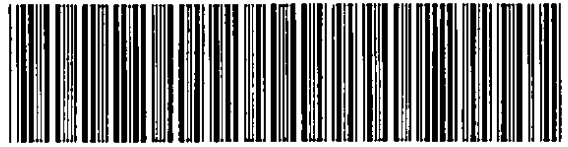
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ROBERT E. MURRELL, B.C.S.
RMURRELL@THEMURRELLFIRM.COM

June 16, 2021

J. TODD MURRELL
TMURRELL@THEMURRELLFIRM.COM

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of Countryside Commons Master Owner's Association, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Amended and Restated Articles of Incorporation for the above referenced Association to be filed with your office. Please return a certified copy of the Articles of Incorporation to our office at your earliest convenience. Also enclosed is a check in the amount of \$43.75 for filing fees.

Thank you for your assistance in this matter.

Sincerely,
THE MURRELL LAW FIRM, P. A.

Teresa Murrell
For the Firm

Enclosures

**NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION.
FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION.**

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COUNTRYSIDE COMMONS MASTER OWNER'S ASSOCIATION, INC.**

Pursuant to Section 617.1007, Florida Statutes, these Articles of Incorporation of Countryside Commons Master Owner's Association, Inc., a Florida corporation not for profit which was originally incorporated under the same name on February 14, 2006, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1002, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments, adopted pursuant to Section 617.1002, Florida Statutes, and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Countryside Commons Master Owner's Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation is Countryside Commons Master Owner's Association, Inc., sometimes hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE: The principal office of the corporation shall be at 1164 Goodlette Road, Naples, FL 34102.

ARTICLE III

PURPOSE AND POWERS: This Association will not permit pecuniary gain or profit nor distribution of its income to its members, officers or Directors. It is a nonprofit corporation formed for the purpose of establishing a nonresidential, commercial community association which, subject to the Declaration of Covenants, Conditions and Restrictions for Countryside Commons, originally recorded in the Public Records of Collier County, Florida, on March 8, 2006 at O.R. Book 3995 at Page 1151 *et seq.*, has the powers described herein. The Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles, the Bylaws of the corporation, and with said Amended and Restated Declaration for Countryside Commons, now known as the Declaration, and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a nonresidential community, subject to said recorded Declaration, as it may from time to time be amended, including but not limited to the power:

(A) To fix, levy, collect and enforce payment by any lawful means all charges, assessments, or liens pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and

other expenses incident to the conduct of the business of the corporation, including all license fees, taxes or governmental charges levied or imposed against the property or the corporation:

(B) To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and Lots and the operation of the Association;

(C) To sue and be sued, and to enforce the provisions of the Declaration, these Articles, and the Bylaws of the Association;

(D) To contract for the management and maintenance of the Common Areas and the water management system and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association;

(E) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Properties;

(F) To dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Board;

(G) To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(H) To maintain, repair, replace and provide insurance if necessary for the Common Areas.

(I) To acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the corporation, the power to acquire personal property or parcels shall be exercised by the Board of Directors.

(J) To exercise any and all powers, rights and privileges which a corporation organized under Chapter 617 of Florida Statutes may now or hereafter have or exercise; subject always to the Declaration and Bylaws as amended from time to time; and All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and Voting Rights shall be as set forth in the Declaration and Bylaws of the Association.

ARTICLE V

TERM; DISSOLUTION: The term of the Association shall be perpetual. The Association may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3rds) of the voting interests. Upon dissolution of the Association, other than incident to a merger or consolidation, its assets, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to

those for which this Association was formed. In the event there is a refusal to accept such Declaration, then such assets shall be granted, conveyed and assigned to any not for profit corporation, association, trust or other organization which is devoted to purposes similar to those of this Association.

ARTICLE VI

SURFACE WATER MANAGEMENT SYSTEM: It is the intention that the Association shall have perpetual existence; however, if the Association elects to dissolve, it will only do so after the maintenance of the property consisting of the surface water management system has become the responsibility of an appropriate agency of local government, and if not accepted, then when the surface water management system has been dedicated to a similar non-profit corporation

ARTICLE VII

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

ARTICLE VIII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

(A) **Proposal.** Amendments to these Articles shall be proposed by a majority of the Board or upon petition of one-fourth (1/4) of the voting interests, and shall be submitted to a vote of the members not later than the next annual meeting.

(B) **Vote Required.** Except as otherwise required by Florida law, these Articles of Incorporation may be amended if the proposed amendment is approved by at least two-thirds (2/3rds) of the Voting Interests who are present and voting, in person or by proxy, at any annual or special meeting, or by a majority of the Voting Interests in writing without a meeting, provided that notice of any proposed amendment has been given to the Members of the Association, and that the notice contains a fair statement of the proposed amendment.

(C) **Effective Date.** An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida with the same formalities as are required in the Declaration for recording amendments to the Declaration.

ARTICLE IX

DIRECTORS AND OFFICERS:

(A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, and in the absence of such determination shall consist of three (3) Directors.

(B) Directors of the Association 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 Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLE X

INDEMNIFICATION:

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not apply to:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.
- (D) Wrongful conduct by Directors or officers, in a proceeding brought by or on behalf of the Association.

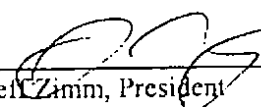
In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to, and not exclusive of all other rights to which a Director or officer may be entitled.

CERTIFICATE

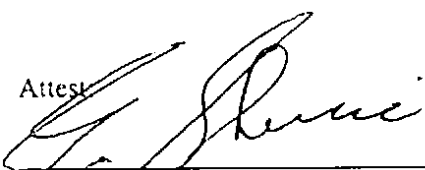
The undersigned, being the duly elected and acting President of Countryside Commons Master Owner's Association, Inc., hereby certifies that the foregoing Amended and Restated Articles of Incorporation were approved by a majority vote of the voting interests cast at a meeting of the members held on April 19, 2021, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said vote was sufficient for their amendment.

Executed this 16 ^{June} day of ~~May~~, 2021.

COUNTRYSIDE COMMONS MASTER OWNER'S ASSOCIATION, INC.


Jeff Zimm, President
6400 Davis Blvd., Box 5
Naples, FL 34104

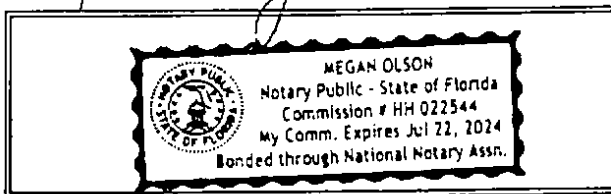
Attest:


Ed Shamasi, Secretary


(SEAL)

STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed to before me this 16 ^{June} day of ~~May~~, 2021 by Jeff Zimm, as President of Countryside Commons Master Owner's Association, Inc., a Florida corporation not for profit, on behalf of the corporation by means of [] physical presence or [] online notarization. He is personally known to me or did produce personally known as id entification.

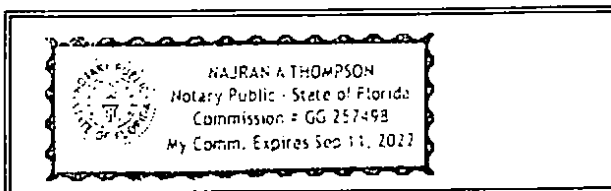


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Notary Public) (Affix Notarial Seal)

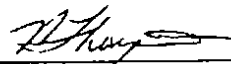

Signature of Notary Public

STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed to before me this 16th day of May, 2021 by Ed Shamasi, as Secretary of Countryside Commons Master Owner's Association, Inc., a Florida corporation not for profit, on behalf of the corporation by means of [x] physical presence or [] online notarization. He is personally known to me or did produce FL Drivers License as id entification.



(Print, Type or Stamp Commissioned Name of
Notary Public) (Affix Notarial Seal)


Signature of Notary Public

This instrument prepared by Robert E. Murrell, B.C.S., The Murrell Law Firm, P.A., 1044 Castello Drive, Suite 106, Naples, FL 34103.

ARTICLES OF INCORPORATION

PAGE 6

EXHIBIT "C"