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AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR
EVENINGSTAR CAY NEIGHBORHOOD ASSOCIATION, INC.

EXHIBIT “ A ”


THE UNDERSIGNED, being the duly elected and acting President of Eveningstar Cay Neighborhood Association, Inc., a Florida corporation not for profit ("Association"), does hereby certify that:

1. The Amended and Restated Articles of Incorporation attached hereto as Exhibit "A" contain amendments to the Articles of Incorporation requiring approval from the Association's members.

2. The Association's members approved the Amended and Restated Articles of Incorporation at the duly called and noticed Annual Members' Meeting held on March 10, 2021, at which a quorum was present.

3. The number of votes cast by the Association's members at the Annual Members' Meeting was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and the seal of the corporation.



Witness
Print Name: Kit W Wright



Witness
Print Name: Jancan Keller

EVENINGSTAR CAY NEIGHBORHOOD
ASSOCIATION, INC. (SEAL)

By: Susan Wright
Susan Wright
Its: President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 22nd day of MARCH 2021, by (X) physical presence or () on line notarization, by Susan Wright, as President of Eveningstar Cay Neighborhood Association, Inc., the corporation described in the foregoing instrument, who is (X) personally known to me or who has produced _____ as identification.

(SEAL)



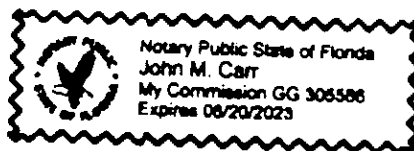
Notary Public, State of Florida

JOHN M. CARR

Printed Name of Notary Public

Serial Number: 1313801

My Commission Expires: 6/20/2023



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Board Certified Specialist
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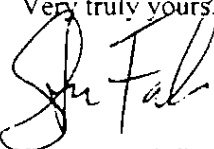
March 29, 2021

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Eveningstar Cay Neighborhood Association, Inc.

To Whom It May Concern:

Enclosed are the Amended and Restated Articles of Incorporation for filing, a copy and a check in the amount of \$43.75. Please file the Amended and Restated Articles of Incorporation and return a certified copy in the enclosed stamped return envelope.

Very truly yours,

Steven M. Falk

Enclosures

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
EVENINGSTAR CAY NEIGHBORHOOD ASSOCIATION, INC.

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SUBSTANTIAL REWORDING OF ENTIRE ARTICLES OF INCORPORATION. FOR PRESENT
TEXT SEE EXISTING ARTICLES OF INCORPORATION

21 APR -1 PM 2: 27

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF STATE
EVENINGSTAR CAY NEIGHBORHOOD ASSOCIATION, INC. FLORIDA

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation of Eveningstar Cay Neighborhood Association, Inc., a Florida corporation not for profit, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Chapter 617, Florida Statutes, and there is no discrepancy between the Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles, other than the inclusion of amendments adopted pursuant to Chapter 617, Florida Statutes and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Eveningstar Cay Neighborhood Association, Inc., and its address is c/o Resort Management, 815 Bald Eagle Drive, #201, Marco Island FL 34145.

ARTICLE II

DEFINITIONS: The definitions set forth in the Declaration shall apply to terms used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Not-for-Profit Corporation Act and the Act for the Community. The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit and of a homeowners' association under the laws of the State of Florida, except as expressly limited or modified by the Governing Documents; and it shall have all of the powers and duties reasonably necessary to operate the Community pursuant to the Governing Documents as they may hereafter be amended, including, but not limited to the following:

(A) To make and collect Assessments against the Members to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.

(B) To protect, maintain, repair, replace and operate the Common Area.

(C) To purchase insurance for the protection of the Common Area and the Members.

(D) To repair and reconstruct improvements after casualty, and to make further improvements to the Common Area.

(E) To make, amend and enforce Rules and Regulations as set forth in the Governing Documents.

(F) To approve or disapprove the transfer, leasing and occupancy of Parcels as may be provided in the Governing Documents.

(G) To enforce the provisions of the laws of the State of Florida that are applicable to the Community and the Governing Documents.

(H) To contract for the management and maintenance of the Community, and any property or easements and related improvements that are dedicated to the Association by plat or separate instrument, including any agreement or easement which imposes maintenance obligations on the Association, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Governing Documents to be exercised by the Association's Board of Directors or the Members.

(I) To employ accountants, attorneys, architects, and other professionals to perform the services required for proper operation of the Community.

(J) To borrow money as necessary to perform its other functions hereunder (approval of the Members shall not be required).

(K) To grant, modify or move any easement.

(L) To acquire, own, lease and dispose of any real and personal property.

(M) To sue and be sued.

(N) To maintain and operate the Stormwater Management System, but only if required by any applicable permit issued by the South Florida Water Management District.

All funds and the title to all property acquired by the Association shall be held for the benefit of the Members in accordance with the provisions of the Governing Documents. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Common Area (including the Stormwater Management System, but only to the extent that is the Association's responsibility) and other property the Association is obligated to maintain pursuant to the Governing Documents, including any property or easements and related improvements that are dedicated to the Association by plat or separate instrument, including any agreement or easement which imposes maintenance obligations on the Association, shall be transferred to and accepted by a similar non-profit organization or entity that is acceptable to any applicable governmental authorities, prior to such termination, dissolution or liquidation.

ARTICLE IV

MEMBERSHIP:

(A) The Members are the record owners of legal title to the Parcels in the Community.

(B) The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his Parcel.

(C) The Owners of each Parcel, collectively, shall be entitled to one vote in Association matters, provided that, as referenced in Section 1.13 of the Declaration, certain Owners have 1.5 votes based upon owning 1.5 Parcels. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

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

ARTICLE VII

DIRECTORS AND OFFICERS:

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

(B) The Board of Directors shall be elected by 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.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the Members, and they shall serve at the pleasure of the Board of Directors.

ARTICLE VIII

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

(A) Proposal. Amendments to these Articles may be proposed by the Board of Directors or by a written petition to the Board of Directors, signed by at least a majority of the Voting Interests.

(B) Procedure. Upon any amendment to these Articles being proposed by the Board of Directors or Members, such proposed amendment shall be submitted to a vote of the Members not later than the next annual meeting for which proper notice can be given. A proposal to amend these Articles must contain the full text of the provision to be amended and may not be revised or amended by reference solely to the title or number. Proposed new language must be underlined, and proposed deleted language must be stricken. If the proposed change is so extensive that underlining and striking through language would hinder, rather than assist, the understanding of the proposed amendment, a notation must be inserted immediately preceding the proposed amendment in substantially the following form: "Substantial rewording. See Articles for current text." An immaterial error or omission in the amendment process does not invalidate an otherwise properly adopted amendment.

(C) Vote Required. Except as otherwise provided by law, a proposed amendment to these Articles must be approved by at least 2/3 of the Voting Interests at any annual or special Members' meeting or by 2/3 of the Voting Interests by written consents in lieu of a meeting, provided that notice of the proposed amendment has been given to the Members in accordance with the Act and the Bylaws. These Articles shall be deemed amended by virtue of revisions to statutes and regulations which control over conflicting provisions of these Articles. The Board of Directors shall have the authority to amend these Articles in order to conform the provisions thereof with such revisions to statutes and regulations. In addition, the Board of Directors may amend these Articles to correct scrivener's errors or omissions, and amend and restate these Articles in order to consolidate into one document amendments previously adopted by the members or the Board of Directors. Amendments adopted by the Board of Directors shall occur at a duly noticed Board of Directors meeting (with adoption of the amendments set forth on the agenda).

(D) Effective Date. An amendment shall become effective upon filing Articles of Amendment with the Florida Department of State and recording a Certificate of Amendment in the Public Records of Collier County, Florida, with the formalities required for the execution of a deed.

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the 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 may be a party because of his being or having been a Director or officer of the 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 Association, in a proceeding by or in the right of the Association to procure a judgment 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.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the 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.

ARTICLE X

CONFLICT: If there is a conflict between any provision of these Articles and the Act, the Act shall control. If there is a conflict between any provision of the Declaration and these Articles, the Declaration shall control. If there is a conflict between any provision of these Articles and the Bylaws, these Articles of Incorporation shall control.