

N 29253

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02 MAR 13 PM 4:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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March 12, 2002

Via Federal Express

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Willow Creek Property Owners' Association, Inc.
N29253

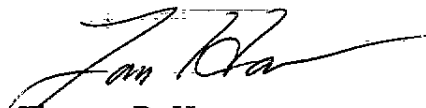
Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Amendment of the Articles of Incorporation on behalf of Willow Creek Property Owners' Association, Inc. together with a check in the amount of \$35.00, filing fee. Upon filing, please return the copy filed stamped in the self-addressed envelope provided for your convenience.

Thank you for your assistance.

Sincerely yours,

KNOTT, CONSOER, EBELINI,
HART & SWETT, P.A.


Thomas B. Hart

TBH:pw

Encls:

Dr 3/13/02 T

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WILLOW CREEK PROPERTY OWNERS' ASSOCIATION, INC.**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

These are the Amended and Restated Articles of Incorporation for the Willow Creek Property Owners' Association, Inc. originally filed with the Florida Department of State the 14th day of November 1988, under Charter Number 29253. 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 WILLOW CREEK PROPERTY OWNERS' ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", the Covenants and Restrictions as "Declaration", these Articles of Incorporation as the "Articles", and the Bylaws of the Association as the "Bylaws".

2. PURPOSE. The general purpose of the Association is to maintain the common areas of the Subdivision and assist the Property Owners of the Subdivision in the enforcement of the standards described in the Declaration of Covenants and Restrictions of Willow Creek.

3. DEFINITIONS. The terms used in these Articles shall have the same definitions and meaning as those set forth in the Covenants and Restrictions of Willow Creek, dated June 6, 1989, and recorded in Official Records Book 2076, at Page 737, *et seq.*, of the Public Records of Lee County, Florida, and as subsequently amended, unless herein provided to the contrary, or unless the context otherwise requires.

4. POWERS. 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 prohibited by law.

4.1 Association 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.

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

4.3 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 Lots in Willow Creek as set forth in the Declaration.

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 Lot 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 Lot, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Lot shall be entitled to one vote for each Lot 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 Members of the Association at the annual meeting and shall serve at the pleasure of the membership. The Bylaws may provide for appointment of officers by the Board of Directors, the removal from office of officers, for filling vacancies, and for the duties of the officers.

8. DIRECTORS.

8.1 Number. 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) and not more than five (5) Directors

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

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

9.1 Method of proposal. A suggested amendment may be proposed either by a majority of the Board of Directors or by not less than twenty-five percent (25%) of the voting interests of the Association.

9.2 Notice. A verbatim copy of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

9.3 Adoption. An amendment so proposed may be approved by a 2/3 majority of the

voting interests of the Association.

9.4 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.

10. 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.

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
WILLOW CREEK PROPERTY OWNERS' ASSOCIATION, INC.
N29253

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (INDICATE ARTICLES NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

The Articles of Incorporation shall be deleted and replaced by Exhibit "A."

SECOND: The date of adoption of the amendment(s) was February 2, 2002.

THIRD: Adoption of Amendment (CHECK ONE)

☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Bernie Orey
Signature of Chairman, Vice Chairman, President or other officer

BERNIE OREY
Typed or printed name

President 2-7-02
Title Date