

N15097

SMOOT ADAMS EDWARDS & GREEN, P.A.
ATTORNEYS AT LAW

J. TOM SMOOT, JR.
HAL ADAMS
FRANKLYN A. JOHNSON, JR. (1947-1991)
CHARLES B. EDWARDS
BRUCE D. GREEN
STEVEN L. WINER
MARK R. KOMRAY
CLAYTON W. CREVASSE
M. BRIAN CHEFFER
ROBERT S. FORMAN
KATHLEEN W. MCBRIDE
LOWELL SCHOENFELD
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MELVILLE G. BRINSON III
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FORT MYERS, FLORIDA 33907
(941) 489-1776
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MAILING ADDRESS
P. O. BOX 6259
FORT MYERS, FLORIDA
33906-6259

April 17, 1997

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32301

100002151201--6
-04/22/97-01098-012
*****87.50 *****87.50

RE: Villas of Cross Creek II Condominium Association, Inc.
Amended and Restated Articles of Incorporation

Gentlemen:

Please find enclosed original Amended and Restated Articles of Incorporation for the above-referenced non-profit corporation along with our client's check in the amount of \$87.50 for filing fees. Please file the articles and return the receipt and certified copy for same in the envelope provided for your convenience.

Thank you for your attention to this matter.

SLO GAVE

AUTHORIZATION BY PHONE TO Very truly yours,
Susan C. Despres

CORRECT, *M/S Despres - Request*
Susan C. Despres

DATE 6-10 Corporate Paralegal

scd
Enclosures

VIA CERTIFIED MAIL
RETURN RECEIPT - P 506 059 283

FILED
97 JUN -6 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XFC
4/30
Call/16/15

SMOOT ADAMS EDWARDS & GREEN, P. A.
ATTORNEYS AT LAW

J. TOM SMOOT, JR.
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MAILING ADDRESS
P. O. BOX 60859
FORT MYERS, FLORIDA
33906-6859

May 30, 1997

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32301
ATTN: Karen Gibson

RE: Villas of Cross Creek II Condominium Association, Inc.
Amended and Restated Articles of Incorporation

Dear Karen:

Pursuant to your telephone discussion with Attorney Sam Hagen of our office, I am returning the above-referenced document for filing. Should you have any questions, please contact Mr. Hagen directly. Thank you for your assistance.

Very truly yours,


Susan C. Despres
Corporate Paralegal

scd
Enclosures

VIA CERTIFIED MAIL
RETURN RECEIPT - Z 366 200 120



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 30, 1997

SUSAN DESPRES
SMOOT ADAMS EDWARDS & GREEN, P.A.
PO BOX 60259
FORT MYERS, FL 33906-6259

SUBJECT: THE VILLAS OF CROSS CREEK II CONDOMINIUM ASSOCIATION,
INC.
Ref. Number: N15097

We have received your document for THE VILLAS OF CROSS CREEK II CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing a computer printout which reflects the registered agent and registered office now on file with this office. Please amend your document accordingly.

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 097A00022590

15000

4143245

CERTIFICATE OF AMENDMENT

97 JUN -6
SECRETARY
TALLAHASSEE
FILED

OR2809 P60703

The undersigned, being the duly elected President of the VILLAS OF CROSS CREEK II CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, does hereby certify that at the ANNUAL MEETING of the members held on March 13, 1997 where a quorum was present after due notice, all resolutions set forth below were approved and adopted by the votes indicated for the purpose of amending and restating the DECLARATION OF CONDOMINIUM of the VILLAS OF CROSS CREEK II CONDOMINIUM, a Condominium, as originally recorded at Official Records Book 1883, Page 2974, et seq., Public Records of Lee County, Florida, and the Articles of Incorporation and Bylaws of the Association. Further, the Amended and Restated Articles of Incorporation required approval by the voting membership of the Association. The number of votes cast at the Annual Meeting was sufficient for approval of these Amended and Restated Articles of Incorporation of the Association.

1. The following resolution was approved by the concurrence of not less than sixty-six and two-thirds percent (66 2/3%) vote of the voting interests of the Association which was sufficient for approval of the Declaration.

RESOLVED: That the Declaration of Condominium of the VILLAS OF CROSS CREEK II CONDOMINIUM, a Condominium, be and is hereby amended and restated in its entirety, and Amended and Restated Declaration is adopted in the form attached hereto and made a part hereof; and

2. The following resolution was approved by the concurrence of not less than a majority of the Directors of the corporation and not less than a majority of the votes of the entire membership of the Association which was sufficient for approval of the Articles of the Corporation.

RESOLVED: That the Articles of Incorporation of this Association be and are hereby amended and restated in their entirety, and the Amended and Restated Articles of Incorporation are adopted in the form attached hereto, and made a part hereof.

3. The following resolution was approved by the concurrence of not less than a majority of the Directors of the corporation and not less than a majority of the votes of the entire membership of the Association which was sufficient for approval of the Bylaws.

RESOLVED: That the Bylaws of this corporation be and are hereby amended and restated in their entirety, and the Amended and Restated Bylaws are adopted in the form attached hereto, and made a part hereof.

• RECORD VERIFIED - CHARLIE GREEN, CLERK •
• By: J. J. Baker, D.C. •

4-1-97

Date

THE VILLAS OF CROSS CREEK II
CONDOMINIUM ASSOCIATION, INC.

OR2809 P60704

Beverly Greene
Signature of Witness

By: Richard E. Collier
Richard E. Collier, President
Address: 12725 Cold Stream Dr., S.E.
FT. MYERS, FL. 33912

BEVERLY GREENE
Printed Name of Witness

(CORPORATE SEAL)

Valerie Goodwin
Signature of Witness

Valerie Goodwin
Printed Name of Witness



STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 1ST day of April, 1997, by Richard E. Collier, President of The VILLAS OF CROSS CREEK II CONDOMINIUM ASSOCIATION, INC., a Florida not for profit corporation, on behalf of the Association. He is personally known to me or has produced _____ (type of identification) as identification and who did (not) take an oath.

David J. Workman



"OFFICIAL SEAL"
David J. Workman
My Commission Expires 3/21/98
Commission #CC 357627

Printed Name:
Commission Number:
Commission Expiration:
(Seal)

(Note: Substantial Rewording of Articles of Incorporation - See Original Articles of Incorporation For Original Text)

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE VILLAS OF CROSS CREEK II
CONDOMINIUM ASSOCIATION, INC.

97 JUN - 6 AM 9:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OR2809 P60722

Pursuant to section 617.1007 Florida Statutes, the Articles of Incorporation of The Villas of Cross Creek II Condominium Association, Inc. a Florida corporation not for profit, originally filed on April 28, 1986, as recorded at O. R. Book 1883, pages 3017 - 3019, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to section 617.1007, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as hereto amended and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of amendments adopted pursuant to Section 617.1007 and the omission of matters of historical interest. Further, these Amended and Restated Articles were adopted by the voting members at the Annual Meeting of the Association on March 13, 1997, and that the votes cast were sufficient for approval of these amendments. The Amended and Restated Articles of Incorporation of Villas of Cross Creek II Condominium Association, Inc., shall henceforth be as follows. Chapter 718, Florida Statutes, as the same may be amended from time to time (the "Florida Condominium Act"), is incorporated herein by reference and made a part hereof.

ARTICLE I
NAME

The name of this corporation shall be: The Villas of Cross Creek II Condominium Association, Inc.

ARTICLE II
PURPOSES

The purpose for which this corporation is organized is to provide an entity for the maintenance, operation, and management of The Villas of Cross Creek II Condominium Association, Inc.

ARTICLE III
QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION

The qualification of members and the manner of their admission shall be as follows: Any person or persons who hold title to a Condominium unit in the Condominium and who has designated a voting member by filing a voting certificate with the Association shall, by virtue of such acts, be a member of this Corporation. No other persons shall be members.

ARTICLE IV
TERM OF EXISTENCE

The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to the provisions of Chapter 617, Florida Statutes.

ARTICLE V
DIRECTORS AND OFFICERS

The affairs of this corporation shall be managed by a governing Board of five (5), each of whom shall be members of the Association and who shall be elected on the date of the Annual Meeting of the Corporation in accordance with the provisions set forth in the Bylaws. The officers shall be: a President, one or more Vice Presidents, a Secretary, and a Treasurer, and such other assistant officers as the Directors shall decide. Such officers shall be elected by the Board of Directors. Directors may elect officers by secret ballot. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the Bylaws of the Corporation.

ARTICLE VI
OFFICERS OF THE ASSOCIATION

The names of the Officers of the Association when the Amended and Restated Articles were approved are:

| | |
|------------------------------------|--|
| Richard E. Collier, President | 12725 Cold Stream Dr., Ft. Myers, FL 33912 |
| Eugene Buchheit, Vice President | 12699 Cold Stream Dr., Ft. Myers, FL 33912 |
| James Hague, Treasurer | 12703 Cold Stream Dr., Ft. Myers, FL 33912 |
| Janet Prior, Secretary | 12699 Cold Stream Dr., Ft. Myers, FL 33912 |
| William Rosseau, Director-At-Large | 12675 Cold Stream Dr., Ft. Myers, FL 33912 |

ARTICLE VII
PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of this corporation shall be located at c/o Paragon Property Management, 6371-2 Arc Way, Ft. Myers, FL 33912-1358, and the registered agent at that address is David J. Workman c/o Paragon Property Management.

ARTICLE VIII
BYLAWS

The Bylaws of this Corporation may be made, altered, amended or repealed as provided for in the Bylaws.

ARTICLE IX
AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed and adopted as follows:

An amendment may be proposed by either the Board of Directors or by ten percent (10%) of the voting interests.

The amendment must be approved by not less than a majority of the Board of Directors and a majority of the voting interests of the membership of the Association at an annual or special meeting at which a quorum is established by those present in person or by proxy.

ARTICLE X
INITIAL INCORPORATOR

The original incorporator for the corporation was Tim Ireland of First Cape Realty, Inc.

DR2809 P60723

15000000

Signed this 14 day of MARCH, 1997.

ATTEST: Janet W. Prior
Janet Prior, Secretary

The Villas of Cross Creek II
Condominium Association, Inc

By: Richard E. Collier
Richard E. Collier, President

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 14 day of MARCH, 1997, by Richard E. Collier, President of the Villas of Cross Creek II Condominium Association, Inc., a Florida corporation not for profit, on behalf of the Corporation. He is personally known to me or has produced FL DL C46074525210 (type of identification) as identification and he did (did not) take an oath.

David J. Workman
Notary Public

Printed Name
Commission No:

My Commission Expires:

(Seal)



"OFFICIAL SEAL"
David J. Workman
My Commission Expires 3/21/98
Commission #CC 357627

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 14 day of MARCH, 1997, by Janet Prior, Secretary of the Villas of Cross Creek II Condominium Association, Inc., a Florida corporation not for profit, on behalf of the Corporation. She is personally known to me or has produced FL DL P666439245820 (type of identification) as identification and she did (did not) take an oath.

David J. Workman
Notary Public

Printed Name
Commission No:

My Commission Expires:

(Seal)



"OFFICIAL SEAL"
David J. Workman
My Commission Expires 3/21/98
Commission #CC 357627

OR2809 P60724

ESTOS