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SALVATORI & WOOD

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MYERLEE MANOR CONDOMINIUM ASSOCIATION, INC.
(A Corporation Not-For-Profit)**

Pursuant to Chapter 617, F.S., the Articles of Incorporation of Myerlee Manor Condominium Association, Inc., a Florida corporation not-for-profit are amended and restated in their entirety, and all prior Articles of Incorporation are revoked and superseded. The Amended and Restated Articles of Incorporation by Myerlee Manor Condominium Association, Inc., shall henceforth be as follows:

**ARTICLE I
NAME**

The name of this Corporation is:

MYERLEE MANOR CONDOMINIUM ASSOCIATION, INC.

**ARTICLE II
PURPOSES**

The purposes for which the Corporation is organized is to provide a legal entity responsible for the operation and maintenance of an adult condominium to be known as MYERLEE MANOR, according to the Declaration of Condominium to be prepared and recorded in the Public Records of Lee County, Florida, as required and provided in Chapter 718, Florida Statutes. Further, the Association shall have and exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have or exercise.

**ARTICLE III
TERM OF EXISTENCE**

This Corporation is to exist perpetually unless sooner terminated in accordance with methods established in Chapter 617, Florida Statutes.

ARTICLE IV

This Corporation is to exist perpetually unless sooner terminated in accordance with methods established in Chapter 617, Florida Statutes.

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ARTICLE V
ADMINISTRATORS

The business affairs of this corporation shall be managed and conducted by a Board of Directors consisting of five (5) individuals who need not be members of the Association. Changes, appointments and election shall be as provided in the By-Laws. The total number of Directors may be increased or decreased as provided in the By-Laws but shall never be less than three (3) nor more than seven (7). All Directors shall be elected at the annual meeting of the membership and shall serve for a term of one year or until their successor shall be elected or appointed as provided in the By-Laws.

ARTICLE VI
OFFICER

The officers of the corporation shall be a Chairman, Vice-Chairman, Secretary and Treasurer, and such other officers as may be provided from time to time by the By-Laws.

ARTICLE VII
INDEMNIFICATION

Every Director and officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party to or in which he may become involved by reason of his being or having been an Administrator or Officer of the Association or by reason of serving or having served the Association at its request, whether or not he is an Administrator or officer or is serving at the time the expenses or settlement before entry of judgment, and also when the person concerned is and judged guilty of willful misfeasance or malfeasance in the performance of his duties, the Indemnification shall apply only when the Board of Directors approves the settlement and reimbursement as being for 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 that person may be entitled.

ARTICLE VIII
BY-LAWS

The Board of Directors of this corporation may provide such By-Laws for the conduct of its meeting and the carrying out of its purposes as they may deem

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necessary from time to time. The By-Laws are an exhibit to the Declaration of Condominium for the aforesaid condominium.

Any amendments to the By-Laws shall first be adopted by a two-thirds vote of the Board of Directors and by 75% of the members of the corporation present and voting at any meeting of this corporation, either in person or by proxy. Procedures for providing adequate notice and the manner of proposing amendments shall be established in the By-Laws.

ARTICLE IX
POWERS

This corporation shall have all of the powers set forth in Chapter 617, Florida Statutes, all of the powers set forth in the Condominium Act of the State of Florida, and all powers granted it by the Declaration of Condominium and exhibits annexed thereto including the power to contract for the management of the condominium.

ARTICLE X
DIVIDENDS

There shall be no dividend paid to any of the members, nor shall any part of the income of the corporation be distributed to its Board of Directors or officers.

The corporation is organized and operated solely for administrative and managerial purposes. It is not intended that the corporation show any net earnings, but no part of any net earnings that do occur shall inure to the benefit of any private member. If, in any taxable year, the net income of the corporation from all sources other than casualty insurance proceeds and other nonrecurring items exceed the sum of (1) total common expenses for which payment has been made or liability incurred within the taxable year, and (2) reasonable reserves for common expenses and other liabilities in the next succeeding taxable year, such excess shall be held by the corporation and used to reduce the amount of assessments that would otherwise be required in the following year. For such purposes, each unit owner will be credited with the portion of any excess that is proportionate to his interest in the common elements of the condominium.

This corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in the corporation and the transfer thereof, as well as the number of members, shall be upon such terms and conditions as provided for in the Declaration of Condominium and By-Laws. The voting rights of the owners

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of parcels in said condominium property shall be set forth in the Declaration of Condominium and By-Laws.

ARTICLE XI
AMENDMENTS

These Articles of Incorporation may be amended at a special meeting of the membership of the corporation called for that purpose by a two-thirds vote of those present and voting, either in person or by proxy. Amendments may also be made at a regular meeting of the members upon notice duly given as prescribed by the By-Laws of an intention to submit such Amendment.

ARTICLE XII

The street address of registered office of the corporation is 1499 Brandywine Circle, Fort Myers, Florida 33919, and the registered agent of this corporation at that address is Henry James Noworyta.

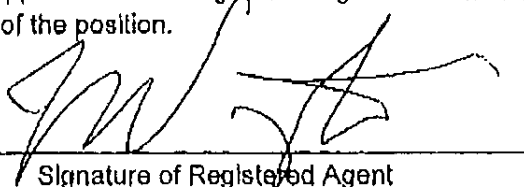
CERTIFICATE

The undersigned, being the duly elected President and Secretary of Myerlee Manor Condominium Association, Inc., hereby certify that the foregoing were duly proposed by 2/3 vote at a special meeting of the Board of Directors called for the purpose and held on November 15, 1993. The undersigned further certify that the foregoing were approved by affirmative vote of 2/3 vote of the members entitled to vote thereon at a special meeting of the members held on December 15, 1993, after due notice in accordance with the Condominium Act and Chapter 617, F.S., for their amendment. The foregoing both amend and restate the Articles of Incorporation in their entirety.

Registered Agent Name and Address

NOWORYTA, HENRY JAMES
1499 BRANDYWINE CIRCLE
FORT MYERS, FL 33919

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of Registered Agent

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