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TALLAHASSEE, FLORIDA

CC

Amended Restated

MAY - 5 2016

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April 26, 2016

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Amendment to the Articles of Incorporation of Palo Verde Homeowners Association, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of an amendment to the Amended and Restated Articles of Incorporation of the Village of Pelican Bay Homeownes Association, Inc. to be filed with your office. Please return a certified copy to our office at your earliest convenience. Also enclosed is a check in the amount of $43.75 for filing fees.

Thank you for your assistance in this matter.

Sincerely,
SAMOUCE & GAL, P.A.

Robert Samouce
For the Firm

Enclosures

CERTIFICATE

The undersigned, being the duly elected and acting President of Village of Pelican Bay Homeowners Association, Inc., hereby certifies that the foregoing Articles of Incorporation were approved by the affirmative vote of at least seventy five percent (75%) of the entire membership on April 13, 2016 after notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that the number of votes casts was sufficient for their amendment.

Executed this 21 day of April, 2016.

VILLAGE OF PELICAN BAY HOMEOWNERS ASSOCIATION, INC.

Lynn Eccleston

Lynn Eccleston, President
6602 Southfork
Naples, FL 34108

Attest:

David Berg, Secretary

(SEAL)

FILED
2016 MAY -2 AM 10:30

STATE OF Florida
COUNTY OF Collier

Subscribed to before me this 21 day of April, 2016 by Lynn Eccleston, President of Village of Pelican Bay Homeowners Association, Inc., a Florida corporation not for profit, on behalf of the corporation. She is personally known to me or did produce Drivers License as identification.

Stephanie Renee Ross
NOTARY PUBLIC
STATE OF FLORIDA
Comm# FF974637
Expires 3/23/2020

Signature of Notary Public

(Print, Type or Stamp Commissioned Name of Notary Public) (Affix Notarial Seal)

STATE OF Florida
COUNTY OF Collier

Subscribed to before me this 21 day of April, 2016 by David Berg, Secretary of Village of Pelican Bay Homeowners Association, Inc., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce Drivers License as identification.

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

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

VILLAGE OF PELICAN BAY HOMEOWNERS ASSOCIATION, INC.

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation of Village of Pelican Bay Homeowners Association, Inc. (Articles), a Florida corporation not for profit, which was originally incorporated under the same name on December 24, 1986 are hereby amended, and restated in their entirety as amended. 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 other than the inclusion of amendments adopted pursuant to Chapter 617, Florida Statutes and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Village of Pelican Bay Homeowners Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association," is Village of Pelican Bay Homeowners Association, Inc., and its present address is c/o Newell Property Management 5435 Jaeger Road #4, Naples, Florida 34109 and thereafter may be located at any place in Collier County, Florida designated by the Board.

FILED

ARTICLE II

PRINCIPAL OFFICE: The principal office of the corporation is currently located at c/o Newell Property Management 5435 Jaeger Road #4, Naples, Florida 34109 and thereafter may be located at any place in Collier County, Florida designated by the Board.

ARTICLE III

PURPOSE AND POWERS: The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and 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 establishing a corporate residential community homeowners' association which, subject to a Declaration of Covenants, Conditions and Restrictions for The Village at Pelican Bay originally recorded in the Public Records of Collier County, Florida, at O.R. Book 1249 at Page 591 *et seq.*, has the powers described herein. The Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles, the Bylaws of the corporation, and with said Declaration of Covenants, Conditions and Restrictions for The Village at Pelican Bay

SAMOUCE & GAL, P.A. ■ Attorneys at Law ■ 5405 Park Central Court ■ Naples, FL 34109
Phone (239) 596-9522 ■ Fax (239) 596-9523

(Declaration), and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential community, subject to said recorded Declaration, as it may 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 and the operation of the Association;

(C) To sue and be sued, and to enforce the provisions of the Declaration, these Articles, and the Bylaws of the Association;

(D) To contract for the management and maintenance of the Common Areas including, but not limited to providing landscaping maintenance, 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 or the membership of the Association;

(E) To employ accountants, attorneys, architects, landscape contractors, and other professional personnel to perform the services required for proper operation of the Properties;

(F) To dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication, sale or transfer shall be effective unless an instrument has been signed by three-fourths (3/4ths) of the voting interests agreeing to such dedication, sale or transfer or where such action has been approved by three-fourths (3/4ths) of the voting interests present in person or by proxy and voting at any annual or special meeting called for the purpose;

(G) To borrow money, and with the prior approval of three-forths (3/4ths) of the voting interests present in person or by proxy and voting at any annual or special meeting called for the purpose, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(H) To maintain, repair, replace and provide insurance for the Common Areas.

(I) To acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the corporation;

(J) To exercise any and all powers, rights and privileges which a corporation organized under Chapters 720 and 617 of Florida Statutes may now or hereafter have or exercise; subject always to the Declaration as amended from time to time; and

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 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 the voting interests. Upon dissolution of the Association, other than incident to a merger or consolidation, its assets, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was formed. In the event there is a refusal to accept such dedication, then such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization which is devoted to purposes similar to those of this Association.

ARTICLE VI

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

ARTICLE VII

DIRECTORS AND OFFICERS:

(A) The affairs of the Association shall be administered by a Board 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 by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board 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 each year by the Board at its first meeting after the annual meeting of the Members of the Association, and they shall serve at the pleasure of the Board.

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ARTICLE VIII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

(A) Proposal. Amendments to these Articles shall be proposed by a majority of the Board or upon petition of one-fourth (1/4th) 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, these Articles of Incorporation may be amended if the proposed amendment is approved by at least three-fourths (3/4ths) of the voting interests who are present and voting, in person or by proxy, at any annual or special meeting, or by a majority of the voting interests in writing without a meeting, provided that notice of any proposed amendment has been given to the Members of the Association, and that the notice contains a fair statement of the proposed amendment.

(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 Collier County, Florida with the same formalities as are required in the Declaration for recording amendments to the Declaration.

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not apply to:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a preceding by or in the right of the Association to procure a judgement in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

(D) Wrongful conduct by Directors or Officers, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the settlement as being in the best interest of the Association. 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.

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