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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
PORTICO MASTER PROPERTY OWNERS ASSOCIATION, INC.  
N06000010159**

**(A Florida Corporation Not for Profit)**

These Amended and Restated Articles of Incorporation of Portico Master Property Owners Association, Inc., a Florida not for profit corporation, dated as of January 13, 2017, are being duly executed and filed by David Caldwell, its President, to amend and restate the Master Association's original articles of incorporation, which were filed on September 27, 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 is PORTICO MASTER PROPERTY OWNERS ASSOCIATION INC. (hereinafter referred to as the "Master Association"), and the office for the transaction of its affairs is 24301 Walden Center Drive, Bonita Springs, Florida 34134, and the Registered Agent at that address is Vivien N. Hastings.

**ARTICLE II. PURPOSES**

This 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 Portico (hereinafter referred to as the "Community"), and the specific purpose is to perform the functions of the Master Association contemplated in the Master Declaration for the Community recorded in the public records of Lee County, Florida (hereinafter referred to as the "Master 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 Master Association as set forth in the Master Declaration;
- (b) Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Master 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 Master 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.

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**ARTICLE III. MEMBERSHIP AND VOTING RIGHTS**

A. **Eligibility.** Every person, whether an individual, corporation or other entity, who is the record owner of a Lot, Unit or Parcel that is subject to Assessment pursuant to the Master Declaration shall become a Member of the Master Association upon the recording of the instrument of conveyance. If title to a Lot, Unit or Parcel is held by more than one person, each such person shall be a Member. An Owner of more than one Lot, Unit or Parcel is entitled to membership for each Lot, Unit or 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 Owner's vendee in possession.

If more than one person owns a fee interest in any Lot, Unit or Parcel, all such persons are Members, but there may be only one vote cast with respect to such Lot, Unit or 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 Lot, Unit or Parcel is held in a tenancy by the entireties, and in such event either tenant is entitled to cast the vote for such Lot, Unit or 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 3 classes of voting membership - Class A, Class B, and Class C. So long as there is Class B membership, Class A Members shall be all persons owning record title to the Lot, Unit or Parcel of the Community except Declarant. All Class B memberships shall belong to Declarant. The Class C Member shall be the Amenities Owner. Upon termination of Class B membership as provided below, Class A Members shall be all Owners, including Declarant so long as such Declarant is an Owner. Voting shall be accomplished in accordance with the By-Laws. There shall be no cumulative voting for Directors or any other matters.

Class B membership shall cease to exist and shall be deemed to be converted into Class A membership upon the earlier of (a) a triggering event contained in Section 720.307(1) of the Act, or (b) the date that Declarant waives in writing its right to Class B membership, which waiver shall be evidenced by the recording of a certificate to such effect in the public records of the County. Upon termination of Class B membership, all provisions of the Master Declaration, the Amended and Restated Articles of Incorporation, or the Amended and Restated 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 that the Master Association is dissolved, the Master Association shall ensure that the maintenance of the surface water 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

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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.

Notwithstanding the foregoing, the Class B Members shall have the right to elect all Directors as long as there shall be Class B membership, except that Class A Members shall be entitled to elect at least one member of the Board of Directors (but not a majority of the directors until Transfer of Control has occurred) if 50% of the Lots, Units or Parcels in all phases of the Community which will ultimately be operated by the Master Association have been conveyed to the Class A Members.

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

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

David Caldwell	President
Rhonda Brewer	Vice President
Barry Ernst	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 Amended and Restated Articles of Incorporation and the Amended and Restated By-Laws, are the following:

David Caldwell	24301 Walden Center Drive Bonita Springs, Florida 34134
Rhonda Brewer	24301 Walden Center Drive Bonita Springs, Florida 34134
Barry Ernst	24301 Walden Center Drive Bonita Springs, Florida 34134

#### **ARTICLE VIII. AMENDED AND RESTATED 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**

Prior to Transfer of Control, amendments to these Amended and Restated Articles of Incorporation shall be adopted by the Board of Directors without any requirement or necessity for a vote of the Master Association membership or for consent by any party, except as may be otherwise specifically required herein or by applicable law. Subsequent to Transfer of Control, amendments to these Amended and Restated 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.

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(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 the affirmative vote of (1) a majority of the votes of the Class A Members, (2) the Class B Member, and (3) the Class C Member.

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 these Amended and Restated Articles of Incorporation 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 Drainage and Management System located on the Property shall be effective without the prior written approval of SFWMD.

#### **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.

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**CERTIFICATE OF AMENDMENT**

Pursuant to Section 617.1007, Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Portico Master Property Owners Association, Inc. (1) were approved by the directors on January 12, 2017, 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 the original Articles of Incorporation of Portico Master Property Owners Association, Inc.

Dated this 13<sup>th</sup> day of January, 2017.

**WITNESSES:**

Portico Master Property Owners Association, Inc., a Florida not-for-profit corporation

Name: [Signature]  
Print Name: Nico Swartz

By: [Signature]  
David Caldwell, President

Name: [Signature]  
Print Name: LEDIA METAJ

(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of January, 2017, by David Caldwell, as President of Portico Master Property Owners Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He ☒ is personally known to me or ☐ has provided \_\_\_\_\_ as identification.

My Commission Expires:  
(AFFIX NOTARY SEAL)

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



(Commission Number, if any)

**ACKNOWLEDGEMENT OF DESIGNATION AS REGISTERED AGENT**

The undersigned, having been named as registered agent and to accept service of process for Portico Master Property Owners 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.

[Signature]  
Vivien N. Hastings