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NERANO AT MIROMAR LAKES CONDOMINIUM ASSOCIATION
INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NERANO AT MIROMAR LAKES CONDOMINIUM ASSOCIATION, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, Nerano at Miromar Lakes Condominium Association, Inc. ("Association"), identified with the Secretary of State of Florida, Division of Corporation by Document Number N25000000094 adopts and submits this Amended and Restated Articles of Incorporation to amend and fully restate the Association's Articles of Incorporation in its entirety. Members of the Association are not entitled to vote on amendments to the Articles of Incorporation and these Amended and Restated Articles were approved by the Board of Directors on the date identified below.

ARTICLE I. NAME; DEFINITIONS

The name of the corporation shall be Nerano at Miromar Lakes Condominium Association, Inc. ("Association"). All capitalized terms contained in this instrument shall have the same defined meaning as contained in the Declaration of Condominium for Nerano at Miromar Lakes, A Condominium ("Declaration"). recorded in the Official Public Records of Lee County, Florida as Instrument Number 2025000030348, as the same shall be amended from time to time, unless otherwise provided to the contrary herein.

ARTICLE II. PURPOSE AND POWERS

Section 1. Purpose. The purpose for which the Association is organized is to provide an entity for the operation and governance of Nerano at Miromar Lakes, A Condominium (the "Condominium"), located upon lands in Lee County, Florida, said property being described in the recorded Declaration.

The Association shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

Section 2. Powers. The Association shall have all of the common-law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles.

The Association shall have all of the powers and duties contemplated in the Declaration and the Act together with all of the powers and the duties reasonably necessary to operate the Condominium pursuant to the Declaration as it may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Condominium. The powers and duties, which the By-Laws may set forth in more detail, shall include, but shall not be limited to, the following specific powers and duties:

(a) To make and collect Assessments against members as Unit Owners to defray the costs, expenses and losses of the Condominium, and to make such other Special Assessments against Unit Owners as the Declaration shall provide, and to enforce such levy of Assessments through a lien and the foreclosure thereof or by other action pursuant to the Declaration.

(b) To use the proceeds of the Assessments in the exercise of its powers and duties, and as provided in the Declaration.

(c) To maintain, repair, replace and operate the Condominium Property.

(d) To purchase insurance and enter into contracts for services, utilities and other purposes as may be deemed appropriate.

(e) To reconstruct improvements after casualty and further improve the Condominium Property.

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- (f) To make and amend reasonable Rules and Regulations.
- (g) To perform such functions as may be specified in the Declaration and the By-Laws.
- (h) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws of the Association and the Rules and Regulations.
- (i) To employ personnel to perform the services required for proper operation of the Condominium.
- (j) To lease, maintain, repair and replace the Common Elements as same are defined in the Declaration.
- (k) To acquire or enter into agreements acquiring leaseholds, memberships or other possessory or use interests in lands or facilities and to pay the rental, membership fees, operational, replacement and other expenses as Common Expenses.
- (l) To purchase a Unit or Units of the Condominium for any purpose and to hold, lease, mortgage or convey such Units on terms and conditions approved by the Board.
- (m) To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by the applicable laws of the State of Florida.
- (n) To contract for the management and maintenance of the Condominium Property and to authorize the Management Firm to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, and other sums due from Unit Owners, preparation of records, enforcement of rules and maintenance, repair and the replacement of the Common Elements with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium documents and the Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.
- (o) To bring suit as may be necessary to protect the Association's interests, the interests of the Association's Members, or the Condominium Property, and to be sued.

ARTICLE III. DEVELOPER

Nerano, LLC, a Georgia limited liability company authorized to do business in Florida, shall make and declare a certain Declaration of Condominium submitting to condominium ownership certain property described therein under the terms, covenants, and conditions expressed more fully therein; the Condominium is known as Nerano at Miromar Lakes, A Condominium.

ARTICLE IV. TERM

The term for which the Association shall exist shall be perpetual.

ARTICLE V. OFFICERS

The officers of the Association shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board may from time to time determine. The officers of the Association shall be elected for a term of 1 year (unless otherwise provided in the By-Laws), and until a successor shall be elected and qualified, by the Board of Directors at their annual meeting and in accordance with the provisions provided therefor in the By-Laws.

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ARTICLE VII. DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than the number of directors required under Section 617.0803, Florida Statutes, with the precise number of directors being determined from time to time in accordance with the applicable provisions of the Association's By-Laws. Until control of the Association is transferred to unit owners other than the Developer, the Developer shall be entitled to designate non-member directors to the extent permitted by the Act. The first Board shall be comprised of 3 persons who shall serve until their respective successors are elected (or designated) and qualified

Elections of the directors subsequent to the initial Board shall occur in accordance with the By-Laws and the requirements and provisions of the Act.

Transfer of control shall occur in accordance with the requirements of Section 718.301(1) of the Act, which reads as follows:

(1) If unit owners other than the developer own 15 percent or more of the units in a condominium that will be operated ultimately by an association, the unit owners other than the developer are entitled to elect at least one-third of the members of the board of administration of the association. Unit owners other than the developer are entitled to elect at least a majority of the members of the board of administration of an association, upon the first to occur of any of the following events:

(a) Three years after 50 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;

(b) Three months after 90 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;

(c) When all the units that will be operated ultimately by the association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the developer in the ordinary course of business;

(d) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business;

(e) When the developer files a petition seeking protection in bankruptcy;

(f) When a receiver for the developer is appointed by a circuit court and is not discharged within 30 days after such appointment, unless the court determines within 30 days after appointment of the receiver that transfer of control would be detrimental to the association or its members; or

(g) Seven years after the date of the recording of the certificate of a surveyor and mapper pursuant to s. 718.104(4)(e) or the recording of an instrument that transfers title to a unit in the condominium which is not accompanied by a recorded assignment of developer rights in favor of the grantee of such unit, whichever occurs first; or, in the case of an association that may ultimately operate more than one condominium, 7 years after the date of the recording of the certificate of a surveyor and mapper pursuant to s. 718.104(4)(e) or the recording of an instrument that transfers title to a unit which is not accompanied by a recorded assignment of developer rights in favor of the grantee of such unit, whichever occurs first, for the first condominium it operates; or, in the case of an association operating a phase condominium created pursuant to s. 718.403, 7 years after the date of the recording of the certificate of a surveyor and mapper pursuant to s. 718.104(4)(e) or the recording of an instrument that transfers title to a unit which is not accompanied by a recorded assignment of developer rights in favor of the grantee of such unit, whichever occurs first.

The developer is entitled to elect at least one member of the board of administration of an association as long as the developer holds for sale in the ordinary course of business at least 5 percent, in condominiums with fewer than 500 units, and 2 percent, in condominiums with more than 500 units, of the units in a condominium operated by the association. After the developer relinquishes control of the association, the

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developer may exercise the right to vote any developer-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the association or selecting the majority members of the board of administration.

Additionally, Developer, in its sole discretion, may elect to transfer control at an earlier time.

ARTICLE VIII. BY-LAWS

The initial By-Laws are attached as an exhibit to the Declaration and were adopted by the first Board.

ARTICLE IX. MEMBERS

Membership in the Association shall automatically consist of and be limited to all of the record owners of units in the Condominium. Transfer of Unit ownership, either voluntary or by operation of law, shall terminate membership in the Association and said membership is to become vested in the transferee. If Unit ownership is vested in more than one person, then all of the persons so owning said Unit shall be members eligible to hold office, attend meetings, etc., but the owner(s) of each Unit shall only be entitled to one vote as a member of the Association. The manner of designating voting members and exercising voting rights shall be determined by the By-Laws.

ARTICLE X. AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) Prior to transfer of control pursuant to Section 718.301 of the Act, the Board shall be entitled to consider amendments to these Articles of Incorporation and shall approve any such amendments upon not less than a majority vote of the directors (and no vote of the Association membership shall be required for such an amendment to become effective, unless otherwise required under the Act).

(b) Subsequent to transfer of control pursuant to Section 718.301 of the Act, amendments to these Articles of Incorporation shall be made in the following manner:

(i) The Board of Directors shall adopt a resolution setting forth a proposed amendment and, if Members have been admitted, directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting. If no Members have been admitted, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by Members shall not apply.

(ii) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member of record entitled to vote thereon within the time and in the manner provided by Florida Statutes for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(iii) At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of (1) a majority of the total eligible voting interests, and (2) the Developer.

(iv) Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

Notwithstanding the foregoing, (a) no amendment to the Articles of Incorporation shall be valid which affects any of the rights and privileges provided to Developer under the Governing Documents without the written consent of Developer as long as Developer shall own any Units in the Condominium,

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and (b) no amendment which will affect any aspect of the Surface Water Drainage and Management System located on the Property shall be effective without the prior written approval of the South Florida Water Management District.

ARTICLE XI. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Association is 19841 Marino Lake Circle, Naples, Florida 33913, and may be changed at any time to such other place or places as may be designated from time to time by the Board.

ARTICLE XII. REGISTERED OFFICE AND AGENT

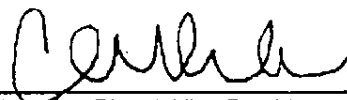
The registered agent shall be identified by the Board of Directors who shall be responsible for keeping such identification up to date with the Florida Secretary of State, Division of Corporations. The street address of the registered office of the Association and the name of the current registered agent at that address are:

Fred Elias
19841 Marino Lake Circle
Naples, Florida 33913

ARTICLE XIII. INDEMNIFICATION

The Association shall indemnify every director and every officer, his heirs, executors and administrators, against all loss, cost and expense reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, these Amended and Restated Articles were approved unanimously by the Board of Directors on this 15th day of April, 2026.



Christina Ribbel, Vice President

ATTEST:



Grace Stork, Secretary

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