

N13589

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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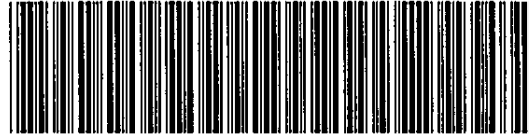
(Business Entity Name)

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 1, 2015

GREGORY W. MARLER, ESQ.
4001 TAMiami TRAIL NORTH
SUITE 410
NAPLES, FL 34103

SUBJECT: EAGLE CREEK ESTATES HOMES NO. 1 NEIGHBORHOOD
ASSOCIATION, INC.
Ref. Number: N13589

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please note no attachments was included with document.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair
Regulatory Specialist II

Letter Number: 615A00009009

RECEIVED
15 MAY 15 AM 11:59
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**BECKER &
POLIAKOFF**

Gregory W. Marler, Esq.
Shareholder
Phone: (239) 552-3200 Fax: (239) 263-1633
gmarler@bplegal.com

4001 Tamiami Trail North
Suite 410
Naples, Florida 34103

April 22, 2015

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

15 MAY 15 AM 7:36

Re: Eagle Creek Estate Homes No. 1 Neighborhood Association, Inc.

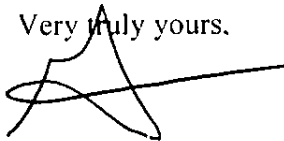
To Whom It May Concern:

Enclosed please find the Articles of Amended and Restated Articles of Incorporation for the above-referenced Corporation, along with Check Number 1554, 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,



Gregory W. Marler
For the Firm

GWM:ljt
Enclosures (as stated)
ACTIVE: E15389/309708:6989249_I_GMARLER

15 MAY 15 AM 7:06

**ARTICLES OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

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 Eagle Creek Estate Homes No. 1 Neighborhood 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 16th day of March, 2015.

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

WITNESSES:
(TWO)

EAGLE CREEK ESTATE HOMES NO. 1
NEIGHBORHOOD ASSOCIATION, INC.



Signature

Hazel Ward

Printed Name



Signature

Linus Hillton

Printed Name

BY: 

Rita Freese, President

Date:

4/17/15

(CORPORATE SEAL)

STATE OF FLORIDA)
) SS:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 17th day of April, 2015 by Rita Freese as President of Eagle Creek Estate Homes No. 1. Neighborhood Association, Inc., a Florida Corporation, on behalf of the corporation. She is personally known to me or has produced (type of identification) _____ as identification.


Notary Public

Melissa Gianella Hillton

Printed Name

My commission expires: Aug. 19, 2018

ACTIVE: E15389/309708:6958379_1



AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EAGLE CREEK ESTATE HOMES NO. 1
NEIGHBORHOOD ASSOCIATION, INC.

SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION .
SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT

These are the Amended and Restated Articles of Incorporation for Eagle Creek Estate Homes No. 1 Neighborhood Association, Inc., originally filed with the Florida Department of State the 25th day of February, 1986, under Charter Number N13589. Amendments included have been added pursuant to Chapters 617 and 720, Florida Statutes.

For historical reference, the original incorporator, and his addresses at the time of incorporation, was Harold Egan, Jr., One Eagle Creek Drive, Naples, Florida 33962. The street address of the initial registered office was One Eagle Creek Drive, Naples, Florida 33962 and the name of the initial registered agent was Marilyn Mantor. The address of the current registered office is c/o American Property Management Services, 8825 Tamiami Trail East, Naples, Florida 34113. 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 Eagle Creek Estate Homes No. 1 Neighborhood Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Corporation", the Neighborhood Covenants as "Declaration", these Articles of Incorporation as the "Articles", and the Bylaws of the Corporation as the "Bylaws".

2. PURPOSE. The purpose for which the Corporation 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 Eagle Creek 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 Parcels in Eagle Creek Estates.

3. DEFINITIONS. The terms used in these Articles shall have the same definitions and meaning as those set forth in the original Neighborhood Covenants for Eagle Creek Estate

Exhibit "B" to Amended and Restated Declaration
(Amended and Restated Articles of Incorporation)

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TELEPHONE (239) 552-3200

Homes, recorded in Official Records Book 1180, at Page 445, *et seq.*, of the Public Records of Collier County, Florida, and as subsequently amended, unless herein provided to the contrary, or unless the context otherwise requires.

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

4.1 General. The Corporation 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, the Bylaws or prohibited by law.

4.2 Enumeration. The Corporation 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 and as it may be amended from time to time, these Articles and as they may be amended from time to time, and the Bylaws and as they may be amended from time to time, including but not limited to the following:

4.2.1 To make and collect assessments and other charges against members as Owners of Dwelling Units or Lots within Eagle Creek Estates, 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 Corporation.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Corporation property and other property acquired or leased by the Corporation for use by Owners.

4.2.4 To purchase insurance upon the Corporation's property and insurance for the protection of the Corporation, its officers, Directors, and Members.

4.2.5 To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Corporation property and for the health, comfort, safety and welfare of the Owners.

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

4.2.7 To contract for the management of the Corporation and any facilities used by the Owners, and to delegate to the party with whom such contract has been entered into all of

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the powers and duties of the Corporation except those which require specific approval of the Board of Directors or the membership of the Corporation.

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

4.3 Corporation property. All funds and the titles of all properties acquired by the Corporation 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 Corporation shall make no distribution of income to its members, directors or officers.

4.5 Limitation. The powers of the Corporation 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:

5.1 Members. The membership of the Corporation 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 Dwelling Unit or Lot. Each such Owner shall notify this Corporation of said recordation within thirty (30) days thereof and shall transmit to the Corporation 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.

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 Corporation shall have perpetual existence.

Exhibit "B" to Amended and Restated Declaration
(Amended and Restated Articles of Incorporation)

(Page 3 of 5)

7. **OFFICERS.** The affairs of the Corporation shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors of the Corporation at its first meeting following the annual meeting of the members of the Corporation 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 Corporation 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 Corporation existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to members when such approval is specifically required.

8.3 **Election; removal.** Directors of the Corporation 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 Corporation may be altered, amended or replaced in the manner provided in the Bylaws.

10. **INDEMNIFICATION:**

To the fullest extent permitted by Florida law, the Association must indemnify and hold harmless every Director and every Officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he is or may become a party by reason of being or having been a Director or Officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

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(B) A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or Officer derived an improper personal benefit.

In the event of an out-of-court settlement of litigation, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the settlement and indemnification as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or Officer may be entitled.

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

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

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 sixty (60%) percent of the voting interests of the Corporation, present, in person or by proxy, and voting at a duly noticed meeting of the Association at which a quorum is present. In obtaining the approval of the Voting Interests under this subsection, in no event shall the approval of less than thirty (30%) percent of the entire Voting Interests be adequate to authorize an amendment. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Corporation, upon Board approval, without need for Corporation 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 Collier County, Florida.

ACTIVE: 4235769_4

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