

**N13000003813**

Florida Department of State  
Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
ITEC PROPERTY OWNERS ASSOCIATION, INC.**

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December 19, 2017

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ITEC PROPERTY OWNERS ASSOCIATION, INC.

10511 SIX MILE CYPRESS PKWY

SUITE 1

FT. MYERS, FL 33966

SUBJECT: ITEC PROPERTY OWNERS ASSOCIATION, INC.

REF: N13000003813

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Shelia E Young  
Regulatory Specialist II

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TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
ITEC PROPERTY OWNERS ASSOCIATION, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
ITEC PROPERTY OWNERS ASSOCIATION, INC.  
(A Corporation Not-for-Profit)**

The undersigned, constituting all of the Directors (no Member approval is required) of ITEC PROPERTY OWNERS ASSOCIATION, INC., a Florida not for profit corporation, hereby amends and restates in their entirety those certain Articles of Incorporation for INNOVATION HUB MASTER ASSOCIATION, INC., a Florida not for profit corporation, filed with the Florida Department of State on April 22, 2013, bearing Document Number N13000003813, which entity subsequently changed its name to ITEC PROPERTY OWNERS ASSOCIATION, INC. pursuant to those certain Articles of Amendment to Articles of Incorporation, filed with the Florida Department of State on March 3, 2017, and by these Amended and Restated Articles of Incorporation, in accordance with Chapter 617, Florida Statutes, hereby certify as follows:

**ARTICLE I.**

The name of the corporation is: **ITEC PROPERTY OWNERS ASSOCIATION, INC.**, a Florida not for profit corporation (the "Association"). The principal place of business and mailing address for the corporation is 5645 Strand Boulevard, Naples, Florida 34110.

**ARTICLE II.  
DEFINITIONS**

Capitalized terms used in these Articles but not otherwise defined shall have the same meaning ascribed to such terms in the Declaration (as defined below), unless the context otherwise requires or so indicates.

**ARTICLE III.  
PURPOSES**

The purpose of the Association is to provide for the maintenance, preservation, control and operation of the Common Areas of the Properties, located in Lee County, Florida, and such other property as may be added thereto.

**ARTICLE IV.  
POWERS**

4.01. **GENERAL POWERS.** The Association shall have all the powers of a nonprofit corporation which are not prohibited by law or in conflict with the provisions of these Articles or the Declaration of Covenants, Conditions, Restrictions, and Easements for Innovation Hub.

4.02. **NECESSARY POWERS.** The Association shall have all of the powers reasonably necessary to implement its purposes, including, but not limited to, the following:

- a. To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements for Innovation Hub (the "Declaration") now or hereafter recorded in the office of the Clerk of Circuit Court in and for Lee County, Florida, as the same may be amended from time to time;

Amended and Restated Articles of Incorporation for ITEC  
Property Owners Association, Inc.  
Page 2

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- b. To acquire, construct, reconstruct, improve, maintain, repair, replace, operate or otherwise deal with the property and improvements of every nature or kind constituting the Common Areas;
- c. To fix, establish, levy and collect Assessments against Members' property and operate, without pecuniary profit, for the benefit of its Members in accordance with the Declaration;
- d. To make, amend or rescind Bylaws for the Association; provided that at no time shall the Bylaws conflict with these Articles or the Declaration;
- e. To pay all taxes and other Assessments which are liens against the Association; and
- f. To own, operate, maintain, and repair the Water Management System.

#### **ARTICLE V.**

#### **PROHIBITION AGAINST ISSUANCE OF STOCK AND DISTRIBUTION OF INCOME**

The Association shall never have nor issue any shares of stock, nor shall the Association distribute any part of its income, if any, to its Members, Directors or Officers. All monies and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of these Articles and with the Bylaws of the Association. Nothing herein, however, shall be construed to prohibit the Association from conferring benefits upon its Members or from making any payments or distributions to Members of monies or properties permitted by Chapter 617, Florida Statutes, or a statute of similar import. The Association may, however, reimburse its Directors, Officers and Members for expenses authorized and approved by the Board of Directors and incurred for and on behalf of the Association but shall not pay a salary to its Directors, Officers and Members for services rendered to the Association.

#### **ARTICLE VI.**

#### **MEMBERSHIP**

Every Owner shall be Members of the Association, as more particularly set forth in the Declaration.

#### **ARTICLE VII.**

#### **VOTING**

The Members shall be entitled to vote as set forth in the Declaration.

#### **ARTICLE VIII.**

#### **ADDITIONS AND DELETIONS OF PROPERTIES AND MEMBERSHIP**

Declarant may, so long as it owns Lots or Tracts and in accordance with the Declaration, add and delete lands to the Property, and increase or decrease the number of Members.

#### **ARTICLE IX.**

#### **BOARD OF DIRECTORS**

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The Initial Board of Directors shall consist of three Directors. The names and addresses of the initial Directors are:

- a. Robert Paul Hardy  
5645 Strand Boulevard  
Naples, Florida 34110
- b. Jennifer Hardy  
5645 Strand Boulevard  
Naples, Florida 34110
- c. Jessica Russo  
5645 Strand Boulevard  
Naples, Florida 34110

The number of Directors may be either increased or decreased from time to time as more particularly set forth in the Bylaws.

#### **ARTICLE X. OFFICERS**

Officers may be elected in accordance with the Bylaws. The initial Officers of the Association who are to serve until their successors are elected or appointed as provided in the Bylaws are as follows:

- a. Robert Paul Hardy - President
- b. Jennifer Hardy - Vice President
- c. Jessica Russo - Secretary/Treasurer

#### **ARTICLE XI. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liability, including attorneys' fees reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or Officer of the Association, whether or not he or she is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

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**ARTICLE XII.  
BYLAWS**

The Bylaws of the Association have been adopted by the Directors. Thereafter, the Bylaws may be altered, amended or rescinded only in the manner provided for in the Bylaws.

**ARTICLE XIII.  
TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of the Association is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership which is pecuniarily or otherwise interested therein. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Association for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a Director, Member or Officer of such firm, association, corporation or partnership.

**ARTICLE XIV.  
DISSOLUTION**

The Association may be dissolved if not less than three-fourths (¾) of the members of the Board of Directors adopt a resolution to that effect, such resolution is approved by Declarant for so long as it is a Member, and not less than three-fourths (¾) of the Members of the Association consent to said dissolution.

**ARTICLE XV.  
DISPOSITION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the Association all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

15.01. Real property contributed to the Association, without the receipt of other than nominal consideration, by Declarant shall be returned in fee simple and without encumbrances to Declarant or its successor, whether or not it is a Member at the time of such dissolution, unless it refuses to accept the conveyance in whole or in part.

15.02. Property (including the Common Areas) determined by the Board of Directors to be appropriate for dedication to an applicable governmental agency or utility, including but not limited to the Water Management System, shall be dedicated to such agency or utility. In the event that such dedication is refused acceptance, such property shall be granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association.

15.03. If not conveyed or dedicated to a governmental agency or utility, the Water Management System shall be conveyed or dedicated to a similar not-for-profit organization so as to assure continued maintenance thereof.

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15.04. Any remaining assets shall be distributed among the Members subject to the limitations set forth below, as tenants in common, each Member's share of the assets to be determined as may be provided in the Bylaws or the Declaration, as applicable, or in the absence of such provision, in accordance with his voting rights.

15.05. No disposition of the Association property shall be effective to divest or diminish any right or title of any Member vested in him under a deed or other recorded instrument applicable to the Parcel owned by such Member unless made in accordance with provisions of such deed or instrument.

**ARTICLE XVI.  
AMENDMENT**

These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors or as provided in the Bylaws.

**ARTICLE XVII.  
TERMS OF EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE XVIII.  
REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent for this corporation shall be Jessica Russo, and the registered office shall be located at 5645 Strand Boulevard, Naples, Florida 34110. The Board of Directors shall have the right to designate subsequent resident agents without amending these Articles.

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IN WITNESS WHEREOF, the Directors have executed these Amended and Restated Articles of Incorporation, this 11th day of December, 2017.

  
JESSICA RUSSO

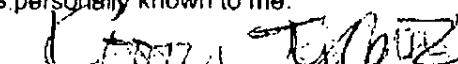
  
ROBERT PAUL HARDY

  
JENNIFER HARDY

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing Amended and Restated Articles of Incorporation of ITEC PROPERTY OWNERS ASSOCIATION, INC. was sworn to and acknowledged before me this 11 day of December, 2017, by JESSICA RUSSO, who is personally known to me.



  
NOTARY PUBLIC [NOTARY SEAL]

PLEASE PRINT OR TYPE NAME OF NOTARY

My Commission Expires:

STATE OF FLORIDA  
COUNTY OF COLLIER



The foregoing Amended and Restated Articles of Incorporation of ITEC PROPERTY OWNERS ASSOCIATION, INC. was sworn to and acknowledged before me this 11 day of December, 2017, by ROBERT PAUL HARDY, who is personally known to me.



  
NOTARY PUBLIC [NOTARY SEAL]

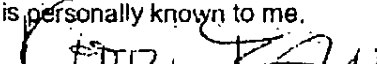
PLEASE PRINT OR TYPE NAME OF NOTARY

My Commission Expires:

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing Amended and Restated Articles of Incorporation of ITEC PROPERTY OWNERS ASSOCIATION, INC. was sworn to and acknowledged before me this 11 day of December, 2017, by JENNIFER HARDY, who is personally known to me.



  
NOTARY PUBLIC [NOTARY SEAL]

PLEASE PRINT OR TYPE NAME OF NOTARY

My Commission Expires:

Amended and Restated Articles of Incorporation for ITEC  
Property Owners Association, Inc.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **ITEC PROPERTY OWNERS ASSOCIATION, INC.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Amended and Restated Articles of Incorporation, at Naples, County of Collier, State of Florida, has named JESSICA RUSSO, located at 5645 Strand Boulevard, Naples, Florida 34110, as its agent to accept service of process within the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-styled corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
**JESSICA RUSSO**  
REGISTERED AGENT