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N07000011645

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February 6, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MONACO MASTER ASSOCIATION, INC.
265 SEVILLA AVENUE
CORAL GABLES, FL 33134

SUBJECT: MONACO MASTER ASSOCIATION, INC.
REF: N07000011645

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.

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.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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

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Thelma Lewis
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR**
**PALOMA COMMUNITY ASSOCIATION, INC.**
**(a corporation not-for-profit fka Monaco Master Association, Inc.)**

**Document Number N07000011645**

WHEREAS, the Articles of Incorporation for the MONACO MASTER ASSOCIATION, INC., a Florida corporation not for profit were filed with the Florida Secretary of State on December 28, 2008 (the "Articles");

WHEREAS, pursuant to Article XII of the Articles, the Members of the Association adopted these Amended and Restated Articles of Incorporation at a meeting dated February 18, 2013 and the number of votes cast for the adoption of these Amended and Restated Articles of Incorporation was sufficient for approval of the adoption of these Amended and Restated Articles of Incorporation; and

WHEREAS, the Association does hereby wish to amend and restate the Articles in their entirety as hereinafter set forth and as approved by the Members of the Association.

NOW, THEREFORE, the Articles are hereby amended and restated as follows:

The Association adopt(s) the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation shall be the Paloma Community Association, Inc., a Florida corporation not for profit (the "Association").

**ARTICLE II – DEFINITIONS**

Each term used herein, except as otherwise defined herein, is defined in the Amended and Restated Declaration of Covenants, Conditions, and Restrictions of Paloma (the "Declaration") recorded, or to be recorded, among the Public Records of Lee County, Florida by DR Horton, Inc., a Delaware corporation (the "Declarant") and shall have the same meaning or definition used herein as the meaning or definition ascribed thereto in the Declaration.

**ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the corporation shall be 13880 Treeline Avenue South, Suite 3, Fort Myers, FL 33913.

**ARTICLE IV - PURPOSE(S)**

The corporation is organized as a corporation not-for-profit under Chapter 617 of the laws of the State of Florida, subject to the extent applicable, to Chapter 720 of the laws of the State of Florida. The specific purposes for which the corporation is organized are:

Section 1. To promote the health, safety and social welfare of the Owners of Property within the town house residential area of the community of Paloma as described in the Declaration.

Section 2. To own and maintain, repair and replace the Association Property and the Common Areas and other items, including landscaping and other improvements in and/or benefiting said Association Property and Common Areas, for which the obligation to maintain and repair has been delegated and accepted.

Section 3. To control the specifications, architecture, design, appearance, elevation and location of, and landscaping around, all buildings and improvements of any type, including walls, fences, swimming pools, antennae, sewers, drains, disposal systems or other structures constructed, placed or permitted to remain in the Property, as well as the alteration, improvement, addition or change thereto.

Section 4. To operate without profit for the benefit of its Members.

Section 5. To perform those functions granted to or reserved by the Association in the Declaration.

## ARTICLE V - GENERAL POWERS

The Association shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws or the Declaration including, without limitation, the following:

Section 1. To hold funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles of Incorporation.

Section 2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

Section 3. To delegate power or powers where such is deemed in the interest of the Association.

Section 4. To affix assessments to be levied against Lots within the Property and the costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.

Section 5. To pay taxes and other charges, if any, on or against the Association Property and the Common Area.

Section 6. To have all express powers conferred upon the Association by the Declaration.

Section 7. To engage in activities which will actively foster, promote and advance the common interests of all Owners of any portion of the Property.

Section 8. To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein of the Association for purposes of advancing the common interests of all Owners of any portion of the Property.

Section 9. To borrow money for any purpose subject to all limitations in the Declaration or Bylaws.

Section 10. To sue and be sued.

Section 11. To adopt, alter and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association, provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration.

Section 12. To operate and maintain surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplains compensation areas, wetlands and any associated buffers and wetland mitigation areas, as applicable and required by the Permit, and to contract for services to provide for such operation and maintenance.

Section 13. To contract for services for the operation, maintenance, and management of Common Areas and Association Property and all other property dedicated to or maintained by the Association.

Section 14. To have all powers conferred upon a corporation by the laws of the State of Florida, including Chapter 617 of the Florida Statutes, except as prohibited herein. The Common Area cannot be mortgaged or conveyed without the affirmative vote of at least two-thirds of the Class A Membership.

## ARTICLE VI - MANNER OF ELECTION OF DIRECTORS

Directors shall be elected or appointed in accordance with the provisions of the Bylaws of the Association.

## ARTICLE VII - MEMBERS

Section 1. Every Owner of a Lot or Unit shall be a Member of the Association and subject the terms and conditions of the Declaration. Membership shall be appurtenant to and may not be separated from ownership of any Lot or Unit which is subject to Assessments.

Section 2. The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners, with the exception of the Declarant and shall be entitled to one vote for each Lot or Unit owned. When more than one person holds an interest in any Lot or Unit, all such persons shall be Members. The

vote for such Lot or Unit shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot or Unit.

Class B. The Class B Member shall be the Declarant. The Class B Member shall be entitled to three (3) votes for each Class A Member vote; provided, however, that notwithstanding any provision to the contrary, the Declarant shall have the right to appoint the entire Board of Directors of the Association until three months after 90% of the Lots have been conveyed to Owners other than the Declarant or Builders or their designated successor or assigns, or at an earlier date at the sole discretion of the Declarant ("Turnover"). At such time, the Declarant shall call a meeting in accordance with the provisions herein for Special Meetings, to provide for the turnover of control of the Board of Directors to the Owners. The Declarant shall have the right, in its sole discretion, to appoint one member of the Board of Directors for so long as the Declarant owns at least five percent (5%) of the Lots within the Property.

## ARTICLE VIII - DIRECTORS

The Board of Directors of the Corporation shall be comprised of at least three (3) directors. The members of the Board of Directors and their street addresses are:

| | |
|---|---|
| James Ratz | 13880 Treeline Avenue South, Suite 3<br>Fort Myers, FL 33913 |
| Rebecca Sarver | 13880 Treeline Avenue South, Suite 3<br>Fort Myers, FL 33913 |
| Jill Meeks | 13880 Treeline Avenue South, Suite 3<br>Fort Myers, FL 33913 |

As long as Declarant or its designated successor or assigns shall have the right to appoint the entire Board of Directors, Directors need not be Members of the Association and need not be residents of the State of Florida. All Directors appointed by the Declarant shall serve at the pleasure of the Declarant, and may be removed from office, and a successor Director may be appointed at any time by the Declarant.

At the first annual election to the Board of Directors where Directors are elected by the Members, the term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years, with the other elected Directors to serve for a term of one (1) year. Elections shall be by plurality votes. All Directors shall hold office until the election of new directors at the next annual meeting or resignation of said Director. Each year thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them.

## ARTICLE IX - OFFICERS

The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time, by resolution, create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. The names of the Officers who are to manage the affairs of the Association until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

| | |
|---|---|
| President: | Jill Meeks<br>13880 Treeline Avenue South, Suite 3<br>Fort Myers, FL 33913 |
| Vice President: | James Ratz<br>13880 Treeline Avenue South, Suite 3<br>Fort Myers, FL 33913 |
| Secretary/Treasurer: | Rebecca Sarver<br>13880 Treeline Avenue South, Suite 3<br>Fort Myers, FL 33913 |

## ARTICLE X- REGISTERED AGENT, MAILING ADDRESS AND STREET ADDRESS

The street and mailing address of the Corporation's registered office is 13880 Treeline Avenue South, Suite 3, Fort Myers, FL 33913 and the name of the Registered Agent at such address is D.R. Horton, Inc.

## ARTICLE XI- CORPORATE EXISTENCE

The Association shall have perpetual existence. If the Association is dissolved, the control or right of access to the property containing the surface water management system facilities and other dedicated property and related infrastructure shall be conveyed or dedicated to an appropriate governmental unit or public unit 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 XII - BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles.

## ARTICLE XIII - AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

Amendment of these Articles requires the approval of at least two-thirds of the membership votes. Notwithstanding the foregoing; (a) for so long as the Declarant has the right to appoint the entire Board of Directors of the Association, the Declarant or its successor or

assign shall be permitted to unilaterally amend these Articles; and (b) for so long as Declarant owns any portion of the Property, no amendment of these Articles shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of, or reserved to, the Declarant, unless the Declarant joins in the execution of the amendment.

Such amendments shall be subject to the prior approval required by any appropriate governmental agency. Notwithstanding anything to the contrary herein contained, amendments for correction of scrivener's errors may be made by the Board of Directors of the Association alone without the need of consent of any other person. Notwithstanding the foregoing, matters stated herein to be or which are in fact governed by the Declaration may not be amended except as provided in such Declaration. Additionally, the provisions which are governed by the By-laws of this Association may not be amended except as provided in the By-laws.

Any amendment to these Articles that would alter the Drainage System, conservation areas or any water management areas of the Common Areas must have the prior approval of the WMD. Any such proposed amendments must be submitted to the WMD for a determination of whether the amendment necessitates a modification to the WMD Permit. If the proposed amendment necessitates a modification to the WMD Permit, the modification to the WMD Permit must be approved by the WMD prior to the amendment to these Articles.

## ARTICLE XIV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for any act alleged to have been committed by such person in his capacity of Director or Officer of the Association, or in his capacity as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Association, or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily

incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

Section 2. The Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

Section 3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

## ARTICLE XV - TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

Section 1. With the exception of Directors and Officers appointed by the Class B Members, any financial or familial interest of an Officer or Director in any contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or Officers are directors or officers, or have a financial interest, shall be disclosed, and further shall not be voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction or solely because his or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Section 2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction, but must abstain from voting on the issue.

## ARTICLE XVI - DISSOLUTION

The Association may be dissolved if three-fourths (3/4) of the votes cast at a duly held meeting of the Members of the Association vote in favor of dissolution, if permitted by the Declaration. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any

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nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as President of the Association thereof this 18th day of February, 2013.

Jill Meeks, President

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 18 day of February, 2013, by Jill Meeks, who is personally known to me or who has produced a Florida driver's license as identification.

KAY PLEIN
MY COMMISSION # DD9697
EXPIRES March 09, 2014
(407) 398-0153 FloridaNotaryService.com

Notary Public
Name: Kay Plein
Serial Number:
Commission Expires: 3-9-14

**REGISTERED AGENT**

The undersigned hereby accepts appointment as Registered Agent of Paloma Community Association, Inc. this 18th day of February, 2013.

D.R. Horton, Inc., a Delaware corporation

By:
Jonathan Pentecost,
Division Vice President