

N/19995

BOND, SCHOENECK & KING, P.A.

ATTORNEYS AT LAW

26811 SOUTH BAY DRIVE, SUITE 200
BONITA SPRINGS, FLORIDA 34134
(941) 947-6816

1167 THIRD STREET SOUTH, SUITE 107
NAPLES, FLORIDA 34102-7098
(941) 262-6812

1200 NORTH FEDERAL HIGHWAY, SUITE 420
BOCA RATON, FLORIDA 33432-2847
(561) 368-1212

*BOARD CERTIFIED WILLS,
TRUSTS AND ESTATES LAWYER

NORTHERN TRUST BUILDING, SUITE 404
4001 TAMiami TRAIL NORTH
NAPLES, FLORIDA 34103

TELEPHONE (941) 262-8000
FAX (941) 262-4372

JOSEPH J. BUCH
WILLIAM M. BURKE*
ANTHONY J. CATALANO
DENNIS P. CRONIN
DAVID L. DAWSON
D. FRED GARNER *
WILLIAM L. OWENS
BRADLEY G. RIGOR
JEAN A. RYAN
DAVID N. SEXTON
CONSTANCE S. SHIPLEY
ROBERT C. ZUNDEL, JR.

A. ALSTON FISHER, JR.
OF COUNSEL

BOND, SCHOENECK & KING, LLP

ALBANY, NEW YORK

BUFFALO, NEW YORK

OSWEGO, NEW YORK

SARATOGA SPRINGS, NEW YORK

SYRACUSE, NEW YORK

OVERLAND PARK, KANSAS

600002809506--9

-03/17/99--01079--008

*****35.00 *****35.00

March 16, 1999

VIA FEDERAL EXPRESS

State of Florida

Division of Corporations

409 E. Gaines Street

Tallahassee, FL 32399

Gentlemen/Ladies:

Enclosed is our check in the amount of \$35.00 payable to "Florida Department of State" for filing the enclosed Amended and Restated Articles of Incorporation of Imperial Park Place Villas Associations, Inc.

Please return the original filed document to our office in the envelope provided.

If you have any questions or comments, please do not hesitate to contact us.

Very truly yours,

BOND, SCHOENECK & KING, P.A.

By:

Dennis P. Cronin

Amended & Restated Art.

/lie

Enclosures

FILED
99 MAR 17 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lillian gave authorization to
add the "s" to Villa in art. I of
the Document. 3/22
JB

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

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

IMPERIAL PARK PLACE VILLAS ASSOCIATION, INC.

FILED
99 MAR 17 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Imperial Park Place Villas Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on April 6, 1987 are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1002, 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 Section 617.1002 and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Imperial Park Place Villas Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Imperial Park Place Villa^s Association, Inc., and its address is c/o Newell Property Management Corporation, 4148-A Corporate Square, Naples, Florida 34104.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Homeowner's Association Law for the operation of Imperial Park Place Villas.

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 no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Association shall have all or the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration of Covenants and Restrictions, the Bylaws or the Florida Homeowner's Association Law, and it shall have all of the powers and duties

reasonably necessary to operate the Association pursuant to said Declaration as it may hereafter be amended, including but not limited to the following:

- (A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.
- (B) To protect, maintain, repair and operate the Association property.
- (C) To purchase insurance upon the Association property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty to Association property and to make further improvements of the Association property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the common property and the operation of the Association.
- (F) To approve or disapprove the transfer, leasing and occupancy of units, as provided in the Declaration of Restrictions and Protective Covenants.
- (G) To enforce the provisions of the Florida Law, the Declaration of Restrictive and Protective Covenants, these Articles, the Bylaws and any Rules and Regulations of the Association.
- (H) To contract for the management and maintenance of the Association property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Restrictions and Protective Covenants to be exercised by the Board of Directors or the membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.
- (J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities. It has this power whether or not the lands or facilities are contiguous to the lands of the Association, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.
- (K) To borrow money if necessary to perform its other functions hereunder.

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 of Restrictions and Protective Covenants, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

- (A) The members of the Association shall be the record owners of a fee simple interest in one or more units in the Imperial Park Place Villas, as further provided in the Bylaws.
- (B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.
- (C) The owners of each unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

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

ARTICLE VI

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3), but no more than five (5), 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 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 each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

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 or by written petition, signed by at least one-third (1/3) of the voting interests.
- (B) Procedure. Upon any amendment to these Articles being proposed by said Board or unit owners, such proposed amendment shall be submitted to a vote of the owners not later than the next annual meeting for which proper notice can be given.
- (C) Vote Required. Except as otherwise required by law a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by at least sixty-six percent (66%) of the voting interests present, in person or by proxy, at any annual or special meeting, or by approval in writing of sixty-six percent (66%) of the voting interests 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.
- (D) 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.

ARTICLE VIII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director, officer and committee member of the Association against all expenses and liabilities, including attorneys 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, officer or committee member of the Association. The foregoing right of indemnification shall not be available if a judgement or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association.
- (B) Violation of criminal law, unless the person seeking indemnification 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 person seeking indemnification derived an improper personal benefit.

(D) Reckless, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and wilful disregard for human rights, safety or property.

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.

CERTIFICATE

The undersigned, being the duly elected and acting President and Secretary of Imperial Park Place Villas Association, Inc., hereby certify that the foregoing were duly proposed by at least a majority of the entire membership of the Board of Directors. The undersigned further certify that the foregoing were approved by at least sixty-six percent (66%) of the votes of the entire membership of the Association on the 5th OCTOBER 1998 after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said vote is sufficient for their amendment. The foregoing both amend and restate the amended Articles of Incorporation in their entirety.

Executed this 12 day of September, 1998

Imperial Park Place Villas, Inc.

Donald W. Karal
Donald W. Karal, President

Attest:

(SEAL)

William I. Revell
Secretary

STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed to before me this 26th day of January, 1998, by DONALD KARL and WILLIAM ROBERTSON, President and Secretary, respectively, of Imperial Park Place Villas Association, Inc., a Florida corporation not for profit, on behalf of the corporation. They are personally known to me or did produce _____ as identification.



BRIGIT BRENNAN
My Comm Exp. 6/18/00
Bonded By Service Ins
No. CC583052

☒ Personally Known

☐ Other I. D.

Brigit Brennan
Notary Public (SEAL)
Print Name: Brigit Brennan