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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF****UNIVERSITY PLAZA MASTER ASSOCIATION, INC.**

Pursuant to the requirements of Sections 617.1001, 617.1002, 617.1006 and 617.1007 of the Florida Statutes, the undersigned hereby amends and restates the Articles of Incorporation for University Plaza Master Association, Inc. (the "Association"), filed with the Florida Secretary of State on November 21, 2008 as Document Number N08000010718 (the "Original Articles"), and hereby sets forth and declares:

ARTICLE I

The name of this corporation is UNIVERSITY PLAZA MASTER ASSOCIATION, INC., a Florida not for profit corporation. All capitalized terms used in these Articles of Incorporation but not defined herein shall have the meanings given such terms in the Declaration (hereinafter defined) and By-Laws (hereinafter defined).

ARTICLE II

The nature of the business to be transacted shall be to engage in any activity or business permitted under the laws of the United States and of this State, pursuant to Chapter 617 of the Florida Statutes. The Association is organized for the purpose of providing an entity for the operation of a commercial development known as "University Plaza," located at the southwest corner of Alico Road and Ben Hill Griffin Parkway, in Lee County, Florida (the "Development").

The Association is organized and shall exist upon a non-stock basis as a non-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 common law and statutory powers and duties of an Association not for profit under Florida law, including those powers set forth in Chapter 617, Florida Statutes (2007), except as limited or modified by these Articles, the Amended and Restated Declaration of Covenants, Conditions and Restrictions of this Association, as amended from time to time (the "Declaration"), or the Amended and Restated By-Laws of this Association, as amended from time to time (the "By-Laws"), and it 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:

(A) To levy and collect assessments against all Members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its power and duties.

(B) To own, lease, maintain, repair, replace or operate the Common Areas.

(C) To purchase insurance upon the Common Areas for the protection of the Association and its Members.

(D) To reconstruct improvements after casualty and to make further improvements of the Common Areas.

(E) To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Association.

(F) To sue and be sued, and to enforce the provisions of the Declaration, these Articles and the By-Laws of the Association.

(G) To contract for the management and maintenance of the Common Areas 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.

(H) To employ accountants, attorneys, architects or other professional personnel to perform the services required for proper operation of the Properties.

(I) To acquire, own and convey real property and to enter into agreements or acquire leaseholds, easements, memberships and other possessory or use interests in lands or facilities, whether or not the lands or facilities are contiguous to the lands of the Development, if they are intended to provide use or benefit to the Members.

(J) 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 thereon, by mortgage pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association.

(K) To enforce the conditions of the permit issued by South Florida Water Management District ("SFWMD") for the Development.

(L) To be the responsible entity to operate and maintain the surface water management system for the Development as permitted by SFWMD, including but not limited to, all lakes, retention areas, culverts and related appurtenances.

Except as provided herein and in the Declaration, 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 By-Laws.

ARTICLE III

The Association shall have perpetual existence.

ARTICLE IV

The qualifications required for membership, and the manner in which Members shall be admitted to membership, shall be as stated in the Declaration and/or the By-Laws of the

Association. Each and every owner of a lot in the Development shall be a Member of this Association.

ARTICLE V

The street address of the initial principal office of this Association is c/o Pavese Law Firm, 1833 Hendry Street, Fort Myers, FL 33901. The name of the initial registered agent of this Association is Charles Mann, and the address of the initial registered office is 1833 Hendry Street, Fort Myers, Florida 33901.

Having been named to accept service of process for University Plaza Master Association, Inc., I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ACCEPTED By:


Charles Mann

ARTICLE VI

The number of Directors shall initially consist of three (3) but may be increased pursuant to the By-Laws, and in no event shall there be fewer than three (3) in number. Directors shall be elected, or appointed to fill a vacancy, in accordance with the By-Laws of the Association.

ARTICLE VII

The name and mailing address of the Directors, President, Vice President and Secretary/Treasurer, who, subject to the By-Laws of the Association, shall hold office for the first year of existence of this Association or until his or her successor is elected and has qualified, are:

NAME:	ADDRESS
William M. Peacock, III Director and President	c/o Pavese Law Firm 1833 Hendry Street Fort Myers, FL 33901
Peter C. Volas Director and Vice President	c/o Pavese Law Firm 1833 Hendry Street Fort Myers, FL 33901
David Sherriff Director and Secretary/Treasurer	c/o Pavese Law Firm 1833 Hendry Street Fort Myers, FL 33901

ARTICLE VIII

The Association is empowered to do and perform all acts reasonably necessary to accomplish the purposes of the Association, which acts are not inconsistent with the powers provided for in Chapter 617, Florida Statutes.

ARTICLE IX

The name and address of the incorporator of this corporation is as follows:

NAME:

Charles Mann

ADDRESS

1833 Hendry Street, Fort Myers, FL 33901

ARTICLE X

By-Laws of the Association may be adopted, made, altered or rescinded by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provision of these Articles.

ARTICLE XI

Amendment to the Articles of Incorporation may be proposed by any Director at any regular or special business meeting of the Board of Directors at which a majority is present and, if obtaining a two-thirds (2/3) vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws, shall be submitted to a vote of the Members. If approved by affirmative vote of Members holding two thirds (2/3) of the voting interest of all Members at a meeting of the Members properly called and noticed as provided in the By-Laws, such Amendment shall be forwarded to the Secretary of State of the State of Florida and filed and shall become effective upon issuance, by said officer, of a certificate reflecting same.

ARTICLE XII

The Association may be dissolved with the assent given in writing and signed by Members holding not less than two-thirds (2/3) of the voting interests of all Members. 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XIII

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 attorneys 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 be available if a judgment or other final adjudication established that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interest of the Association, in a proceeding by or in the right of the Association to procure a judgment 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.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such 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.

IN WITNESS WHEREOF, I David J. Smith being the duly elected and authorized ~~President~~ Secretary/Treasurer of the Association for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set my hand and seal this 19 day of December 2008.

By: Name: David J. SmithTitle: Secretary/Treasurer

**STATE OF OHIO
COUNTY OF CUYAHOGA**

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared David J. Sherriff, Esq., who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 19th day of DECEMBER, 2008.



Patricia Susan Jenkins
Notary Public, State of Ohio

Patricia Susan Jenkins
Notary Public, State of Ohio
My Commission Expires March 23, 2013

CERTIFICATE FOR AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
UNIVERSITY PLAZA MASTER ASSOCIATION, INC.

The foregoing Amended and Restated Articles of Incorporation contain amendments requiring member approval and were adopted by the members of the Board of Directors and all of the Members of the Corporation at a Special Meeting of the Board of Directors and the Members on December ^{19th} 2008, and the number of votes cast for such amended and restated articles was sufficient for approval.

Dated: December ^{19th} 2008.

By: 

Name: David J. Dineen

Title: Secretary/Treasurer