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Reply To:
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March 6, 2006

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

Re: Colony Beach Estates Homeowners Association, Inc.

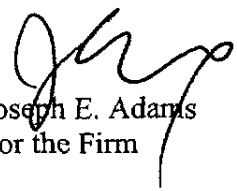
Dear Sir or Madam:

Enclosed please find Articles of Amended and Restated Articles of Incorporation for the above-referenced Corporation along with check number 133 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

JEA/adc
Enclosure (as stated)

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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 Colony Beach Estates Homeowners 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 Association membership by written Consent to and Joinder in Amendment instruments executed and acknowledged by two-thirds (2/3) of the voting members.

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

WITNESSES:
(TWO)

Signature

Printed Name

Signature

Printed Name

COLONY BEACH ESTATES HOMEOWNERS
ASSOCIATION, INC.

BY:

James Burkholder, President

Date: 2-20-06

(CORPORATE SEAL)

STATE OF FL)

) SS:

COUNTY OF Lee)

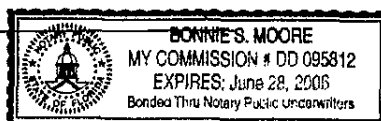
The foregoing instrument was acknowledged before me this 20th day of February, 2006 by James Burkholder as President of Colony Beach Estates Homeowners Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) as identification and did take an oath.

Notary Public

Printed Name

My commission expires:

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COLONY BEACH ESTATES HOMEOWNERS ASSOCIATION, INC.**

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION
SEE CURRENT AMENDED AND RESTATED ARTICLES
OF INCORPORATION FOR CURRENT TEXT**

These are the Amended and Restated Articles of Incorporation for Colony Beach Estates Homeowners Association, Inc., originally filed with the Florida Department of State the 20th day of May, 1988, under Charter Number N26521. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapters 617 and 720, Florida Statutes.

1. **NAME.** The name of the corporation shall be Colony Beach Estates Homeowners Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Corporation" or "Association", the Declaration of Covenants, Conditions and Restrictions as "Declaration", these Articles of Incorporation as the "Articles", and the Bylaws of the Corporation as the "Bylaws".

2. **PURPOSE.** The purpose for which the Corporation is organized is to serve as a "Homeowners' Association" as described in Section 720.301, Florida Statutes, including but not limited to the power to operate, administer, and manage the Common Areas in Colony Beach Estates in accordance with the Declaration and other Governing Documents, and to provide for the architectural control and the administration and enforcement of covenants and restrictions applicable to the Parcels in Colony Beach Estates.

3. **DEFINITIONS.** The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration, as amended from time to time, and Chapter 720, Florida Statutes (2005), unless herein provided to the contrary, or unless the context otherwise requires.

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

4.1 **General.** The Corporation 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 the Declaration, these Articles, the Bylaws or prohibited by law.

4.2 Enumeration. The Corporation shall have all the powers and duties set forth in Chapters 617 and 720, Florida Statutes, as amended from time to time, except as they may be limited by the Declaration and as it may be amended from time to time, these Articles and as they may be amended from time to time, and the Bylaws and as they may be amended from time to time, including but not limited to the following:

4.2.1 To make and collect assessments and other charges against members as Owners of Parcels within Colony Beach Estates, 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 Corporation.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Common Area and other property acquired or leased by the Corporation for use by Owners.

4.2.4 To purchase insurance upon the Common Area and insurance for the protection of the Corporation, its officers, Directors, and Members.

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

4.2.6 To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, and the Rules and Regulations.

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

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

4.2.9 Annex additional residential property or common areas, provided that any annexation shall have the assent by vote or written instrument of two-thirds (2/3) of the members.

4.3 Corporation Property. All funds and the titles of all properties acquired by the Corporation 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 Corporation shall make no distribution of income to its

Amended and Restated Articles of Incorporation

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members, directors or officers.

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

5. MEMBERS AND VOTING The qualification of Members, the manner of their admission to membership and voting by Members shall be as follows:

5.1 Members. The membership of the Corporation shall be comprised of the Owner Members. Membership shall be established as follows. The Owner of every Parcel shall become a Member upon recordation in the Public Records of an instrument establishing the ownership by said Owner of such Parcel. Each such Owner shall notify this Corporation of said recordation within thirty (30) days thereof and shall transmit to the Corporation true copies of such instrument.

5.2 Voting Rights. Each Member shall possess one vote for any Parcel owned by such Member.

5.3 Membership Appurtenant to Parcel. Each and every Member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the Governing Documents.

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

7. OFFICERS. The affairs of the Corporation shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors of the Corporation at its first meeting following the annual meeting of the members of the Corporation 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 Corporation 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.

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

8.3 Election; removal. Directors of the Corporation 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

Amended and Restated Articles of Incorporation

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provided by the Bylaws.

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

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

10.1 Method of proposal. A resolution for the adoption of a proposed amendment may be proposed by the Association President, by a majority of the Board of Directors, or by not less than twenty-five percent (25%) of the voting interests of the Corporation.

10.2 Adoption. An amendment so proposed may be approved by duly recording an instrument executed and acknowledged by a majority of the voting interests of the Corporation. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Corporation, upon Board approval, without need for Corporation membership vote.

10.3 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Lee County, Florida.

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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