

N 39323

SWALM & MURRELL, P. A.
ATTORNEYS AT LAW

2375 Tamiami Trail North, Suite 308
Naples, Florida 34103
Telephone (941) 434-0800
Facsimile (941) 434-8433

John M. Swalm III
Robert E. Murrell
Robert C. Samouce

Philip M. Francoeur, Jr.
of Counsel
John F. Forsyth
Retired

January 16, 1998

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

200002405382--7
-01/20/98--01122--002
*****87.50 *****87.50

RE: Amended Articles of Incorporation; Name Change; Embassy Woods at Bretonne Park Master Association, Inc.

Enclosed please find the original and one copy of the above-referenced document for filing. Please return a certified copy to our office at your earliest convenience. Our check in the amount of \$87.50 is enclosed.

Thank you.

Sincerely,

Suzanne M. Young
Suzanne M. Young
Legal Assistant

/smy

Amend. & Restated.
01-21-98
CC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 PM 3:58

NOTE: SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION. FOR EXISTING TEXT, SEE THE CURRENT ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 PM 3:58

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

EMBASSY WOODS AT BRETONNE PARK MASTER ASSOCIATION, INC.

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Embassy Woods at Bretonne Park Master Association, Inc., a Florida corporation not for profit, which were originally incorporated under the same name on August 1, 1990, are hereby amended and restated in their entirety, and the name of the corporation is changed. All amendments included herein have been adopted pursuant to Section 617.1002(1)(b), Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation, and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.1002(1)(b) and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation, shall henceforth be as follows:

ARTICLE I

NAME; PRINCIPAL OFFICE: The name of the corporation, herein called the "Master Association", shall hereafter be changed to Glen Eagle Golf & Country Club, Inc., and its principal office shall be at 1152 Goodlette Rd. N., Naples, Florida 34102, or at such other location as shall be determined by the Board of Directors.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Master Association is organized is to provide a corporate entity to act as a residential homeowners association under Sections 617.301 - 617.312, Florida Statutes (1997) for the operation of a residential community, located in Collier County, Florida.

The Master Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit, 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 Master 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 Florida law, except as limited or modified by these Articles, the Declaration of Covenants, Conditions and Restrictions to which these Articles were originally attached as a recorded exhibit, or the Bylaws of the Master Association, and it shall have all other powers and duties reasonably necessary to operate the community, and effectuate the purpose for which it is organized pursuant to said Declaration of Covenants, Conditions and Restrictions as they 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 any portions of the Common Areas.
- (C) To provide or contract in bulk for the provision of private utility, telecommunication, and other services to the residents.
- (D) To purchase insurance for the protection of the Master Association and its members.
- (E) To reconstruct improvements after casualty and to make further improvements of the Community.
- (F) To make, establish, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Master Association.
- (G) To sue and be sued, and to enforce the covenants and restrictions in the Declaration of Covenants, these Articles, and the Bylaws of the Master Association.
- (H) To employ accountants, attorneys, architects, or other professional personnel, and to contract for services necessary to perform the services required for proper operation and maintenance of the Community.
- (I) To acquire, own and convey real property, and to enter into agreements, or acquire leaseholds, easements, memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has this power regardless of whether the lands or facilities are contiguous to the lands of the Community, if they are intended to provide enjoyment, recreation, or other use or benefit to the members.
- (J) 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 therein, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Master Association.
- (K) To be responsible in perpetuity for maintenance of the Preservation areas (i.e., all preserved, restored, or created wetlands areas and upland buffer zones); and to take action against Lot owners or Neighborhood Associations, if necessary, to enforce the conditions of the permit issued by Southwest Florida Water Management District ("SWFWMD") for the Community.
- (L) To be the responsible entity to operate and maintain the stormwater management system as permitted by SWFWMD, including but not limited to, all lakes, retention areas, culverts and related appurtenances.

All 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 of Covenants, these Articles of Incorporation and the Bylaws.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: All owners of Lots and Living Units shall be voting members. membership and voting rights shall be as set forth in Sections 4 and 11 of the Declaration of Covenants, Conditions and Restrictions for the Community, to which these Articles shall be attached as an Exhibit, and in the Bylaws of the Master Association.

ARTICLE V

TERM: The term of the Master Association shall be perpetual. If the Master Association is dissolved, the property consisting of the Stormwater Management System shall be conveyed to an appropriate agency of local government. If it is not accepted, those properties must be dedicated or conveyed to a similar non-profit corporation to assure continued maintenance in perpetuity.

ARTICLE VI

BYLAWS: The Bylaws of the Master Association may be altered, amended or rescinded in the manner provided therein.

ARTICLE VII

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

(A) **Proposal.** Amendments to these Articles may be proposed by a majority of the Directors or by written petition of at least ten percent (10%) of the voting interests, and shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

(B) **Vote Required.** Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the voting interests at any annual or special meeting, provided that notice of any proposed amendment has been given to the members of the Master Association, and that the notice contains the text of the proposed amendment. Prior to the assumption of control of the Association by unit owners other than the Developer, these Articles of Incorporation may be amended by vote of a majority of the Directors.

(C) **Effective Date.** An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of the County. The amendment must be recorded with the same formalities as required in Section 9.4 of the Bylaws for an amendment to the Bylaws.

ARTICLE VIII

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 Bylaws, 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 described in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

(C) The business of the Master Association shall be conducted by the officers designated in the Bylaws. 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 IX

INDEMNIFICATION:

To the fullest extent permitted by Florida law, the Master Association shall indemnify and hold harmless every Director and every officer of the Master Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he is or may become a party by reason of being or having been a Director or officer of the Master Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Master Association, in a proceeding by or in the right of the Master Association to procure a judgement in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

(D) Wrongful conduct by Directors or officers appointed by the Declarant, in a proceeding brought by or on behalf of the Master Association.

In the event of an out-of-court settlement of litigation, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the settlement and indemnification as being in the best interest of the Master Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

CERTIFICATE


The undersigned, being the duly elected and acting President of Embassy Woods at Bretonne Park Master Association, Inc., a Florida corporation not for profit, hereby certify that the foregoing were duly proposed by at least a majority of the entire membership of the Board of Directors, and by the written consent of at least a majority of the members of the Association, in accordance with Section 617.0701(4)(a), Florida Statutes, and that said vote is sufficient for their amendment. The foregoing both amend and restate the Articles of Incorporation, which were originally filed with the Secretary of State on December 28, 1995, in their entirety.


Executed this 6 day of JAN., 1997.

**EMBASSY WOODS AT BRETONNE PARK
MASTER ASSOCIATION, INC.**

WITNESSES:


Print name: JEAN STABEL


Print Name: LAVERNA S. SEYBOLD

By: 
James Tackett, President
1152 Goodlette Rd. N. Pky., Suite 101
Naples, FL 34102

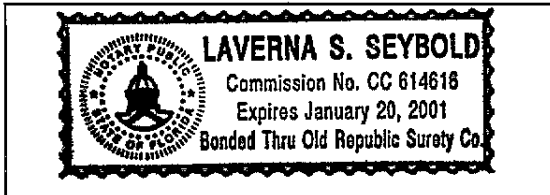
ATTEST:


WILLIAM WALLACE, ASST. Secretary

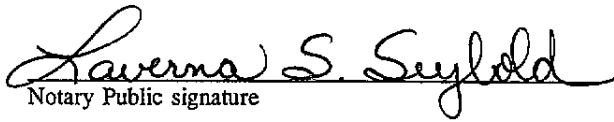
(CORPORATE SEAL)

**STATE OF FLORIDA
COUNTY OF COLLIER**

Subscribed to before me this 6 day of JAN., 1998, by James Tackett, _____ President of Embassy Woods at Bretonne Park Master Association, Inc., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce N/A as identification.



Notarial Seal


Notary Public signature
LAVERNA S. SEYBOLD
Print name of Notary