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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Eagle's Landing Estates Inc.

DOCUMENT NUMBER: N14000004812

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

Please return all correspondence concerning this matter to the following:

Bill McFarland
(Name of Contact Person)

Bill McFarland P.A.
(Firm/ Company)

2930 Del Prado Blvd. S #A
(Address)

Cape Coral, Florida 33904
(City/ State and Zip Code)

Cub_Inc@Yahoo.Com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bill McFarland at 239-549-5680
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

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

☐ $35 Filing Fee ☐ $43.75 Filing Fee & Certificate of Status ☐ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☒ $52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is 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

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AMENDED ARTICLES OF INCORPORATION

OF

EAGLES LANDING ESTATES, INC. N14000004812

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following amended articles of incorporation for the purpose of organizing a not for profit corporation.

ARTICLE I – CORPORATE NAME

The name of this corporation is EAGLES LANDING ESTATES, INC. (the "Corporation" or "Association").

ARTICLE II – PRINCIPAL OFFICE

The initial principal place of business and mailing address of this corporation is 2804 EL DORADO PKWY, W, CAPE CORAL, FLORIDA 33914.

ARTICLE III – PURPOSE

The purposes for which this association is formed are as follows:

A. To form an "Association" as defined in Chapter 720, Florida Statutes, as enacted upon the date of recording of the Declaration of Covenants, Conditions and Restrictions, (the "Declaration") and to perform the acts and duties necessary and desirable to discharge the duties and obligations set forth in the Declaration of Sands Estates.

B. To carry out the duties and obligations and receive the benefits given the Association by the Declaration.

C. To establish Bylaws for the operation of the Association (referred to herein as the "Bylaws"), provide for the administration of the Association, establish Rules and Regulations for governing the same, and enforce the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

D. The Association shall have the authority to levy and to collect adequate assessments against the members of the Association for the costs and maintenance and operation of the surface water and/or storm water management systems.

E. To own, construct, maintain, repair, replace, operate, manage, and care for all lakes, ditches, canals, retention or detention areas, drainage, or other surface water management works and preservation of conservation areas, wetlands, wetland mitigation areas in connection with a residential real estate subdivision in Lee County, Florida consisting of fourteen (14) lots commonly known as Eagles Landing Estates (the "Development").

F. The Corporation shall operate, maintain and manage the surface and storm water management systems in a manner consistent with South Florida Water Management District permits and applicable district and/or governmental rules, ordinances, etc.

ARTICLE IV – INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is:

Willy Garcia
2804 El Dorado Pkwy. W.
Cape Coral, Florida. 33914

ARTICLE V – INCORPORATOR

The name and street address of the incorporator of these articles of incorporation is

Willy Garcia
2804 El Dorado Pkwy. W.
Cape Coral, Florida. 33914

ARTICLE VI – TERM OF EXISTENCE

The corporation shall have a perpetual existence, or until dissolved in accordance with law.

ARTICLE VII - DIRECTORS

A. The affairs and property of the Association shall be managed and governed by a Board of Directors (sometimes referred to herein as the "Board of Directors"). The first Board of Directors shall have three (3) members and, in the future, the

number and qualifications shall be determined from time to time in accordance with the Association's Bylaws within the limits prescribed therein. The Directors for the first year shall be:

Willy Garcia
2804 El Dorado Pkwy. W.
Cape Coral, Florida. 33914

Delsia V. Garcia
2804 El Dorado Pkwy. W.
Cape Coral, Florida. 33914

Cortina Kermel
c/o 2804 El Dorado Pkwy. W.
Cape Coral, Florida. 33914

B. The Director named herein shall serve until the first election of directors as provided in the Bylaws. Thereafter, Directors shall be elected by the Members in accordance with the Bylaws at the regular annual meetings of the membership of the Association. Directors shall be elected to serve for a term of one (1) year and, in the event of a vacancy, such vacancy shall be filled in accordance with the terms of the Bylaws.

C. All officers shall be elected by the Board of Directors in accordance with the By-laws at the regular annual meeting of the Board as established by the By-laws. The executive officers of the Association shall be a President, Vice-President, Treasurer and Secretary, all of whom shall be elected annually by the Board of Directors. Only two (2) of said offices may be united in one (1) person, except that the President shall not also be the Secretary or an Assistant Secretary of the Association. After management of the Association is turned over to the Lot Owners, the President, Secretary and Treasurer of the Association must, at all times be Lot Owners.

ARTICLE VIII – MEMBERS

Membership in the Corporation shall be limited to those persons who from time to time own a Lot in the Development. Each Lot owner in the Development shall be a member of the Corporation. Membership shall be an appurtenance to and may not be separate from title to any Lot in the Development as this Corporation is organized upon a non-stock basis. The Corporation shall have two classes of voting membership:

A. Class A members shall be all owners of Lots in the Development with the exception of Developer while the Developer is Class B. Member. Class A Members shall be entitled to one vote for each Lot owned. When more than one person holds an

interest in any Lot, other than as security for the performance of an obligation, all such persons shall be Members. The vote for such parcel shall be exercised as they, between themselves, determine, by written designation to the Corporation, but in no event shall more than one vote be cast with respect to any Lot. The vote appurtenant to any Lot shall be suspended in the event that, and for as long as, more than one member holding an interest in that Lot lawfully seeks to exercise it.

B. Class B Members shall be the Developer, who shall be entitled to the number of votes equal to the number of votes held by all Class A Members, plus one. The Class B membership shall cease when the Developer no longer owns any property either within the Development or any property contiguous thereto or when the Developer in his sole discretion elects to terminate his Class B membership, whichever occurs first, it being intended that Developer shall retain control of the Corporation so long as the Developer has an interest in the Development or any property contiguous thereto.

Rights of such members to vote, hold office as director or officer of the Corporation, or otherwise exercise any rights of membership may be limited, as provided in the by-laws, to those persons who have paid all annual dues and assessments and are otherwise in good standing pursuant to the by-laws.

ARTICLE IX – BYLAWS

The Bylaws of this Association shall be adopted by the Board of Directors and attached to the Declaration to be filed among the Public Records of Lee County, Florida. The By-laws may be amended by the Members in the manner provided therein.

ARTICLE X- AMENDMENTS

A. Proposals for amendments to these Articles of Incorporation which do not conflict with the Declaration may be made either by the Board of Directors or by sixty-seven (67%) percent of the Members. Such proposals shall be in writing and shall be delivered to the President who shall thereupon call a special meeting of the Members not less than ten (10) days nor more than sixty (60) days following his receipt of the proposed amendment. Should the President fail to call such special meeting the Members may, in lieu thereof, call a special meeting. Such request shall state the purpose or purposes of the proposed amendment(s). Notice of such special meeting shall be given and posted in the manner provided in the Bylaws. Upon the affirmative vote of sixty-seven (67%) percent of all Members (not just those voting) the amendment shall be adopted.

B. Any Member may waive the requirements of this Article as to the notice of special meetings vote on proposed amendments to these Articles of Incorporation, either before, at or after a membership meeting at which a vote is taken to amend these Articles, and any amendment passed by sixty-seven (67%) percent of the

membership shall not be invalid merely because some members did not receive notice of the special meeting.

ARTICLE XI – POWERS

The Corporation shall have the power to do any and all things necessary, incidental, or desirable to accomplish any and all of the purposes and objectives for which the Corporation is organized, either alone or in cooperation with other corporations, firms, or individuals, and to carry on any lawful activity necessary or incidental to the accomplishment of the purposes and objectives of the Corporation. The powers referred to herein shall include, but not be limited by, those powers identified in Florida Chapter 720, et seq., as amended from time to time.

ARTICLE XII - INDEMNIFICATION

Every Director and officer of the Association shall be indemnified by the Association to the maximum extent permitted by law, against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any proceedings or any settlement thereof, to which he may be a party, 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 he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer in bad faith commits an act of willful malfeasance in the performance of his duties; provided, that all settlements must be approved by the Board of Directors as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to an not exclusive of all other rights to which such Director or officer may be entitled. However, the right of indemnification shall not be applicable to any person who receives regular compensation for his duties from which the claim arises except to the extent such acts are covered by insurance and then only to that extent.

ARTICLE XIII – DISPOSITION OF ASSETS UPON DISSOLUTION

No part of the income of the Corporation shall be distributable to its members, directors, or officers either during the existence of the Corporation or upon its dissolution; provided, however, that upon dissolution the assets of the Corporation shall be transferred to a successor entity or those, the then property owners, in the Development in such a manner as to assure that the Common Areas and/or Surface Water or Storm Water Management Systems, and all other property owned by the Corporation for the benefit of the property owners, shall be used for the benefit of the several property owners in the Development.

Prior to dissolution of the Corporation, all property, interests in property, whether real, personal, or mixed, which are directly or indirectly related to the Surface Water or Storm Water Management Systems which are owned by the Corporation or the owners in common, will be

dedicated to the appropriate unit of government or otherwise transferred to another approved entity. Dedication or transfer to an approved entity must be authorized by the South Florida Water Management District through modification of any and all permits or authorizations issued by the South Florida Water Management District. Such modification shall be made under the lawfully adopted rules of the South Florida Water Management District in effect at the time of application for such modification.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 13 day of July, 2015.

Willy Garcia

Willy Garcia

State of Florida

County of Lee

The foregoing instrument was acknowledged before me this 13 day of July, 2015 by **Willy Garcia** who is personally known to me ___ or has produced ___ as identification.

(Notary Seal)

BILL MCFARLAND
Notary Public - State of Florida
My Comm. Expires Oct 14, 2016
Commission # EE 212046
Bonded Through National Notary Assn.

Signature of Notary Public

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for this corporation at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position.

Date: 7/13/15

Willy Garcia

The date of each amendment(s) adoption: July 13, 2015, if other than the date this document was signed.

Effective date if applicable: July 13, 2015
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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.

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Dated 7/13/15

Signature Willy Garcia
(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)

WILLY GARCIA
(Typed or printed name of person signing)

President - Chairman of Board of Directors
(Title of person signing)