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WOODCREST PROPERTY OWNERS' ASSOCIATION, INC.

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PLEASE DELIVER TO:

NAME	FIRM	FACSIMILE #:	CONFIRMATION #.
1. Division of Corporations	Florida Dept. of State	850-617-6380	
RE: Woodcrest Property Owners' Association, Inc.			
Fax Audit No. H080000119193			

Comments:

Please file the attached regarding the above-referenced non-profit corporation:

1. Amended and Restated Articles of Incorporation.

We have requested a certificate of status and a certified copy of same.

Thank you.

From: W. Jeffrey Cecil, Esq. Phone No. 239-593-2950

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WOODCREST PROPERTY OWNERS' ASSOCIATION, INC.

In compliance with the requirements of Section 617.1007 of the Florida Not-For-Profit Corporation Act, the undersigned does hereby certify the adoption of the following Amended and Restated Articles of Incorporation and approval of change of name for Woodcrest Property Owners' Association, Inc., a Florida corporation not-for-profit having charter number N07000002015 at the Florida Department of State.

ARTICLE I
Corporate Name

The name of the corporation is LEGACY LAKES PROPERTY OWNERS' ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II
Address

The initial mailing address of the Association shall be 11145 Tamiami Trail, East, Naples, Florida 34113. The principal office of the Association shall be located at the mailing address or at such other place located in Florida as may be subsequently designated by the Board of Directors of the Association, but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

ARTICLE III
Purpose and Powers of the Association

The specific purposes for which this Association is formed are to provide for maintenance, preservation and architectural control of the Lots, Improvements and Common Areas, according to the provisions of the Declaration and to promote the health, safety and welfare of the residents within the Development and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

The Association is organized and shall exist upon a non-stock basis as a not-for-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the powers and duties reasonably necessary to operate the Development pursuant to the Declaration as it may hereafter be amended including, but not limited to, the following:

3.1 To exercise all of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida that are not in conflict with the terms of Chapter 720, Florida Statutes, the Declaration, these Articles of Incorporation or the Bylaws of the Association.

3.2 To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, recorded or to be recorded in the Public Records of Collier County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth in its entirety.

3.3 To fix, levy, collect and enforce payment by any lawful means, all charges or assessments against all Members of the Association pursuant to the terms of the Declaration, to pay or defray all costs, expenses and losses of the Association in connection with the exercise of its powers and duties, as well as all other expenses incident to the conduct of the business of Association, including, but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association.

3.4 To own, lease, maintain, repair, replace or operate the property of the Association.

3.5 To purchase insurance upon the property of the Association and insurance for the protection of the Association and its Members.

3.6 To reconstruct improvements after casualty and to make further improvements upon the property of the Association.

3.7 To sue and be sued, and to enforce by legal means the provisions of the Declaration, these Articles of Incorporation and Bylaws of the Association, and the rules and regulations, if any, adopted pursuant thereto.

3.8 To employ accountants, attorneys, architects, or other personnel to perform the services required for proper operation of the Association.

3.9 To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association, including property or facilities that may not be contiguous to the community, if they are intended to provide enjoyment, recreation or other use or benefit to the Members of the Association.

3.10 To contract for the management and maintenance of the Association property, and any corresponding infrastructure, 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.

3.11 To borrow or raise money for any purposes of the Association; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment of any thereof, and of the interest therein, by mortgage pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association.

3.12 Where its Members do not fulfill such responsibilities, to be responsible in perpetuity for maintenance of the conservation areas, i.e., all preserved, restored, or created

wetlands areas and uplands buffer zones described on the recorded plat of Legacy Lakes; and to take action against Members, if necessary, to enforce the conditions of any conservation easements and permits issued by the South Florida Water Management District for the Development.

3.13 Where its Members do not fulfill such responsibilities, to be the responsible entity to operate and maintain any surface water management systems permitted by the South Florida Water Management District, including but not limited to, all lakes, retention areas, culverts and related appurtenances in the Development.

Except as provided herein, all funds and 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**

4.1 Membership Generally: No person except an Owner or Declarant, as such terms are defined in the Declaration, is entitled to membership in the Association, and all Owners and Declarant regardless of whether a Declarant is also an Owner, shall be Members of the Association, as provided in this Article.

4.2 Every Owner who holds record title to a Lot shall be a Member of the Association. Each membership shall be appurtenant to a Lot and shall be transferred automatically by a conveyance of record title to such Lot. An Owner of more than one Lot is entitled to one (1) membership for each Lot to which such Owner holds record title. If more than one person holds an interest in any Lot, all such persons shall be Members; provided however, that only one (1) vote shall be cast with respect to any one Lot. No person other than an Owner may be a Member of the Association, and membership may not be transferred except by a transfer of record title to the Lot to which it is appurtenant.

ARTICLE V **Voting Rights**

All Members shall be entitled to one (1) vote for each Lot owned. If more than one person holds record title to a Lot, there shall be only one (1) vote cast with respect to such Lot, exercised as described in the Bylaws.

ARTICLE VI **Board of Directors**

The affairs of this Association shall be managed and governed by a Board of Directors consisting of at least three (3) directors. The number of directors of the Association shall initially be three (3), but the number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Samuel J. Durso, M.D.
11145 Tamiami Trail East
Naples, FL 34113

Mary Ann Durso
11145 Tamiami Trail East
Naples, FL 34113

Nick Kouloheras
11145 Tamiami Trail East
Naples, FL 34113

The Declarant shall have the right to designate as many members of the Board of Directors for so long as permitted by Chapter 720, Florida Statutes, and the Declaration. Notwithstanding the foregoing, the Declarant shall be entitled at any time to waive in writing its rights hereunder, and to transfer control of the Association to the owners prior to the times required by law. After Turnover, the Declarant shall, within the time required by law and in a manner to be provided in the By-Laws, relinquish control of the Association.

ARTICLE VII **Officers**

The affairs of the Association shall be administered by a President, a Secretary, a Treasurer and such other officers as may be designated from time to time by the directors. An individual may simultaneously hold more than one office so long as the President is not also the Secretary. The officers shall be elected or designated by the Board of Directors at the first Board meeting following the annual meeting of the Members of the Association. The names and addresses of the officers who shall serve until their successors are elected or designated by the Board of Directors are as follows:

President- Samuel J. Durso, M.D.
Secretary- Peter Manion
Treasurer- Phil Reed

ARTICLE VIII **Indemnification**

Every director and every officer of the Association shall be indemnified and held harmless, to the fullest extent permitted by Florida law, by the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed upon such person in connection with any proceeding (including appellate proceedings) or any 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 of the Association at the time such expenses or liabilities are incurred, except when the director or officer is adjudged guilty of willful misfeasance, malfeasance or violation of criminal law in the performance of his duties or where the director or officer derived an improper personal benefit from his actions; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interest 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 serving the Association may be entitled.

ARTICLE IX

Bylaws

Except as provided in Article VII thereof, the Bylaws of the Association shall be adopted, made, altered or rescinded by the Board of Directors and may be altered, amended or rescinded, with the approval of sixty-five percent (65%) of the directors present at a duly constituted meeting of the Board of Directors called for that purpose.

ARTICLE X

Term and Dissolution

The Association shall have a perpetual existence unless dissolved pursuant to this Article X. The Association may be dissolved upon written assent signed by Members holding not less than one hundred percent (100%) of the total voting interest. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association remaining after provisions for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Real property contributed to the Association, without the receipt of other than nominal consideration, by Habitat for Humanity of Collier County, Inc., shall be returned in fee simple and without encumbrances to Habitat for Humanity of Collier County, Inc., or its successor, whether or not it is a Member at the time of such dissolution, unless it refuses to accept the conveyance in whole or in part.
2. Property determined by the Board of Directors to be appropriate for dedication to an applicable governmental agency or utility shall be dedicated to such agency or utility. In the event that such dedication is refused acceptance, such property shall be granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted to the Association.
3. Any remaining assets shall be distributed among the Members subject to the limitations set forth below, as tenants in common, each Member's share of assets to be determined as may be provided in the By-Laws, or in the absence of such provision, in accordance with his voting interest.
4. No disposition of the Association property shall be effected to divest or diminish any right or title of any Member vested in him under a deed or other recorded instrument applicable to the Parcel or lot in the Development owned by such Member unless made in accordance with provisions of such deed or instrument.

ARTICLE XI

Amendments

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

11.1 Proposal: A resolution for the adoption of an amendment may be proposed by either the Board of Directors or by the Members of the Association holding a majority of the voting interests, at a meeting of by instrument in writing signed by them.

11.2 Notice: Such proposed amendment or amendments shall be transmitted to the President of the Association, or any other officer in the absence of the President, who shall thereupon call a special meeting of the Members of the Association for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of her of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each Member written notice of such meeting stating the time and place of the meeting and the subject matter of the proposed amendment, which notice shall be mailed or presented personally to each Member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting.

11.3 Vote: At such meeting, the amendment or amendments proposed must be approved by an affirmative vote, in person or by proxy, of the Members holding not less than a majority of the voting interest in the Association in order for such amendment or amendments to become effective.

11.4 Limit on Amendments: No amendment shall make any changes in the qualifications for membership, or in the voting rights of Members, without approval in writing by all Members. Any proposed amendment which would change any rights or obligations of Declarant, will not be effective without Declarant's consent.

11.5 Certification: A copy of each amendment to these Articles shall be promptly filed with the Secretary of State and recorded in the Public Records of Collier County, Florida.

ARTICLE XII

Registered Agent

The name and street address of the initial registered agent of the Company in the State of Florida are:

W. Jeffrey Cecil, Esq.
c/o Porter Wright Morris & Arthur, LLP
5801 Pelican Bay Blvd., Suite 300
Naples, Florida 34108

ARTICLE XIII

General

Unless otherwise defined in these Articles of Incorporation, defined terms contained in these Articles, as indicated by initial capitalization, shall have the meaning ascribed to them in the Declaration. Any conflict between these Articles and the Declaration shall be governed by

such Declaration and any conflict between these Articles and the Bylaws shall be governed by these Articles.

Samuel J. Durso, M.D., who is President of the corporation, hereby certifies that this amendment and restatement does not contain an amendment or restatement which requires member approval and that the members of the governing board of the corporation approved this restatement with sufficient votes on January 15, 2008.

IN WITNESS WHEREOF, the undersigned does hereby certify the adoption of the within Amended and Restated Articles of Incorporation.

By: 

Samuel J. Durso, M.D.
President

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