

N23555

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Amended/Restated
@ 5/19/14

ARTICLES OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following amendments to its Articles of Incorporation.

- A. The name of the corporation is Royal Wood Master Association, Inc.
- B. The attached Amended and Restated Articles of Incorporation were adopted by the membership.
- C. The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 17th day of March, 2014.
- D. The number of votes cast were sufficient for approval.

Dated this 15 day of April, 2014.

Witnesses:

ROYAL WOOD MASTER ASSOCIATION, INC.

By: Pearl Kyrkoop

James Krzykowski President
By: James Krzykowski, President

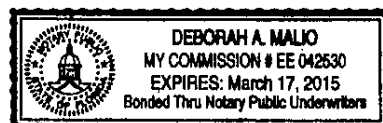
By: Tim Jay

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed before me this 15 day of April, 2014, by James Krzykowski, who is personally known to me.

Deborah A. Maljo
NOTARY PUBLIC



**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ROYAL WOOD MASTER ASSOCIATION, INC.**

These are the Amended and Restated Articles of Incorporation for Royal Wood Master Association, Inc. originally filed with the Florida Department of State on the 19th day of November, 1987, under Charter Number N23555. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapter 617, Florida Statutes (2013). All capitalized terms used herein shall have the same meaning as set forth in the Master Declaration, as amended from time to time.

ARTICLE I

NAME: The name of the corporation herein called the "Master Association", is ROYAL WOOD MASTER ASSOCIATION, INC.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Master Association is organized is to provide an entity for the operation of ROYAL WOOD GOLF & COUNTRY CLUB, A PLANNED UNIT DEVELOPMENT, located in Collier County, Florida.

The Master Association is organized and shall exist upon a non-stock basis as a non-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Master Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association. For the accomplishment of its purposes, the Master Association shall have all of 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 Master Declaration of Covenants, Conditions and Restrictions for ROYAL WOOD (The "Master Declaration"), or by the By-Laws of this Master Association; and ROYAL WOOD pursuant to the Master Declaration as it may hereafter be amended, including but not limited to the following:

A. To levy and collect assessments against Members of the Master Association to defray the costs, expenses and losses of the Master Association, and to use the proceeds of assessments in the exercise of its powers and duties.

B. To own, lease, maintain, repair, replace or operate the Club Common Areas, including without limitation golf course, entry medians, driveways and parking areas, front entrance and perimeter wall, recreational facilities, street lighting and surface water management systems as permitted by the South Florida Water Management District.

C. To purchase insurance upon the Club Common Areas for the protection of the Master Association and its members.

D. To reconstruct improvements after casualty and to make further improvements of the Properties.

E. To make, amend and enforce reasonable rules and regulations governing the use of the Club Common Areas and the operation of the Master Association.

F. To sue and be sued, and to enforce the provisions of the Declaration, these Articles, and the By-Laws of the Master Association.

G. To contract for the management and maintenance of the Club Common Areas and to delegate any powers and duties of the Master Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Master Association.

H. To employ a CAM-licensed and certified by CMAA (CCM) general manager, accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Properties.

I. To borrow or raise money for any purposes of the Master Association to draw, make accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Master Association. In the event of a major catastrophe or emergency (e.g. fire, hurricane, tornado) the Board of Directors may borrow money for a temporary period if necessary at the discretion of the Board of Directors to maintain the integrity of the golf course, the clubhouse, and the common area pending the receipt of insurance payments or assessments. Otherwise, the Board of Directors may borrow money only upon approval of a majority vote of the members who are present and voting, in person or by proxy, at a duly called meeting for such purpose.

The funds and the title to all property acquired by the Master Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the By-Laws.

ARTICLE III

MEMBERSHIP:

A. The Members of the Master Association shall consist of all record owners of a fee simple interest in one or more Living Units in the Properties, excluding those who hold such interest merely as the security for the performance of an obligation, and as further provided in the By-Laws.

B. Change of membership shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument transferring title, and by the delivery to the Master Association of a copy of such instrument.

C. The share of a Member in the funds and assets of the Master Association cannot be assigned, or transferred in any manner except as an appurtenance to his fee simple interest in a Living Unit.

D. The Members shall be entitled to the number of votes in Master Association matters set forth in the Declaration and By-Laws. The manner of exercising voting rights shall be as set forth in the Declaration and By-Laws.

ARTICLE IV

TERM: The term of the Master Association shall be perpetual. In the event of dissolution, the portions of the Properties consisting of the surface water management system shall be conveyed to an appropriate agency of government. If not accepted, the system must be deeded to a Florida corporation not for profit which will accept responsibility.

ARTICLE V

BY-LAWS: The By-Laws of the Master Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

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

A. **Proposal.** Amendment to these Articles may be proposed either by a majority of the whole Board of Directors or by a petition signed by voting members representing at least ten percent (10%) of the voting interests of the Master Association. Once so proposed, the amendments shall be submitted to a vote of the members not later than the next annual meeting for which the proper notice can be given.

B. These Articles of Incorporation may be amended by vote of a majority of the voting interests present and voting at any annual or special meeting, or by approval in writing of

a majority of the voting interests without a meeting, provided that the notice contains the text of the proposed amendment.

C. 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 VII

DIRECTORS AND OFFICERS:

A. The affairs of the Master Association will be administered by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

B. Directors of the Master Association shall be elected by the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the board of Directors shall be filled in the manner provided by the By-Laws.

C. The business of the Master Association shall be conducted by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Master Association and shall serve at the pleasure of the Board.

ARTICLE VIII

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.