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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
TIMBERWOOD PRESERVE NEIGHBORHOOD ASSOCIATION, INC.**

**(A Florida Corporation Not for Profit)**

These Amended and Restated Articles of Incorporation of Timberwood Preserve Neighborhood Association, Inc., a Florida not for profit corporation, dated as of March 25, 2015, are being duly executed and filed by David Caldwell, its president, to amend and restate the Association's original articles of incorporation, which were filed on July 10, 2014. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

**ARTICLE I: NAME AND LOCATION**

The name of this corporation is TIMBERWOOD PRESERVE NEIGHBORHOOD ASSOCIATION, INC. (hereinafter referred to as the "Association"), and its office for the transaction of its affairs shall be 24301 Walden Center Drive, Bonita Springs, Florida 34134, and the initial Registered Agent at that address is Vivien N. Hastings.

**ARTICLE II: PURPOSES**

This Association does not contemplate pecuniary gain or profit to the Members thereof, and no distribution of income to its Members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be Members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the property owners in Timberwood Preserve (hereinafter referred to as the "Community"), and the specific purpose is to perform the functions of the Association contemplated in the Amended and Restated Declaration for the Community recorded in the public records of Lee County, Florida (hereinafter referred to as the "Declaration"), as the same may in the future be amended, which purposes shall include but not be limited to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;
- (b) Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Declaration;
- (c) Own and convey property;
- (d) Establish rules and regulations;
- (e) Sue and be sued;
- (f) To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;
- (g) Maintain, repair and replace Common Properties as contemplated by the Declaration, and to enter into contracts for the provision of services to maintain and operate the Common Properties; and
- (h) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida.

**ARTICLE III: MEMBERSHIP AND VOTING RIGHTS**

**A. Eligibility.** Every person, whether an individual, corporation or other entity, who is the record owner of a Lot or Parcel that is subject to Assessment pursuant to the Declaration shall become a Member of the Association upon the recording of the instrument of conveyance. If title to a Lot or Parcel is held by more than one person, each such person shall be a Member. An Owner of more than one Lot or Parcel is entitled to membership for each Lot or Parcel owned. No person other than an Owner may be a Member of the Association, and a membership in the Association may not be transferred except by the transfer of title to a Lot or Parcel; provided, however, the foregoing does not prohibit the assignment of membership and voting rights by an Owner who is a contract seller to such Owner's vendee in possession.

If more than one person owns a fee interest in any Lot or Parcel, all such persons are Members, but there may be only one vote cast with respect to such Lot or Parcel. Such vote may be exercised as the co-owners determine among themselves, but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file a certificate with the secretary of the Association naming the voting co-owner entitled to vote at such meeting, unless such co-owners have filed a general voting certificate with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, no separate certificate shall be necessary if title to any Lot or Parcel is held in a tenancy by the entireties, and in such event either tenant is entitled to cast the vote for such Lot or Parcel unless and until the Association is notified otherwise in writing by such co-tenants by the entireties.

**B. Classes of Membership and Voting; Transfer of Control.** The Association shall have 2 classes of voting membership: Class A and Class B. So long as there is Class B membership, Class A Members shall be all persons owning record title to the Lots or Parcels of the Community ("Homeowners") except Declarant. All Class B memberships shall belong to Declarant. Upon termination of Class B membership as provided below, Class A Members shall be all Homeowners, including Declarant so long as such Declarant is an Owner. Voting shall be accomplished in accordance with the schedule set forth in Exhibit E to the Declaration. There shall be no cumulative voting for Directors or any other matters.

Until such time as Class B membership is terminated, Declarant shall be entitled to solely appoint all members of the Board. The Class B membership will terminate and convert automatically to Class A membership, and Transfer of Control for the Members other than Declarant shall occur, upon the earlier of (a) 3 months after 90% of the Lots in all portions of the Community which are or may be ultimately subject to governance by the Association have been conveyed to third party Owners; (b) when Declarant waives its rights to Class B membership, which waiver shall be evidenced by the recording of a certificate to such effect in the public records of Lee County, Florida, or (c) upon Declarant abandoning or deserting its responsibility to maintain and complete the amenities or infrastructure as disclosed in the Governing Documents.

Upon termination of Class B membership, all provisions of the Declaration, Articles of Incorporation, or By-Laws referring to Class B membership will be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

**C. Transferability.** Each membership is appurtenant to the Lot or Parcel upon which it is based and is transferred automatically by conveyance of title to that Lot or Parcel whether or not mention thereof is made in such conveyance of title.

**ARTICLE IV: TERM OF EXISTENCE**

The Association shall have perpetual existence. In the event that the Association is dissolved, the dedicated property and corresponding infrastructure of the Surface Water Drainage and Management System will be conveyed or dedicated to a similar non-profit organization or entity to assure continued maintenance and operation.

**ARTICLE V: MANAGEMENT**

The affairs of the Association shall be managed by its Board of Directors, which shall consist of not less than 3 nor more than 7 individuals, the precise number to be fixed in the By-Laws or by the Board of Directors from time to time. Directors shall be elected for one year terms by the Members at the annual Members' meeting, to be held as scheduled by the Board of Directors in the last quarter of each fiscal year in the manner prescribed in the By-Laws, and shall hold office until their respective successors are duly elected and qualified; provided, however, that Declarant shall be entitled to solely appoint all members of the Board of Directors prior to Transfer of Control. The Board shall elect a President, a Vice President, and a Secretary-Treasurer, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be Members of the Association except with respect to those who are elected by Declarant. Any individual may hold 2 or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Association.

Notwithstanding the foregoing, the Class B Members shall have the right to elect all Directors as long as there shall be Class B membership, except that such Class A Members shall be entitled to elect at least one member of the Board (but not a majority of the directors until Transfer of Control has occurred) once 50% of the Lots in all phases of the Community which will ultimately be operated by the Association have been conveyed to the Class A Members.

**ARTICLE VI: OFFICERS**

The names of the current officers who shall serve until their successors are elected under the provisions of these Articles of Incorporation and the By-Laws are the following:

David Caldwell	President
Max Etienne	Vice President
Barry Ernst	Secretary-Treasurer

**ARTICLE VII: BOARD OF DIRECTORS**

The number of persons constituting the Board of Directors of the Association shall be three (3) and the names and addresses of the members of such current Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the By-Laws, are the following:

David Caldwell	24301 Walden Center Drive Bonita Springs, Florida 34134
Max Etienne	24301 Walden Center Drive Bonita Springs, Florida 34134
Barry Ernst	24301 Walden Center Drive Bonita Springs, Florida 34134

**ARTICLE VIII: BY-LAWS**

The By-Laws of the Association have been or shall be adopted by the Board of Directors at a duly-called meeting of the Board. Thereafter, the By-Laws may be altered, amended, or rescinded only in the manner provided in the By-Laws.

**ARTICLE IX: AMENDMENTS**

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) Prior to Transfer of Control, the Board of Directors shall be entitled to consider amendments to these Articles of Incorporation and shall approve any such amendments upon not less than a majority vote of the directors (and no vote of the Master Association membership or approval by any party shall be required for such an amendment to become effective, except as may be otherwise specifically required herein).

(b) Subsequent to Transfer of Control, the Board of Directors shall adopt a resolution setting forth the proposed amendment, and the Board shall direct that it be submitted to a vote at a meeting of the Members, which may be either the annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon within the time and in the manner provided herein for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting. At such meeting, a vote of the total voting interests eligible to vote thereon shall be taken on the proposed amendment, and the proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the total voting interests in the Master Association.

(c) No amendment to these Articles of Incorporation shall be made which affects any of the rights and privileges provided to Declarant under the Governing Documents without the written consent of Declarant.

(d) Notwithstanding the foregoing, (1) no amendment to the By-Laws shall be valid which affects any of the rights and privileges provided to Declarant without the written consent of Declarant as long as Declarant shall own any Lots or Parcels in the Community, and (2) no amendment which will affect any aspect of the Surface Water Drainage and Management System located on the Property shall be effective without the prior written approval of the South Florida Water Management District.

**ARTICLE X: REGISTERED OFFICE AND AGENT**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Registered Agent for service of process upon the Association is:

Vivien N. Hastings  
24301 Walden Center Drive  
Bonita Springs, Florida 34134

The preceding address is also the address of the registered office of the Association.

**CERTIFICATE OF AMENDMENT**

Pursuant to Section 617.1007, Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Timberwood Preserve Neighborhood Association, Inc. were approved by 100% of the Members of the Association by written action taken in lieu of meeting dated March 25, 2015, and by the unanimous written consent of the Board of Directors dated March 25, 2015.

Dated this 25 day of March, 2015.

EXECUTED IN THE PRESENCE OF:

**Timberwood Preserve Neighborhood Association, Inc., a Florida not-for-profit corporation**

[Signature]  
(Signature)

Robby Adams  
(Printed Name)

By: [Signature]  
David Caldwell, President

[Signature]  
(Signature)

Cindy Rush  
(Printed Name)

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 25 day of March, 2015, by David Caldwell, as President of Timberwood Preserve Neighborhood Association, Inc., a Florida not-for-profit corporation, on behalf of the company, who  is personally known to me or  has produced \_\_\_\_\_ as identification.

My Commission Expires:

[Signature]  
Notary Public (Signature)

(AFFIX NOTARY SEAL)

LEDIA METAJ  
(Printed Name)

