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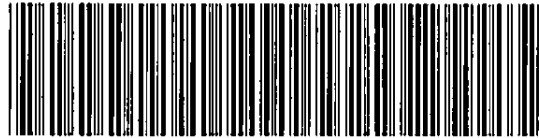
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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2024-03-23 PM 2:03
STATE
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R. HUNT
04/03/24

COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Tidewater by Del Webb Homeowners Association, Inc.
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy,
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: S. Kyla Thomson

Name (Printed or typed)

999 Vanderbilt Beach Road, Suite 300

Address

Naples, FL 34108

City, State & Zip

239-373-8027

Daytime Telephone number

skthomson@varnumlaw.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION.
FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
TIDEWATER BY DEL WEBB HOMEOWNERS ASSOCIATION, INC.**

Pursuant to Chapter 617, Florida Statutes, these Articles of Incorporation of Tidewater by Del Webb Homeowners Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on May 29, 2015, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Chapter 617, 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 of Incorporation other than the inclusion of amendments, adopted pursuant to Chapter 617, Florida Statutes, and the omission of matters only of historical interest. The Definitions set forth in the Declaration of Covenants, Conditions and Restrictions for Tidewater by Del Webb (the "Declaration") are used herein. The Amended and Restated Articles of Incorporation of Tidewater by Del Webb Homeowners Association, Inc. shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation is Tidewater by Del Webb Homeowners Association, Inc., sometimes hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE: The principal office of the corporation presently is 10700 Tidewater Key Blvd., Estero, FL 33928.

ARTICLE III

PURPOSE AND POWERS: This Association will not permit pecuniary gain or profit nor distribution of its income to its Members, officers, or Directors. It is a nonprofit corporation formed for the purpose of operating a residential community homeowners' association located in Lee County, Florida. The Association shall have all of the common law and statutory powers of a Florida corporation not-for-profit and of a homeowner's association under the laws of the State of Florida, except as expressly limited or modified by its Governing Documents; and it shall have all of the powers and duties reasonably necessary to operate Tidewater by Del Webb pursuant to the Governing Documents as they may hereafter from time to time be amended, including but not limited to, the power:

(A) to fix, levy, collect, and enforce payment by any lawful means all Charges, Assessments, or liens pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all license fees, taxes or governmental charges levied or imposed against the Property or the corporation;

- (B) to make, amend, and enforce reasonable Rules and Regulations governing the use of the Common Areas, the Parcels, and the operation of the Association;
- (C) to make, amend, and enforce reasonable Architectural Review Guidelines governing Parcels and Units;
- (D) to sue and be sued, and to enforce the provisions of the Governing Documents;
- (E) to contract for the management and maintenance of the Common Areas and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Governing Documents to be exercised by the Board of Directors or the Members;
- (F) to employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Property;
- (G) to acquire, own, hold, improve, build upon, operate, maintain, convey, sell, transfer, lease, and otherwise dispose of any real and personal property;
- (H) to borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property or Assessment authority as security for money borrowed or debts incurred;
- (I) to maintain, repair, replace, and provide insurance for the Common Areas;
- (J) to repair and reconstruct improvements after casualty losses;
- (K) to grant, rescind, modify, or move easements;
- (L) to maintain and operate the Stormwater Management System; and
- (M) to exercise any and all powers, rights, and privileges which a corporation organized under Chapters 617 and 720 of Florida Statutes, as amended from time to time, may now or hereafter have or exercise; subject always to the Governing Documents, as amended from time to time.

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 Governing Documents.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and voting rights shall be as set forth in the Bylaws of the Association.

ARTICLE V

TERM; DISSOLUTION: The term of the Association shall be perpetual. The Association may be dissolved with the consent given in writing and signed by not less than three-fourths (3/4ths) of total Voting Interests of the Association. In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the Common Area and other property the Association is obligated to maintain pursuant to the Governing Documents, including any property or easements and related improvements that are dedicated to the Association by plat or separate instrument, including any agreement or easement which imposes maintenance obligations on the Association, shall be transferred to and accepted by an entity that is acceptable to any governmental authorities, prior to such termination, dissolution, or liquidation. Annexation of additional properties, mergers and consolidations, mortgaging of Common Area and dissolution of the Association requires prior written approval of the Department of Housing and Urban Development and the Veterans Administration ("HUD/VA").

ARTICLE VI

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

ARTICLE VII

AMENDMENTS: 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 upon a petition of twenty-five percent (25%) of the Voting Interests and shall be submitted to a vote of the Members not later than the next annual meeting.

(B) 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 two thirds (2/3rds) of the votes received from the Voting Interests present and voting, in person or by proxy, at a membership meeting at which a quorum has been attained.

(C) Effective Date: 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 with the same formalities as are required in the Declaration for the execution of a deed.

ARTICLE VIII

DIRECTORS AND OFFICERS:

(A) The affairs of the Association will be administered by a Board of Directors consisting of five (5) Directors. Directors are required to meet all qualifications imposed by the Bylaws and Florida law.

(B) 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.

(C) 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 of Directors.

ARTICLE IX

INDEMNIFICATION:

(A) Indemnity. The Association shall indemnify any officer, Director, 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 that 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, in and 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 officers, Directors, and committee members as permitted by Florida law. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

(B) 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 (A) above, or in defense of any claim, issue, or matter therein, 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.

(C) 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 on behalf of the affected Director, officer, or committee member. The Director, officer or committee member shall repay such amount if it shall ultimately be determined that said Director, officer or committee member is not entitled to be indemnified by the Association as authorized by this Article IX.

(D) Miscellaneous. The indemnification provided by this Article IX 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 who has ceased to be a Director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

(E) Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, committee member, employee, or agent of the Association, or 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.

(F) Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article IX may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

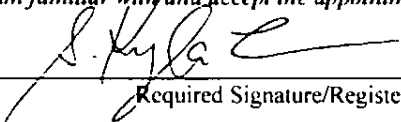
2011-03-03 PM 2:03
CLAYTON OF STATE
LAFAYETTE, FL

The name and Florida street address (P.O. Box **NOT** acceptable) of the registered agent is:

Name: N/A

Address: _____

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Required Signature/Registered Agent

03/28/2024

Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s) (CHECK ONE)

☒ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was FEBRUARY 27, 2024, and the votes cast were sufficient for approval

☐ These restated articles of incorporation were adopted by the board of directors.

2024-03-03 PM 2:03
CLERK OF STATE
TALLAHASSEE, FL

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

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.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: 3/26/2024

Signature: Steven M. Novak

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Steven M. Novak

(Typed or printed name of person signing)

President, Board of Directors

(Title of person signing)