

NO9684

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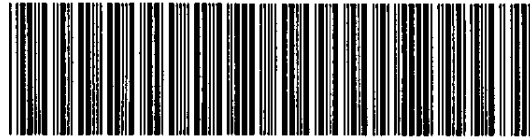
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*Amended
& Restated
Articles*

07/31/13--01006--012 **35.00

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2013 JUL 31 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**BECKER &
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**Six Mile Corporate Park
12140 Carissa Commerce Court, Suite 200
Fort Myers, Florida 33966
Phone: (239) 433-7707 Fax: (239) 433-5933**

**999 Vanderbilt Beach Road, Suite 501
Naples, Florida 34108
Phone: (239) 552-3200 Fax: (239) 514-2146**

**ADMINISTRATIVE OFFICE
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
954.987.7550**

**WWW.BECKER-POLIAKOFF.COM
BP@BECKER-POLIAKOFF.COM**

July 29, 2013

**Reply To:
Fort Myers
sspector@becker-poliakoff.com**

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

Re: Seagull Estates Property Owners' Association, Inc.

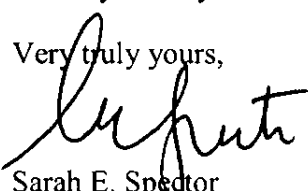
To Whom It May Concern:

Enclosed please find Articles of Amended and Restated to Articles of Incorporation for the above-referenced Corporation along with check number 3134 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
For the Firm

SES/sdi
Enclosures (as stated)
ACTIVE: 4899356_1

FT. LAUDERDALE
FT. MYERS
FT. WALTON BEACH
MIAMI
MIRAMAR
MORRISTOWN
NAPLES
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ARTICLES OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION

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2013 JUL 31 PM 2:33

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

FIRST: The name of the corporation is Seagull Estates Property Owners' Association, Inc.

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

THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 23rd day of March 2013.

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

WITNESSES:
(TWO)

SEAGULL ESTATES PROPERTY OWNERS'
ASSOCIATION, INC.

Ashley Stevenson
Signature
Ashley Stevenson
Printed Name

BY: Jean DeWalt
Jean DeWalt, President
Date: July 24, 2013

Elizabeth Rumberger
Signature
Elizabeth Rumberger
Printed Name

(CORPORATE SEAL)

STATE OF Florida)
COUNTY OF Lee) SS:

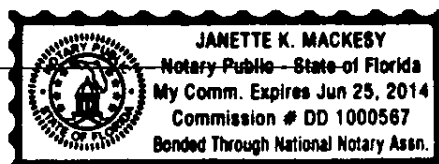
The foregoing instrument was acknowledged before me this 24th day of July 2013 by Jean DeWalt as President of Seagull Estates Property Owners' Association, Inc., a Florida Corporation, on behalf of the corporation. She is personally known to me or has produced (type of identification) _____ as identification.

[Signature]
Notary Public

Printed Name

My commission expires: _____

ACTIVE: 4797202_1



AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

SEAGULL ESTATES PROPERTY OWNERS' ASSOCIATION, INC.

These are the Amended and Restated Articles of Incorporation for Seagull Estates Property Owners' Association, Inc., originally filed with the Florida Department of State the 11th day of June 1985, under Charter Number N09684. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapters 617 and 720, Florida Statutes.

1. NAME. The name of the corporation shall be Seagull Estates Property Owners' Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Association", the Declaration of Covenants and Restrictions as the "Declaration", these Articles of Incorporation as the "Articles", and the Bylaws of the Association as the "Bylaws".

2. PURPOSE. The purpose for which the Association is organized is to serve as a "Homeowners' Association" as described in Section 720.301, Florida Statutes, including but not limited to the power to operate, administer, and manage the Common Areas in Seagull Estates in accordance with the Declaration and other Governing Documents, and to provide for the architectural control and the administration and enforcement of covenants and restrictions applicable to the Lots in Seagull Estates.

3. DEFINITIONS. The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration, as amended from time to time, unless herein provided to the contrary, or unless the context otherwise requires. The term "Declaration" means the Amended and Restated Declaration of Covenants and Restrictions recorded on the same date as these Articles, as the same may be amended from time to time.

4. POWERS. The powers of the Association shall include and be governed by the following:

4.1 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.

4.2 Enumeration. The Association shall have all the powers and duties set forth in Chapters 617 and 720, Florida Statutes, as amended from time to time, except as they may be limited by the Declaration, as it may be amended from time to time, these Articles, as they may be amended from time to time, and the Bylaws, as they may be amended from time to time, including but not limited to the following:

Exhibit "A" to the Amended and Restated Declaration of Covenants and Restrictions
(Amended and Restated Articles of Incorporation)

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4.2.1 To make and collect Assessments and other Charges against Members as Owners of Lots within Seagull Estates and against Long Acre Lake Owners as owners of Long Acre Lake Parcels, and to use the proceeds thereof in the exercise of its powers and duties.

4.2.2 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.

4.2.3 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.

4.2.4 To purchase insurance upon the Association's property and insurance for the protection of the Association, its officers, Directors, Members, and Long Acre Lake Owners, as their interests may appear.

4.2.5 To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Property and for the health, comfort, safety and welfare of the Owners and Long Acre Lake Owners.

4.2.6 To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, the Rules and Regulations and the AECC Guidelines.

4.2.7 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.

4.2.8 To employ personnel to perform the services required for proper operation of the Association.

4.3 Association Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

4.4 Distribution of Income. The Association shall make no distribution of income to its Members, Directors or Officers.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

5. MEMBERS AND VOTING. The qualification of Members, the manner of their admission to membership and voting by Members shall be as follows:

Exhibit "A" to the Amended and Restated Declaration of Covenants and Restrictions
(Amended and Restated Articles of Incorporation)

Page 2 of 5

5.1 Members. The membership of the Association shall be comprised of the Owner Members. Membership shall be established as follows:

5.1.1 Owner Members. The Owner of every Lot shall become an Owner Member upon recordation in the Public Records of an instrument establishing the ownership by said Owner of such Lot. Each such Owner shall notify this Association of said recordation within thirty (30) days thereof and shall transmit to the Association true copies of such instrument.

5.2 Voting Rights. The voting rights of the Members shall be as follows:

5.2.1 Number of Votes. Each Member shall possess one vote for any Lot owned by such Member. Certain non-members also have certain voting rights as set forth in the Declaration and Bylaws.

5.3 Each and every Member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the Governing Documents.

6. TERM OF EXISTENCE. The Association shall have perpetual existence. If the Association is dissolved, the property consisting of the Surface Water Management System will be conveyed to an appropriate agency of local government. If this is not accepted, then the Surface Water Management System will be dedicated to a similar non-profit corporation.

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 not fewer than three (3) Directors.

8.2 Duties and Powers. All of the duties and powers of the Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its officers, agents, contractors or employees, subject only to 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.

Exhibit "A" to the Amended and Restated Declaration of Covenants and Restrictions
(Amended and Restated Articles of Incorporation)

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9. INDEMNIFICATION.

9.1 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 did not 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.

9.2 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 9.1 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.

9.3 Advances. 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 9.

9.4 Miscellaneous. The indemnification provided by this Article 9 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.

9.5 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,

Exhibit "A" to the Amended and Restated Declaration of Covenants and Restrictions
(Amended and Restated Articles of Incorporation)

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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 power to indemnify him against such liability under the provisions of this Article.

9.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 9 may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

9.7 Delegation. To the extent permitted by law, the powers and duties of the directors and officers may be delegated for the purpose of management.

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

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

11.1 Method of Proposal. A resolution for the adoption of a proposed amendment may be proposed either by the President of the Association, a majority of its Directors, or by not less than twenty percent (20%) of the Voting Interests of the Association.

11.2 Notice. The subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

11.3 Adoption. An amendment so proposed may be approved by a majority of the Voting Interests of the Association, present, in person or by proxy, and voting at a duly noticed meeting of the Association at which a quorum is present. 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.

11.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Lee County, Florida.

12. REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT. The registered office address and the name of the registered agent of the Association shall be as determined by the Board of Directors from time to time.

ACTIVE: 3337779_5

Exhibit "A" to the Amended and Restated Declaration of Covenants and Restrictions
(Amended and Restated Articles of Incorporation)

Page 5 of 5

LAW OFFICES
BECKER & POLIAKOFF, P.A.
12140 CARISSA COMMERCE COURT • SUITE 200 • FORT MYERS, FL 33966
TELEPHONE (239) 433-7707