N21407

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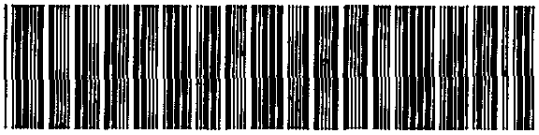
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April 21, 2006

Reply To:
Fort Myers
jadams@becker-poliakoff.com

Division of Corporations
Amendments Section
Post Office Box 6327
Tallahassee, Florida 32301

Re: Fairway Woods at the Forest II Condominium Association, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Amended and Restated Articles of Incorporation for the above-referenced Corporation along with check number 124 in the amount of $35.00 to cover the cost of filing.

Please return a copy of the filed document to my attention. An extra copy of the document is enclosed herewith for your use.

Thank you for your attention to this matter.

Very truly yours,

Joseph E. Adams
For the Firm

Enclosures (as stated)

JEA/sds
FTM_DB: 306664_1

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ARTICLES OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Fairway Woods at the Forest II Condominium Association, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 27th day of February, 2006.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:
(TWO)

Signature
Charles T. Howell
Printed Name

Signature
Robin Swanson
Printed Name

FAIRWAY WOODS AT THE FOREST II CONDOMINIUM ASSOCIATION, INC.

BY: Daniel Millington, President

Date: 04-17-06

(CORPORATE SEAL)

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TALLAHASSEE FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 17 day of April, 2006 by Daniel Millington as President of Fairway Woods at the Forest II Condominium Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) _____ as identification and did take an oath.

Angela C Brant
My Commission DD319034
Expires June 25, 2008

Angela C Brant
Notary Public

Angela C. Brant
Printed Name

My commission expires: June 25, 2008

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF FAIRWAY WOODS AT THE FOREST II CONDOMINIUM ASSOCIATION, INC.

SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION – SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT

These are the Amended and Restated Articles of Incorporation for the Fairway Woods at the Forest II Condominium Association, Inc. originally filed with the Florida Department of State the 30th day of June, 1987, under Charter Number N21407. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapter 617, Florida Statutes (2005).

1. **NAME.** The name of the corporation shall be FAIRWAY WOODS AT THE FOREST II CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Condominium as "Declaration," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

2. **PURPOSE.** The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of that certain condominium located in Lee County, Florida, and known as Fairway Woods at the Forest, A Condominium, Section II (the "Condominium").

3. **DEFINITIONS.** The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium recorded in the Public Records of Lee County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

4. **POWERS.** The powers of the Association shall include and be governed by the following powers:

4.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles or of the Act.

4.2 Enumeration. The Association shall have all the powers and duties set forth in the Act except as limited by these Articles (as they may be amended from time to time), the Bylaws (as they may be amended from time to time), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as it may be amended from time to time including but not limited to the following:

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4.2.1 To make and collect Assessments and other Charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

4.2.2 To buy, own, operate, lease, sell, and trade both real and personal property as may be necessary or convenient in the administration of the Condominium.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property and other property acquired or leased by the Association for use by Unit Owners.

4.2.4 To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, Directors, and members as Unit Owners.

4.2.5 To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety, and welfare of the Unit Owners.

4.2.6 To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Condominium Property.

4.2.7 To contract for the management of the Condominium and any facilities used by the Unit Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific approval of the Board of Directors or the membership of the Association.

4.2.8 To employ personnel to perform the services required for proper operation of the Condominium.

4.3 Condominium Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

4.4 Distribution of income. The Association shall make no distribution of income to its members, Directors or officers.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

5. MEMBERS. The members of the Association shall consist of all of the record Owners of Units in the Condominium, and after termination of the Condominium shall consist of those who were members at the time of the termination and their successors and assigns.

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5.1 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.2 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

5.3 Meetings. The Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

6. TERM OF EXISTENCE. The Association shall have perpetual existence.

7. OFFICERS. The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association 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. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

8. DIRECTORS.

8.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors. Directors must be members or the spouse of a member of the Association.

8.2 Duties and powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles, and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by Unit Owners when such approval is specifically required.

8.3 Election; removal. Directors of the Association shall be elected at the annual meeting of 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.

9. BYLAWS. The Bylaws of this Corporation may be altered, amended, or repealed in the manner provided in the Bylaws.

10. AMENDMENTS. These Articles may be amended in the following manner:

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10.1 Proposal of Amendments. An amendment may be proposed by the President of the Association, a majority of the Directors, or by twenty-five percent (25%) of the entire voting interests.

10.2 Proposed Amendment Format. Proposals to amend existing Articles of Incorporation shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be ~~lined through~~ with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER __ FOR PRESENT TEXT."

10.3. Notice. Copies of proposed amendments shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.

10.4 Adoption of Amendments. A resolution for the adoption of a proposed amendment may be adopted by a vote of sixty-six and two-thirds percent (66 2/3%) of the voting interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for Association membership vote.

10.5 Effective Date. An amendment when adopted shall become effective after being recorded in the Lee County Public Records according to law and filed with the Secretary of State according to law.

10.6 Automatic Amendment. These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Declaration of Condominium. Whenever Chapter 718, Florida Statutes (2005) Chapter 617, Florida Statutes (2005) or other applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than set forth in these Articles, the Board may operate the Association pursuant to the less stringent requirements. The Board of Directors without a vote of the Owners, may adopt by majority vote, amendments to these Articles of Incorporation as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607, 617, and 718 of the Florida Statutes (2005), or such other statutes or administrative regulations as required for the operation of the Association, all as amended from time to time.

10.7. Proviso. Provided, however, that no amendment shall change the configuration of any Unit or the share in the Common Elements appurtenant to it, or increase the Owner's share of the Common Expenses, unless the record Owner of the Unit concerned and all record Owners of the mortgages on such apartment shall join in the execution of the amendment, and all other Unit Owners approve the amendment.

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11. REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT. The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

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