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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

S. HAWKES

APR 2 2013

EXAMINER

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: CYPRESS TRAIL HOMEOWNERS' ASSOCIATION, INC.

DOCUMENT NUMBER: N120000005440

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

KENNETH E. NOTTURNO

(Name of Contact Person)

TLC Consulting, LLC

(Firm/ Company)

10960 LONGSHORE WAY West

(Address)

NAPLES, FL 34119

(City/ State and Zip Code)

KCN1AW2@AOL.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kenneth NOTTURNO

(Name of Contact Person)

at ( 239 ) 784-4296

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

CYPRESS TRAIL HOMEOWNERS' ASSOCIATION, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N12000005440

(Document Number of Corporation (if known))

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

\_\_\_\_\_ The new  
name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."  
"Company" or "Co." may not be used in the name.

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent: \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address:

\_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

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

\_\_\_\_\_  
Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3 ) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:  
(attach additional sheets, if necessary). (Be specific)

SEE ATTACHED AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF CYPRESS  
TRAIL HOMEOWNERS' ASSOCIATION, INC.

The date of each amendment(s) adoption: February 28, 2013

Effective date if applicable: February 28, 2013  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 2/28/2013

Signature [Signature], President  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

KENNETH C. NOTURNO  
(Typed or printed name of person signing)

President  
(Title of person signing)

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CYPRESS TRAIL HOMEOWNERS' ASSOCIATION, INC.**

THE UNDERSIGNED, in accordance with the provisions of Section 617.0202 of Chapter 617, Florida Statutes, hereby amends and restates the Articles of Incorporation of Cypress Trail Homeowners' Association, Inc. originally filed on May 30, 2012. It is intended that these Amended and Restated Articles of Incorporation shall supersede and replace the original Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation is CYPRESS TRAIL HOMEOWNERS' ASSOCIATION, INC. (the "Association").

**ARTICLE II - TERM**

The term for which the Association is to exist is perpetual unless it is dissolved pursuant to any applicable provision of the Florida Statutes. The Association shall commence to exist as of May 30, 2012 the date of filing of the original Articles of Incorporation, which are superseded by these Articles.

**ARTICLE III - PURPOSE and POWERS**

The purpose for which the Association is organized as a nonprofit corporation in accordance with Chapter 617, Florida Statutes (the "Act"), is to function as the homeowners' association for a recreational vehicle subdivision located on real property (the "Cypress Trail Property") in Lee County, Florida, to be known as the Cypress Trail RV Resort, as more particularly described in the Declaration of Covenants and Restrictions of Cypress Trail RV Resort (the "Declaration") recorded or intended to be recorded in the Official Records of Lee County, Florida and to maintain the common areas of the Cypress Trail Property and to promote the health, safety and welfare of the residents of Cypress Trail RV Resort without profit or pecuniary gain and to fulfill all of the responsibilities of operation and administration as set forth in the Declaration and the Bylaws of the Association (the "By-Laws"). In performing its purpose, the Association shall have all corporate powers authorized under the laws of the State of Florida not inconsistent with the Act.

**ARTICLE IV - MEMBERSHIP**

The members of the Association shall be the owners of parcels of real property within the Cypress Trail Property as defined and provided for in the By-Laws and the Declaration of Covenants, Conditions and Restrictions for Cypress Trail RV Resort.

#### **ARTICLE V - REGISTERED AGENT**

The initial registered agent for the Association shall be TLC Consulting, LLC, a Florida limited liability company with its principal address at 10960 Longshore Way West, Naples, FL 34119.

#### **ARTICLE VI - PRINCIPAL OFFICE**

The address of the principal office and the mailing address for the Association shall be at 5468 Tice Street, Fort Myers, FL 33905.

#### **ARTICLE VII - BOARD OF DIRECTORS**

The Association shall be governed by a Board of Directors consisting of not less than three (3) nor more than five (5) persons who shall be elected as provided for in the By-Laws. The initial Board of Directors shall consist of:

Kenneth C. Notturmo  
10960 Longshore Way West  
Naples, FL 34119

Dov Rapoport  
14270 Royal Harbour Court, #521  
Fort Myers, FL 33908

Levi Kincaid  
813D Street, Suite 200  
Anchorage, AK 99501

#### **ARTICLE VIII - OFFICERS**

The affairs of this Association shall be administered by the officers of the Association who shall be elected as provided for in the By-Laws. The initial officers of the Association, who shall serve until their successors shall have been elected, shall be as follows:

President: Kenneth C. Notturmo  
Secretary: Dov Rapoport

#### **ARTICLE IX - INCORPORATOR**

The name and address of the person signing these Amended and Restated Articles of Incorporation (and the original Articles) is:

Kenneth C. Notturmo  
5468 Tice Street  
Fort Myers, FL 33905



## **ARTICLE X - DURATION AND DISSOLUTION**

The Association may only be dissolved if proposed and recommended by the Board of Directors, with the assent in writing signed by not less than three-fourths (3/4) of the voting interests of the membership and subject to the approval of any governmental authority that may be required. Upon dissolution of this Association, other than incident to a merger or consolidation, its assets, both real and personal, including the surface water management system and any conservation area, shall be dedicated or conveyed to a private or public entity to be used for purposes similar to those for which this Association was formed. In the event there is a refusal to accept such dedication or assume such liability, then such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization which is devoted to purposes similar to those of this Association, subject to the approval of appropriate governmental entities having jurisdiction.

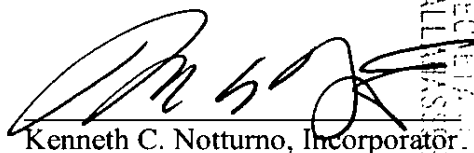
## **ARTICLE XI - AMENDMENTS**

Amendments to these Articles shall be proposed by the Board of Directors and adopted by a two-thirds (2/3) majority of those voting interests in attendance at any annual or special meeting of the Association called for that purpose, provided that the full text of any proposed amendment shall be included in the notice of such annual or special meeting and provided further that the voting requirements specified for any action under any provision of these Articles shall apply also to any amendment of such provision, and no amendment shall be effective to impair or dilute the rights of members that are governed by the Declaration of Covenants, Conditions and Restrictions for Cypress Trail RV Resort.

## **ARTICLE XII INDEMNIFICATION**

Every Director and every Officer of the Association 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 part or in which he may become involved by reason of his being or having been a Director or officer of the Association whether or not that person is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of wilful misfeasance or malfeasance in the performance of that person's duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement. The foregoing right of indemnification shall be in addition to and not exclusive for all other rights to which each Director or officer may be entitled.

IN WITNESS WHEREOF, I the undersigned incorporator of this Association under the laws of the State of Florida, have executed these Amended and Restated Articles of Incorporation this 28<sup>th</sup> day February, 2013.

  
Kenneth C. Notturmo, Incorporator

SECRETARY  
TALLAHASSEE, FLORIDA

13 MAR 26 AM 8:03

STATE OF FLORIDA)

SS

COUNTY OF LEE )

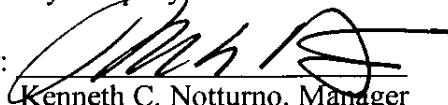
The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of February, 2013.

\_\_\_\_\_  
Notary Public

TLC Consulting, LLC joins in this document solely for the purpose of consenting to be the Registered Agent for Cypress Trail Homeowners' Association, Inc. Signed this 28<sup>th</sup> day of February, 2013.

**TLC Consulting, LLC**, a Florida limited liability company

By: \_\_\_\_\_

  
Kenneth C. Notturmo, Manager

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