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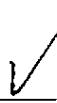
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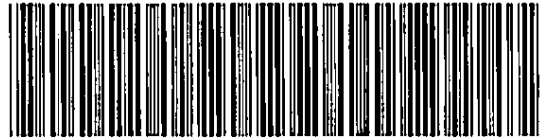
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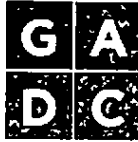
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APR 23 2019

FILED  
2019 APR 15 PM 1:26  
SECRETARY OF STATE  
HALL COUNTY, GA

*Amended  
or  
Restated*



GOEDE / ADAMCZYK / DEBOEST / CROSS

ATTORNEYS AND PROFESSIONAL COUNSEL

INFO@GADCLAW.COM / WWW.GADCLAW.COM

April 12, 2019

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

Re: Amended and Restated Articles of Incorporation for:  
Ponza at the Colony Homeowners' Association, Inc.

Dear Sir/Madam:

Enclosed are an original and one copy of the Amended and Restated Articles of Incorporation of Ponza at the Colony Homeowners' Association, Inc., along with a check for \$43.75 to cover the filing fee, and fee to obtain a certified copy. Please return the certified copy to our office in the envelope provided.

If you have any questions or need additional information, please do not hesitate to contact me.

Very truly,  
GOEDE, ADAMCZYK, DEBOEST  
& CROSS, PLLC

Jean M. Morningstar  
Paralegal to Attorney  
Richard D. DeBoest

/jmm

Enclosures as stated

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PONZA AT THE COLONY HOMEOWNERS' ASSOCIATION, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida not for profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

Amended and Restated Articles of Incorporation.  
See attached Exhibit "A" for full text.

SECOND: The date of adoption of the amendments was March 25, 2019.

THIRD: Adoption of Amendment (Check one):

  X   The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

       There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the Board of Directors.

PONZA AT THE COLONY HOMEOWNERS' ASSOCIATION, INC.

  
\_\_\_\_\_  
Signature of Officer

Peter Miller  
\_\_\_\_\_  
Print Name of Officer

President  
\_\_\_\_\_  
Title of Officer.

3/28/19  
\_\_\_\_\_  
Date

FILED  
2019 APR 15 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FL

A

**DRAFT: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION  
FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF PONZA AT THE  
COLONY HOMEOWNERS' ASSOCIATION, INC.**

Pursuant to Section 617.1007, Florida Statutes, these Articles of Incorporation of Ponza at The Colony Homeowners' Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on January 6, 2014, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1002, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments, adopted pursuant to Section 617.1002, Florida Statutes, and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Ponza at The Colony Homeowners' Association, Inc., shall henceforth be as follows:

**ARTICLE I**

NAME: The name of the corporation shall be Ponza at The Colony Homeowners' Association, Inc., a Florida corporation not for profit (the "Association").

**ARTICLE II**

DEFINITIONS: Except as otherwise defined herein, capitalized terms defined in the Declarations of Covenants, Conditions, and Restrictions of Ponza at The Colony (the "Declaration") and any amendments thereto, recorded or to be recorded among the Public Records of Lee County, Florida, shall have the same meaning or definition as the meaning or definition ascribed thereto in the Declaration when used in these Articles.

**ARTICLE III**

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS: The principal place of business and mailing address of the corporation shall be at c/o Alliant Property Management, LLC, 13831 Vector Avenue, Fort Myers, FL 33907, unless otherwise changed by the Board of Directors or as otherwise listed in the records of the Florida Department of State Division of Corporations.

**ARTICLE IV**

Articles of Incorporation

PURPOSE(s): The corporation is organized as a corporation not-for-profit under Chapter 617 of the laws of the State of Florida, subject to the extent applicable, to Chapter 720 of the laws of the State of Florida. The specific purposes for which the corporation is organized are:

1. To promote the health, safety and social welfare of the Owners of Property within the residential community of Ponza at The Colony as described in the Declaration.
2. To own and maintain, repair and replace the Association Property and the Common Areas and other items, including landscaping and other improvements in and/or benefiting said Association Property and Common Areas, for which the obligation to maintain and repair has been delegated and accepted.
3. To control the specifications, architecture, design, appearance, elevation, and location of, and landscaping around, all buildings and improvements as provided in the Declaration, which may include walls, fences, sewers, drains, swales, disposal systems or other structures constructed, placed, or permitted to remain in the Property, as well as the alteration, improvement, addition or change thereto.
4. To operate without profit for the benefit of its Members.
5. To perform those functions granted to or reserved by the Association in the Declaration.

## **ARTICLE V**

### **GENERAL POWERS:**

The Association shall have all powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws or the Declaration including, without limitation, the following:

1. To hold funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles of Incorporation.
2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.
3. To delegate power or powers where such is deemed necessary in the interest of the Association.
4. To affix assessments to be levied against Lots within the Property and the costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize the Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.
5. To pay taxes and other charges, if any, on or against the Association Property and the Common Area.
6. To exercise any and all powers, rights and privileges which a corporation organized under Chapters 617 and 720 of Florida Statutes may now or hereafter have or exercise; subject always to the Declaration as amended from time to time.

7. To engage in activities which will actively foster, promote, and advance the common interests of all Owners of any portion of the Property, including contracting for services to be provided to the Association.
8. To own, convey, buy, or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein of the Association for purposes of advancing the common interests of all Owners of any portion of the Property.
9. To borrow money for any purpose subject to all limitations in the Declaration or Bylaws.
10. To sue and be sued.
11. To adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association, provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration.
12. To operate and maintain surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplains, compensation areas, wetlands and any associated buffers and wetland mitigation areas, preserve areas and conservation easements, as applicable and required by the South Florida Water Management District, and to contract for services to provide for such operation and maintenance.
13. To contract for services for the operation, maintenance, and management of Common Areas and Association Property and all other property dedicated to or maintained by the Association.
14. To mortgage or convey Common Area with the affirmative vote of at least two-thirds of the vote of the Members.
15. To employ accountants, attorneys, architects, engineers, and other professional personnel to perform services required for proper operation of the properties.
16. To maintain, repair, replace and provide insurance for the Common Areas.
17. To grant, modify or move easements.

## **ARTICLE VI**

**ELECTION OF DIRECTORS:** Directors shall be elected or appointed in accordance with the provisions of the Bylaws of the Association.

## **ARTICLE VII**

**MEMBERS:** Membership and Voting Rights shall be as set forth in the Bylaws of the Association.

## **ARTICLE VIII**

### **DIRECTORS AND OFFICERS:**

1. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and not more than five (5) Directors. The eligibility of Directors is set forth in the Bylaws. The term of the Directors will be one year unless by appointment, which appointment shall be for the completion of the one year term unfulfilled by the departed Director.
2. Directors of the Association shall be elected by 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.
3. The business of the Association shall be conducted by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board.

## **ARTICLE IX**

### **REGISTERED AGENT, MAILING ADDRESS, AND STREET ADDRESS:**

The street and mailing address of the Corporation's registered office is 13831 Vector Avenue, Fort Myers, FL 33907, and the name of the Registered Agent at such address is Alliant Property Management, LLC, unless otherwise changed by the Board of Directors.

## **ARTICLE X**

**CORPORATE EXISTANCE:** The term of the Association shall be perpetual. The Association may be dissolved in accordance with Article XV below.

## **ARTICLE XI**

**BYLAWS:** The Bylaws of the Association may be altered, amended or rescinded in the manner provided therein.

## **ARTICLE XII**

**AMENDMENT OF ARTICLES OF INCORPORATION:** Amendments to these Articles shall be proposed and adopted in the following manner:

1. Proposal: Amendments to these Articles shall be proposed by a majority of the Board or upon petition of four (4) of the voting interests, and shall be submitted to a vote of the Members not later than the next annual meeting.
2. Vote Required: Except as otherwise required by Florida law or as provided elsewhere in these Articles, these Articles of Incorporation may be amended if the proposed amendment is approved by the affirmative vote of at least seven (7) of the voting interests, present and voting, in person or by proxy, at a duly called meeting of the Members of the Association.
3. Effective Date: An amendment shall become effective upon filing with the Secretary of State and recording a certified copy on the Public Records of Lee County, Florida with the same formalities as are required in the Declaration for recording amendments to the Declaration.
4. Any Amendment of these Articles that would alter the surface water management or drainage systems, conservation areas, preserve areas, easements related thereto or any water management areas of the Common Areas must have the prior approval of the South Florida Water Management District (SFWMD). Any such proposed amendments must be submitted to the SFWMD for a determination of whether the amendment necessitates a modification to the SFWMD Permit, the modification to the SFWMD Permit must be approved by the SFWMD prior to the amendment to these Articles.

### **ARTICLE XIII**

#### **INDEMNIFICATION:**

1. Indemnity: The Association shall indemnify any Director, Officer, 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 or she 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 or her 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 or she did not act in good faith or in a manner he or she 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 or she had reasonable cause to believe his or her 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 or she 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 or her 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 Directors, Officers, and committee members as permitted by Florida Law.

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 (1.) above, or in defense of any claim, issue, or matter there in, he or she shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him or her in connection therewith.
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 or she is not entitled to be indemnified by the Association by this Article XIII.
4. Miscellaneous: The indemnification provide by this Article XIII 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 of the heirs and personal representatives of such person.
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, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.
6. Amendment: Anything to the contrary herein notwithstanding, the provisions of this Article XIII may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

#### **ARTICLE XIV**

##### **TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED:**

1. Any financial or familial interest of an Officer or Director in any contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Directors or Officers are directors or officers, or have a financial interest, shall be disclosed, and further shall not be voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting if the Board or committee thereof which authorize the contract or transaction or solely because his or her or their votes are counted for such purpose. No Director or Officer of the Association shall incur any liability by reason of the fact that he or she is or may be interested in any such contract or transaction.

2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction, but must abstain from voting in the issue.

#### **ARTICLE XV**

##### **DISSOLUTION:**

The Association may be dissolved if ten (10) of the votes cast at a duly held meeting of the Members of the Association vote in favor of dissolution. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. A Notice of Dissolution executed with the formalities of a deed shall be recorded in the Public Records of Lee County, Florida.