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October 7, 2014

FLORIDA DEPARTMENT OF STATE

ARTESIA NAPLES MASTER ASSOCIATION, INC. Division of Corporations
C/O CASTLE MANAGEMENT
PO BOX 559009
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SUBJECT: ARTESIA NAPLES MASTER ASSOCIATION, INC.
REF: NO6000003298

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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Irene Albritton FAX Aud. #: H14000233955
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ARTESIA NAPLES MASTER ASSOCIATION, INC.
(A Corporation Not for Profit)**

Document No. N06000003298

These Amended and Restated Articles of Incorporation of Artesia Naples Master Association, Inc., a Florida not for profit corporation, dated as of October 1st 2014, are being duly executed and filed by Mary Jo Locasio, its President, to amend and restate the Master Association's original articles of incorporation, which were filed on March 23, 2006. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

ARTICLE I: NAME AND LOCATION

The name of this corporation shall be **ARTESIA NAPLES MASTER ASSOCIATION, INC.** (hereinafter referred to as the "Master Association"), and its office for the transaction of its affairs shall be 24301 Walden Center Drive, Bonita Springs, Florida 34134, and the Registered Agent at that address is Vivien N. Hastings.

ARTICLE II: PURPOSES

The Master Association does not contemplate pecuniary gain or profit to the Members thereof, and no distribution of income to its Members, directors or officers shall be made, except that nothing herein shall prevent the Master Association from compensating persons who may be Members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Master Association in furtherance of one or more of its purposes. The general purpose of this Master Association is to promote the common interests of the property owners in Artesia Naples (hereinafter referred to as the "Community"), and the specific purpose is to perform the functions of the Master Association contemplated in the Amended and Restated Master Declaration for the Community recorded in the public records of Collier County, Florida (hereinafter referred to as the "Declaration"), as the same may in the future be amended, which purposes shall include but not be limited to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Subdivision Association as set forth in the Declaration;
- (b) Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Declaration;
- (c) Own and convey property;
- (d) Establish rules and regulations;
- (e) Sue and be sued;
- (f) To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Master Association;
- (g) Maintain, repair and replace Common Properties as contemplated by the Declaration, and to enter into contracts for the provision of services to maintain and operate the Common Properties; and
- (h) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida.

ARTICLE III: MEMBERSHIP AND VOTING RIGHTS

A. **Eligibility.** Every person, whether an individual, corporation or other entity, who is the record owner of a Parcel that is subject to Assessment pursuant to the Declaration shall become a

Member of the Master Association upon the recording of the instrument of conveyance. If title to a Parcel is held by more than one person, each such person shall be a Member. An Owner of more than one Parcel is entitled to membership for each Parcel owned. No person other than an Owner may be a Member of the Master Association, and a membership in the Master Association may not be transferred except by the transfer of title to a Parcel; provided, however, the foregoing does not prohibit the assignment of membership and voting rights by an Owner who is a contract seller to such Homeowner's vendee in possession.

If more than one person owns a fee interest in any Parcel, all such persons are Members, but there may be only one vote cast with respect to such Parcel. Such vote may be exercised as the co-owners determine among themselves, but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file a certificate with the secretary of the Master Association naming the voting co-owner entitled to vote at such meeting, unless such co-owners have filed a general voting certificate with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, no separate certificate shall be necessary if title to any Parcel is held in a tenancy by the entireties, and in such event either tenant is entitled to cast the vote for such Parcel unless and until the Master Association is notified otherwise in writing by such co-tenants by the entireties.

B. Classes of Membership and Voting; Transfer of Control. The Master Association shall have 2 classes of voting membership: Class A and Class B. So long as there is Class B membership, Class A Members shall be all persons owning record title to the Parcels of the Community ("Homeowners") except Declarant. All Class B memberships shall belong to Declarant. Upon termination of Class B membership as provided below, Class A Members shall be all Homeowners, including Declarant so long as such Declarant is an Owner. Voting shall be accomplished in accordance with the schedule set forth in Exhibit F to the Declaration. There shall be no cumulative voting for Directors or any other matters.

Until such time as Class B membership is terminated, Declarant shall be entitled to solely appoint all members of the Board; provided that Members other than Declarant are entitled to elect at least one member of the Board if 50% percent of the Parcels in all phases of the Community which will ultimately be operated by the Master Association have been conveyed to Members. The Class B membership will terminate and convert automatically to Class A membership, and Transfer of Control of the Master Association for the Members other than Declarant shall occur, when the earlier of the following events occurs: (a) 3 months after 90% of the Lots in all portions of the Community which are or may be ultimately subject to governance by the Master Association have been conveyed to third party Homeowners; (b) upon Declarant abandoning or deserting its responsibility to maintain and complete the amenities or infrastructure as disclosed in the Governing Documents (there is a rebuttable presumption that Declarant has abandoned and deserted the Property if Declarant has unpaid Assessments or guaranteed amounts under Section 720.308 of the Act for a period of more than 2 years); (c) upon Declarant filing a petition seeking protection under chapter 7 of the federal Bankruptcy Code; (d) upon Declarant losing title to the Property through a foreclosure action or the transfer of a deed in lieu of foreclosure, unless the successor owner has accepted an assignment of developer rights and responsibilities first arising after the date of such assignment; (e) upon a receiver for Declarant being appointed by a circuit court and not being discharged within 30 days after such appointment, unless the court determines within 30 days after such appointment that transfer of control would be detrimental to the Master Association or its members; or (f) when Declarant waives its rights to Class B membership, which waiver shall be evidenced by the recording of a certificate to such effect in the public records of Collier County, Florida. Subsequent to Transfer of Control, Declarant shall be entitled to elect at least one member of the Board (and in fact shall be entitled to elect all members of the Board which will constitute one less than a majority of the members of the Board) as long as Declarant holds for sale in the ordinary course of business at least 5% of the Lots, Units or Parcels that may be constructed in all phases of the Community that will ultimately be operated by the Master Association.

Upon termination of Class B membership, all provisions of the Declaration, Articles of Incorporation, or By-Laws referring to Class B membership will be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

C. Transferability. Each membership is appurtenant to the Lot, Unit or Parcel upon which it is based and is transferred automatically by conveyance of title to that Lot, Unit or Parcel whether or not mention thereof is made in such conveyance of title.

ARTICLE IV: TERM OF EXISTENCE

The Master Association shall have perpetual existence. In the event the Master Association is dissolved, the Master Association shall ensure that the maintenance of the Surface Water Drainage and Management System, is delegated, transferred or assigned to a similar not-for-profit corporation.

ARTICLE V: MANAGEMENT

The affairs of the Master Association shall be managed by its Board of Directors, which shall consist of not less than 3 nor more than 7 individuals, the precise number to be fixed in the By-Laws or by the Board of Directors from time to time. Directors shall be elected for one year terms by the Members at the annual Members' meeting, to be held as scheduled by the Board of Directors in the last quarter of each fiscal year in the manner prescribed in the By-Laws, and shall hold office until their respective successors are duly elected and qualified; provided, however, that Declarant shall be entitled to solely appoint all members of the Board of Directors prior to Transfer of Control. The Board shall elect a President, a Vice President, and a Secretary-Treasurer, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Master Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be Members of the Master Association except with respect to those who are elected by Declarant. Any individual may hold 2 or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Master Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Master Association.

ARTICLE VI: OFFICERS

The names of the officers who are currently serving until their successors are elected under the provisions of these Articles of Incorporation and the By-Laws are the following:

Mary Jo Locasio	President
David Caldwell	Vice President
Michele Harrison	Secretary-Treasurer

ARTICLE VII: BOARD OF DIRECTORS

The number of persons constituting the current Board of Directors of the Master Association is three (3) and the names and addresses of the members of such current Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the By-Laws, are the following:

Mary Jo Locasio	24301 Walden Center Drive Bonita Springs, Florida 34134
David Caldwell	24301 Walden Center Drive Bonita Springs, Florida 34134
Michele Harrison	24301 Walden Center Drive Bonita Springs, Florida 3413

ARTICLE VIII: BY-LAWS

The Amended and Restated By-Laws of the Master Association have been adopted by the current Board of Directors, as named in Article VII above. Hereinafter, the By-Laws may be altered, amended, or rescinded only in the manner provided in the By-Laws.

ARTICLE IX: AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and, if Members have been admitted, directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting. If no Members have been admitted, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by Members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member of Record (as defined in the By-Laws) entitled to vote thereon within the time and in the manner provided by Florida Statutes for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving both the affirmative vote of a majority of the voting interests of Members of each class eligible to vote thereon.

Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

Notwithstanding the foregoing, (a) no amendment to the By-Laws shall be valid which affects any of the rights and privileges provided to Declarant without the written consent of Declarant as long as Declarant shall own any Lots, Units or Parcels in the Community, and (b) no amendment which will affect any aspect of the surface water management system located on the Property shall be effective without the prior written approval of the South Florida Water Management District.

ARTICLE X: REGISTERED OFFICE AND AGENT

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Registered Agent for service of process upon the Master Association is:

Vivien N. Hastings
24301 Walden Center Drive
Bonita Springs, Florida 34134

The preceding address is also the address of the registered office of the Master Association.

Oct. 8, 2014 9:40AM

No. 1220 P. 7

H140002339553

ACKNOWLEDGEMENT OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for Artesia Naples Master Association, Inc., hereby accepts and confirms the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties and is familiar with and accepts the obligations of her position as registered agent.



Vivien N. Hastings

Oct. 8. 2014 9:40AM

No. 1220 P. 8

H140002339553

CERTIFICATE OF AMENDMENT

Pursuant to Section 617.1007, Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Artesia Naples Master Association, Inc. (1) were approved by the directors on 9/23, 2014, and (2) the number of votes cast by the Members of the Association for such amendments was sufficient for approval, all in accordance with the requirements of Article VII of the original Articles of Incorporation of Artesia Naples Master Association, Inc.

Dated this 1st day of October, 2014.

WITNESSES:

Artesia Naples Master Association, Inc., a Florida not-for-profit corporation

Name: Ledia Metaj
Print Name: LEDIA METAJ

By: Mary Jo Locasio
Mary Jo Locasio, President

Name: Mary Slook
Print Name: Mary Slook

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF Lee

The foregoing instrument was acknowledged before me this 1st day of October, 2014, by Mary Jo Locasio, as President of Artesia Naples Master Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. She is personally known to me or has provided _____ as identification.

My Commission Expires:

(AFFIX NOTARY SEAL)

Ledia Metaj
(Signature)

Name: LEDIA METAJ
(Legibly Printed or Typed)
Notary Public, State of Florida

FF 051798

(Commission Number, if any)

