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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amen,
Best



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Also Admitted in Michigan

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March 21, 2005

Florida Department of State
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Carmel At Vanderbilt Lakes Residents Association, Inc.


To Whom It May Concern:

Enclosed you will find the Amended and Restated Articles of Incorporation for Carmel At Vanderbilt Lakes Residents Association, Inc. Please have them filed and return them as soon as possible. We have included a check for \$35.00 for filing.

If you have any questions, please do not hesitate to contact me.

Sincerely,

KRAUS & BALLENGER, P.A.



Glenn J. Ballenger
Attorney at Law

cc: Carmel At Vanderbilt Lakes Residents Association, Inc.

Enclosure

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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CARMEL AT VANDERBILT LAKES RESIDENTS ASSOCIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Carmel at Vanderbilt Lakes Residents Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on April 10, 1987 are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1005, 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 617.1006 and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Carmel at Vanderbilt Lakes Residents Association, Inc. shall henceforth be as follows:

ARTICLE I

NAME. The name of the corporation is Carmel at Vanderbilt Lakes Residents Association, Inc., sometimes hereinafter referred to as the "Association."

ARTICLE II

PRINCIPAL OFFICE. The principal office of the corporation is located at 886 110th Avenue North, Suite 7, Naples, Florida 34108, and may be changed by the Board of Directors from time to time.

ARTICLE III

PURPOSE AND POWERS. This Association will not permit pecuniary gain or profit and will make no distribution of its income to its members, officers or Directors. It is a corporation not for profit organized on a non-stock basis for the purpose of establishing a corporate residential neighborhood homeowners association which will, subject to a Declaration of Covenants, Conditions and Restrictions recorded in the Public Records of Collier County, Florida, have the powers described herein. The Association shall have all of the common law and statutory power of a Florida corporation not for profit consistent with these Articles and with the Declaration of Covenants, Conditions and Restrictions to which these Articles shall be an exhibit; and it shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood, subject to the Declaration, as it may from time to time be amended, including but not limited to the power to:

- (A) Exercise any and all powers, rights and privileges which a corporation organized under Chapters 617 and 720, Florida Statutes, may now or hereafter have or exercise; subject always to the Declaration, as amended from time to time;
- (B) 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 of the corporation;
- (C) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation;
- (D) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

ARTICLE IV

MEMBERSHIP. Every person or entity who is a record Owner of a fee simple or a fractional undivided fee simple interest in any Lot which is subject, by covenants or record to the jurisdiction and powers of the Association (hereinafter referred to as a "Lot"), shall be a member of the Association. The foregoing is not intended to include persons and entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to the aforesaid jurisdiction and powers of the Association. All membership rights and duties shall be subject to and controlled by the Declaration, which is in the form of a covenant running with the land.

ARTICLE V

VOTING RIGHTS. All members of the Association shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members, but the single vote for such Lot shall be exercised as they among themselves determined, and in no event shall more than one vote be cast with respect to any Lot.

ARTICLE VI

DIRECTORS.

- (A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors.

- (B) Directors 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.

ARTICLE VII

OFFICERS. The affairs of the Association shall be administered by a President, a Secretary and a Treasurer and such other officers as may be determined in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the Annual meeting and shall serve at the pleasure of the Board of Directors.

ARTICLE VIII

TERM. The term of the Association shall be perpetual.

ARTICLE IX

BYLAWS. The Bylaws of the Association shall be adopted by the Board of Directors but may be altered, amended or rescinded by resolution adopted by a majority of the Board following the procedure for "Amendments" found in Article X of this document.

ARTICLE X

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 petition to the Board signed by at least one-fourth (1/4) of the voting interests of the Association.
- (B) **Procedure.** A proposed amendment must be submitted to a vote of the members not later than next annual meeting for which proper notice can still be given.
- (C) **Vote Required.** Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved at any annual or special meeting called for the purpose by at least a majority of the voting interests of the Association present, in person or by proxy, and voting at the meeting, or if it is approved in writing by a majority of the voting interest without a meeting, as authorized in the Bylaws, provided that notice of any proposed amendment must be given to all members of the Association, and the notice must contain the current wording of the Section and the full text of the proposed amendment.

- (D) **Effective Date.** An amendment becomes 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 X

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 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 or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved the following:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment 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 an out-of-court 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.

