

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Airport Pulling Windward Isle Homeowners' Associatio

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AMENDED AND RESTATED ARTICLES OF INCORPORATION**OF****AIRPORT PULLING WINDWARD ISLE HOMEOWNERS' ASSOCIATION, INC.**

The undersigned, executes and adopts these Amended and Restated Articles of Incorporation for the purposes set forth below. The Articles of Incorporation for Airport Pulling Windward Isle Homeowner's Association, Inc., filed with the Secretary of State of the State of Florida on July 7, 2014, and assigned document number N14000006392, are hereby replaced in their entirety with these Amended and Restated Articles of Incorporation.

ARTICLE I**NAME**

The name of the corporation, herein called the "Association," is Airport Pulling Windward Isle Homeowner's Association, Inc., and its principal address is changed to:

c/o Seagate Development Group, LLC, 12801 Commonwealth Drive, Unit 12, Fort Myers, FL 33913.

ARTICLE II**PURPOSE AND POWERS**

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 617 of the Florida Statutes for the operation and maintenance of certain Common Property and facilities serving the property that has been or will be submitted to that certain Amended and Restated Declaration of Covenants, Conditions Restrictions and Reservations for Airport Pulling Windward Isle Planned Residential Community, recorded or to be recorded in the Public Records of Collier County, Florida (the "Declaration"). Except as may be otherwise provided herein, the terms used herein shall have the meaning as provided in the Declaration.

The Association is organized and shall exist upon a non-stock basis as a corporation not-for-profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not-for-profit except as limited or modified by these Articles, the Declaration, the Bylaws of the Association, and Chapter 617, Florida Statutes, as it may hereafter be amended, including but not limited to the following powers:

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- (A) To make and collect assessments against Members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To acquire (by gift, purchase or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real and personal property in connection with the affairs of the Association.
- (C) To protect, maintain, repair, replace and operate the Surface Water Management System as approved by Collier County and/or the South Florida Water Management District, which may include, without limitation, lakes, retention areas, landscaping, conservation easements and areas, culverts and related appurtenances.
- (D) To protect, maintain, repair, replace and operate all Common Areas and Association owned real and personal property.
- (E) To purchase insurance upon the Association property for the protection of the Association and its members.
- (F) To reconstruct the Common Areas and Association property after casualty and to make further improvements of the Surface Water Management System.
- (G) To make, amend and enforce reasonable rules and regulations related to the operation, use, maintenance, management and control of the Common Areas, the Surface Water Management System, and the Association.
- (H) To enforce the provisions of the Declaration, these Articles, and the Bylaws, and any rules and regulations of the Association.
- (I) To contract for the management, operation, and maintenance of the Common Areas and any corresponding infrastructure dedicated to the Association, including, but not limited to, the Surface Water Management System, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
- (J) To employ accountants, attorneys, engineers, and other professional consultants to perform the services required for proper operation of the Association.

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- (K) To borrow or raise money for any of the purposes of the Association; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.
- (L) To sue and be sued.
- (M) To accept easements over certain real property so long as such easements are for the benefit of the members of the Association as determined by the Board of Directors to be in accordance with the Declaration and/or a requirement of the County or the South Florida Water Management District.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP

- (A) The Members of the Association shall consist of all record owners of a fee simple interest in one or more Lots within the real property submitted to the Declaration.
- (B) The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to the Lot owned by that Member.
- (C) The Members shall be entitled to the number of votes in Association matters as set forth in the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM

The term of the Association shall be perpetual.

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ARTICLE V

BYLAWS

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

ARTICLE VI

DIRECTORS AND OFFICERS

- (A) 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 in the absence of such determination shall consist of three (3) directors.
- (B) Directors of the Association shall be elected or appointed 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.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The initial officers shall be as stated in these Articles and shall be appointed by Declarant until Turnover (as defined in the Declaration). Following Turnover, the officers shall be elected by the Board of Directors at its first organizational meeting following Turnover, and shall serve until the next Annual Meeting of the Board of Directors or until their successors are duly qualified and elected.

ARTICLE VII

AMENDMENTS

Prior to Turnover, Declarant may amend these Articles unilaterally without the joinder and consent of any other Owners for any purpose Declarant, in its sole discretion, deems necessary or desirable to further its development objectives. Following Turnover, amendments to these Articles shall be proposed and adopted in the following manner:

- (A) **Proposal.** Amendments to these Articles may be proposed by a majority of the Board of Directors or by petition in writing, signed by the Members representing at least 20% of the voting interests of the entire membership.
- (B) **Procedure.** Upon any amendment or amendments to these Articles being proposed by said Board or Members, such proposed amendment or

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amendments shall be submitted to a vote of the Members not later than the next membership meeting for which proper notice can be given.

- (C) Vote Required. Except as otherwise required by Florida law, these Articles of Incorporation may be amended by 67% of the total voting interests, which vote may occur at any annual or special meeting of the Members, or by approval in writing of 67% of the total voting interests of the Members without a meeting.
- (D) Date of Adoption and Vote for Amended and Restated Articles. The two Members entitled to vote on these Amended and Restated Articles have signed below and have voted to amend the Articles as of the date of their signatures and the number of votes cast for these Amended and Restated Articles is sufficient for approval.
- (E) Effective Date of Future Amendments. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida.

ARTICLE VIII

DIRECTORS

The officers and directors of the Association to replace the Officers and Directors named in the initial Articles of Incorporation shall be:

James A. Nulf, Jr. - President/ Director
12801 Commonwealth Drive
Unit 12
Fort Myers, FL 33913

James B. Hamilton - Secretary/ Director
12801 Commonwealth Drive
Unit 12
Fort Myers, FL 33913

William G. Price, Jr. - Treasurer/ Director
12801 Commonwealth Drive
Unit 12
Fort Myers, FL 33913

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ARTICLE IX

REGISTERED AGENT

The registered office of the Association is changed to 12801 Commonwealth Drive, Fort Myers, Florida 33913.

The registered agent at said address to replace the initial Registered Agent is William G. Price, Jr.

ARTICLE X

DISSOLUTION

In the event of dissolution of the Association, the Association shall have the power to dedicate the operation and maintenance of the Common Areas and corresponding infrastructure, including but not limited to the Surface Water Management System, to an appropriate agency of local government for purposes of operating and maintaining said common property in accordance with the Declaration and the County or South Florida Water Management District requirements, or if not accepted by such local agency, then the Common Areas and corresponding infrastructure shall be dedicated to a successor or similar non-profit corporation.

WHEREFORE the Members have caused these Amended and Restated Articles to be approved as of the date of their signatures below.

6900 Airport Pulling, LLC
a Massachusetts limited liability company

By: _____

Printed Name: William A. Depletri

Its: Manager

Date: 10-14-15

Seagate Holdings II, LLC
a Florida limited liability company

By: _____

Printed Name: William G. Price, Jr.

Its: Manager

Date: 10-14-15

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

In compliance with the laws of Florida, the following is submitted:

First, that Airport Pulling Windward Isle Homeowner's Association, Inc., has named William G. Price, Jr., as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations pursuant to the applicable Florida Statutes.



William G. Price, Jr.

Date: 10-14-15

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