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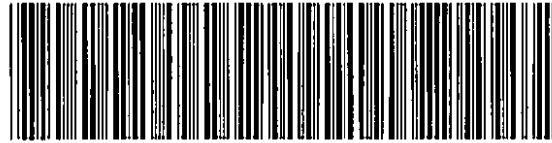
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- Board Certified Real Estate Lawyer
- Board Certified Business Litigation Lawyer

July 14, 2022

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: *Timberwood Preserve Neighborhood Association, Inc.*
Doc #N14000006491

To Whom It May Concern:

Enclosed please find the original Second Amended and Restated Articles of Incorporation for the above-referenced entity and a check in the amount of \$70.00. If you have any questions, please do not hesitate to contact us.

Sincerely,

KNOTT EBELINI HART



Jolene Tarleton, FRP

/jrt

Enclosures

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

(A Florida Corporation Not for Profit)

WHEREAS, Nicole Marginian Swartz, as incorporator, filed those certain Articles of Incorporation of Timberwood Preserve Neighborhood Association, Inc. dated July 10, 2014 (the "**Original Articles**"); and

WHEREAS, on March 27, 2015, in accordance with the provisions of Article X of the Original Articles, the Original Articles were amended and completely restated (the "**First Restated Articles**"); and

WHEREAS, pursuant to the provisions of Paragraph (b) of Article IX of the First Restated Articles, the Association may amend the First Restated Articles in accordance with the procedures set forth therein.

NOW, THEREFORE, in accordance with the provisions of Paragraph (b) of Article IX of the First Restated Articles, the Association hereby amends and completely restates the First Restated Articles effective for all purposes and in all respects as of this 28th day of June 2022 (the "**Second Restated Articles**"); and

FURTHER, these Second Restated Articles are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

ARTICLE I: NAME AND ADDRESS

The name of this corporation is **TIMBERWOOD PRESERVE NEIGHBORHOOD ASSOCIATION, INC.** (hereinafter referred to as the "**Association**") and the Association's mailing address is c/o Associa Gulf Coast, 13461 Parker Commons Blvd., Suite 101, Fort Myers, FL 33912.

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:

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CLERK OF COUNTY OF LEE FLORIDA

(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.** The Association shall have one (1) class of voting membership. Members shall be all persons owning record title to the Lots of the Community (“Homeowners”). Voting shall be accomplished in accordance with the Bylaws of the Association. There shall be no cumulative voting for Directors or any other matters.

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 terms prescribed by the Bylaws, by the Members at the annual Members’ meeting, to be held as scheduled by the Board of Directors in the first 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. The Board shall elect a President, a Vice President, and a Secretary or 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 are not required to be Directors. Officers and Directors must be Members of the Association. Any individual may hold 2 or more corporate offices, except that the offices of President and Secretary, or 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.

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:

| | |
|----------------|----------------|
| Daniel Brick | President |
| Rose Witkowski | Vice President |
| Serge Thebaud | Secretary |
| Eric Alvarez | Treasurer |
| Edward Rybczyk | At Large |

ARTICLE VII: BOARD OF DIRECTORS

The names and addresses of the members of the 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:

Daniel Brick
c/o Associa Gulf Coast
13461 Parker Commons Blvd, Suite 101
Fort Myers, Florida 33912

Rose Witkowski
c/o Associa Gulf Coast
13461 Parker Commons Blvd, Suite 101
Fort Myers, Florida 33912

Serge Thebaud
c/o Associa Gulf Coast
13461 Parker Commons Blvd, Suite 101
Fort Myers, Florida 33912

Eric Alvarez
c/o Associa Gulf Coast
13461 Parker Commons Blvd, Suite 101
Fort Myers, Florida 33912

Mark Campbell
c/o Associa Gulf Coast
13461 Parker Commons Blvd, Suite 101
Fort Myers, Florida 33912

ARTICLE VIII: BY-LAWS

The By-Laws of the Association have been 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:

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.

Notwithstanding the foregoing, 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:

Associa Gulf Coast
13461 Parker Commons Blvd., Suite 101
Fort Myers, FL 33912

CERTIFICATE OF AMENDMENT

Pursuant to Section 617.1007, Florida Statutes, the undersigned certifies that the Second Amended and Restated Articles of Incorporation of Timberwood Preserve Neighborhood Association, Inc., were approved by majority of voting members in the Master Association pursuant to Article IX in the Amended and Restated Articles of Incorporation.

Dated this 1st day of July, 2022.

WITNESSES:

Katherine Williams
Signature of 1st Witness

Katherine Williams
Printed Name of 1st Witness

Veronica Flood
Signature of 2nd Witness

Veronica Flood
Printed Name of 2nd Witness

**TIMBERWOOD PRESERVE
NEIGHBORHOOD ASSOCIATION,
INC.**

By: Daniel Brick
DANIEL BRICK, President

Date: 7-1, 2022

2022 JUL 18 PM 2:43
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this 1st day of July, 2022, by **DANIEL BRICK**, as President of the Timberwood Preserve Neighborhood Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He is personally known to me or who has produced BB-110-3-40 as identification.

FC Drivers license

Allison M. DiGrace
Signature of Notary Public
Allison M DiGrace
Name typed, printed or stamped
My Commission Expires: 11-11-2023

