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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 25 2015

C. CARROTHERS

BECKER & POLIAKOFF

Sarah E. Spector, Esquire
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Six Mile Corporate Park
12140 Carissa Commerce Court, Suite 200
Fort Myers, Florida 33966

4001 Tamiami Trail North, Suite 410
Naples, Florida 34103

February 17, 2015

Florida Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: Wildcat Run Community Association, Inc.

To Whom It May Concern:

Enclosed please find Articles of Amended and Restated Articles of Incorporation for the above-referenced Corporation along with check number 758 in the amount of $35.00 to cover the cost of filing.

Please return a copy of the filed document to my attention. An extra copy of the document is enclosed herewith for your use.

Thank you for your attention to this matter.

Very truly yours,

Sarah E. Spector, Esquire
For the Firm

SES/sdi
Enclosures (as stated)
ACTIVE: 6734200_1

FILED

ARTICLES OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION 15 FEB 23 AM 10:59

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Wildcat Run Community Association, Inc.

SECOND: The attached Second Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Second Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 9th day of February 2015.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:
(TWO)

Vincent Vicidomini
Signature
VINCENT VICIDOMINI
Printed Name

Suzanne Q. Hoffman
Signature
SUZANNE Q. HOFFMAN
Printed Name

WILDCAT RUN COMMUNITY ASSOCIATION, INC.

BY: Kathleen A. Fitzgerald
Kathleen A. Fitzgerald, President

Date: 2/9/2015

(CORPORATE SEAL)

STATE OF FL)
) SS:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 10th day of FEBRUARY 2015 by Kathleen Fitzgerald as President of Wildcat Run Community Association, Inc., a Florida Corporation, on behalf of the corporation. He/She is personally known to me or has produced (type of identification) personally known as identification.

ROSE Z. STROHM
Notary Public - State of Florida
My Comm. Expires Aug 26, 2018
Commission # FF 130911

Notary Public
ROSE Z. STROHM
Printed Name

My commission expires: 8-26-2018

ACTIVE: 6695113_1

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WILDCAT RUN COMMUNITY ASSOCIATION, INC.

These are the Second Amended and Restated Articles of Incorporation of Wildcat Run Community Association, Inc., originally filed with the Florida Department of State the 20th day of March, 1985, under Charter Number N08280. Amendments included have been added pursuant to Chapters 617, Florida Statutes (2014).

For historical reference, the street address of the initial principal office and the initial mailing address cannot be ascertained from the original documents filed with the Florida Department of State. The names of the original incorporators, and their addresses at the time of incorporation, were George Drake, 20157 Wildcat Run Drive, S.E., Route 1, Estero, Florida 33928, Howard Ayers, 20157 Wildcat Run Drive, S.E., Route 1, Estero, Florida 33928, and N.M. Fletcher, 5076 Northampton Drive, Fort Myers, Florida 33907. The street address of the initial registered office was 20157 Wildcat Run Drive, S.E., Route 1, Estero, Florida 33928 and the name of the initial registered agent was Howard Ayers. The address of the current registered office is 6719 Winkler Road, Suite 200, Fort Myers, Florida 33919. The Board of Directors may, from time to time, change the designation of the principal office, the mailing address of the corporation, the registered office and the registered agent, in the manner provided by law.

1. **NAME.** The name of the corporation shall be Wildcat Run Community Association, Inc. (the "Association").

2. **DEFINITIONS.** The definitions set forth in the Second Amended and Restated Declaration of Covenants and Restrictions for Wildcat Run, as amended from time to time (the "Declaration") and the Act shall apply to terms used in these Articles.

3. **TERM OF EXISTENCE.** The Association shall have perpetual existence; however, if the Association is dissolved, the property consisting of the Surface Water Management System shall be transferred to and maintained as set forth in Section 13.1 of these Articles.

4. **PURPOSE.** The Association is organized for the purpose of promoting the health, safety, welfare and recreational opportunities of the Owners of Lots and Condominium Units now and hereafter included within that certain subdivision of real property located in Lee County, Florida, which is known as "WILDCAT RUN", primarily by means of the acquisition, construction, management, maintenance and care of real and personal property which is owned by either the Association or by Owners in common, made available for the common benefit of all Members of the Association and is of a nature that tends to enhance the beneficial enjoyment of the private residences of the Owners, or, which is owned privately by an Owner, to the extent that the condition of such property effects the overall appearance or structure of Lots and Condominium Units included within the Community.

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TELEPHONE (239) 433-7707

5. POWERS. In the furtherance of this purpose, the powers of the Association shall include and be governed by the following:

5.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of the Declaration, these Articles, or the Bylaws or prohibited by law.

5.2 Enumeration. The Association shall have all the powers set forth in Chapters 617 and 720, Florida Statutes, as amended from time to time, except as limited by the Declaration, these Articles, and the Bylaws (all as amended from time to time), and all of the powers reasonably necessary to operate the Community including but not limited to the following:

5.2.1 To fix and make assessments against each Lot and Condominium Unit included in the Community and collect the assessment made against a Lot or Condominium Unit, together with the costs of collection, including a reasonable attorney's fee, and interest and late fees thereon from the date due at the maximum rate then allowable by law, from the Owner or Owners thereof by any lawful means, including the foreclosure of the lien which the Association has against the Lot or Condominium Unit for the payment of assessments;

5.2.2 To borrow money from such lenders and upon such terms as the Association may deem appropriate and to pledge the assets of the Association, including the right of the Association to make and collect assessments, as security for the repayment thereof;

5.2.3 To use and expend the proceeds of assessments and borrowings to pay the debts and obligations of the Association and otherwise in a manner consistent with the purposes for which this Association is formed;

5.2.4 To review the plans and specifications of proposed improvements intended to be constructed on any Lot to determine whether they comply with the terms and provisions of the Governing Documents, and, if they comply, approve them, and if they do not comply, disapprove them;

5.2.5 To maintain, repair, replace, reconstruct, add to, and operate the Association property and other property acquired or leased by the Association for use by Owners together with the areas within the Community intended for the common use and benefit of the Owners, to the extent not maintained by others, including, but without limitation, the lakes, ditches, canals and other water retention and drainage systems, the streets, curbs, gutters, medians, entryways, common sewers and storm sewers and the other common utilities, including common telephone, cable television and electric transmission cables;

5.2.6 To purchase and maintain one or more insurance policies insuring the Association's property against loss, damage or destruction, insuring the Association against liability to others, and protecting the Association, its Officers, Directors, and Members;

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5.2.7 To make, amend, impose and enforce by any lawful means reasonable rules and regulations with respect to the use of the Lots, Condominium Units, Common Areas and Association Property;

5.2.8 To contract for the management of the Association and any facilities used by the Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific approval of the Board of Directors or the membership of the Association;

5.2.9 To employ personnel to perform the services required for proper operation of the Association;

5.2.10 To do and perform anything required by these Articles, the Bylaws or the Declaration to be done by an Owner, but not done timely by the Owner, at the cost and expense of the Owner;

5.2.11 To do and perform any obligations imposed upon the Association by the Declaration, and to enforce by any legal means the provisions of these Articles, the Bylaws and the Declaration;

5.2.12 To enter into cooperative agreements with WILDCAT RUN COUNTRY CLUB ASSOCIATION, INC. for the sharing of the cost of equipment and the maintenance of areas and other matters of common interest; and

5.2.13 To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Association.

6. MEMBERS AND VOTING.

6.1 Membership. Every person or entity who is, from time to time, the record Owner of a Lot or Condominium Unit within the Community will be a member of the Association, but only for so long as he is the record Owner of a Lot or Condominium Unit. However, any such person or entity who holds record title merely as security for the payment of any indebtedness or the performance of an obligation will not be a member. Membership will be appurtenant to, and may not be separated from, the ownership of a Lot or Condominium Unit.

6.2 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each Lot or Condominium Unit, which vote shall be exercised or cast in the manner provided by the Bylaws. Any person or entity owning more than one Lot or Condominium Unit shall be entitled to one vote for each Lot or Condominium Unit owned. Those Members whose voting rights are suspended pursuant to the terms of the Governing Documents and/or Florida Law shall not be entitled to cast the vote assigned to the Lot or Condominium Unit for which the suspension was levied during the period of suspension and such Voting Interests shall be subtracted from the required number of votes when calculating any required vote or quorum for the period during which such suspension exists.

6.3 Action Without Meetings. Any action which could be taken by Owners at a membership meeting may be taken without necessity of a meeting if approved in writing by Owners having the right to cast sufficient votes to approve the action if taken at a meeting.

7. OFFICERS. The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers.

8. DIRECTORS.

8.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors.

8.2 Duties and Powers. All of the duties and powers of the Association existing under Chapters 617 and 720, Florida Statutes, the Declaration, these Articles, the Bylaws and the Rules and Regulations (all as amended from time to time) shall be exercised exclusively by the Board of Directors, subject only to approval by Members when such approval is specifically required.

8.3 Election; removal. Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

9. BYLAWS. The Bylaws of this Association may be altered, amended or repealed in the manner provided in the Bylaws.

10. AMENDMENTS. These Articles may be amended in the following manner:

10.1 Proposal of Amendments. An amendment may be proposed by the President of the Association, a majority of the Directors, or by twenty-five percent (25%) of the entire Voting Interests.

10.2 Adoption of Amendments. A resolution for the adoption of a proposed amendment may be adopted by a vote of two-thirds (2/3) of the Voting Interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present, or by the written agreement of two-thirds (2/3) of the entire Voting Interests. Amendments correcting errors, omissions or scrivener's errors may be executed by the Officers of the Association, upon Board approval, without need for Association membership vote.

10.3 Effective Date. An amendment when adopted shall become effective after being recorded in the Lee County Public Records according to law and filed with the Secretary of State according to law.

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11. INDEMNIFICATION.

11.1 Indemnity. The Association shall indemnify any Officer, Director, or Committee Member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, Officer, or Committee Member of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person failed to act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and Committee Members as permitted by Florida law. 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.

11.2 Defense. To the extent that a Director, Officer, or Committee Member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 11.1 above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

11.3 Advances. Reasonable expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, or Committee Member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by this Article 11.

11.4 Miscellaneous. The indemnification provided by this Article 11 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or Committee Member and shall inure to the benefit of the heirs and personal representatives of such person.

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11.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee Member, employee, or agent of the Association, or a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the duty to indemnify him against such liability under the provisions of this Article.

12. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED. No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association or other organization in which one or more of its Directors or Officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participated 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. 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 transaction.

13. DISSOLUTION OF ASSOCIATION. No portion of the net earnings of the Association will inure (upon dissolution of the Association or otherwise) to the benefit of any private person, other than as a direct result of the Association engaging in one or more of the activities which are consistent with and within the scope of its purpose. Subject to the foregoing, upon the dissolution of the Association, all of its assets remaining after adequate provision is made for the payment of its creditors and the costs and expenses of dissolution will be distributed in the following manner:

13.1 Surface Water Management System. Property and interests in property, whether real, personal or mixed, which constitutes or is directly or indirectly related to the Surface Water Management System, if any, will be dedicated to the appropriate governmental agency or contributed to a similar non-profit corporation or organization as required by the South Florida Water Management District, if any. This provision may not be amended without the consent and approval of South Florida Water Management District.

13.2 Other Property. Property and interests in property whether real, personal or mixed, which do not constitute or which are neither directly or indirectly related to the Surface Water Management System, if any, will be distributed subject to Article 14 of these Articles as determined by the Board of Directors.

14. DECLARATION OF INTENTION. It is intended that the Association be eligible for treatment as a tax-exempt organization described in Section 528 of the Internal Revenue Code of 1954, as amended, or in the corresponding provisions of any subsequent legislation.

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