

N43349

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TALLAHASSEE, FLORIDA

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Amend &
Restated
Articles
2
11-16-12

**BECKER &
POLIAKOFF**

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November 9, 2012

Reply To:
Kevin L. Edwards, Esq.
KEdwards@becker-poliakoff.com

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

Re: Amended and Restated Articles of Amendment to Articles of
Incorporation – Oyster Creek Homeowners' Association, Inc.
Client/Matter No. O21210-271690

FLORIDA OFFICES

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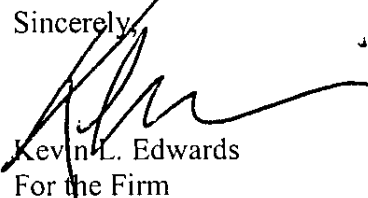
U.S. & GLOBAL OFFICES
NEW YORK, NEW YORK
WASHINGTON, D.C.
MORRISTOWN, NEW JERSEY
RED BANK, NEW JERSEY
PRAGUE, CZECH REPUBLIC

Dear Sir/Madam:

Enclosed please find the original and one copy of the Amended and Restated Articles of Amendment to the Articles of Incorporation of Oyster Creek Homeowners' Association, Inc. A check for \$35.00 is also enclosed for the filing fee.

Please file and return a copy to my attention. A self-addressed stamped envelope is enclosed for your convenience.

Please feel free to call me should you have any questions regarding this matter.

Sincerely,

Kevin L. Edwards
For the Firm

KLE/ms
Enclosures (as stated)
ACTIVE: 4263504_1

*by appointment only

Articles of Amendment
to
Articles of Incorporation
of

Oyster Creek Homeowners' Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N43349

(Document Number of Corporation (if known))

FILED
2012 NOV 15 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ The new
name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."
"Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. **If amending or adding additional Articles, enter change(s) here:**
(attach additional sheets, if necessary). (Be specific)

Please see attached Amended and Restated Articles of Incorporation.

EXHIBIT "A"

AMENDED AND RESTATED ARTICLES OF INCORPORATION OYSTER CREEK HOMEOWNERS' ASSOCIATION, INC.

A Florida Corporation Not for Profit

These are the Amended and Restated Articles of Incorporation for Oyster Creek Homeowners' Association, Inc. originally filed with the Florida Department of State on May 10, 1991.

ARTICLE I NAME

The name of the corporation is OYSTER CREEK HOMEOWNERS' ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II ADDRESS

The principal office of the Association is located at 6601 Oriole Boulevard, Englewood, Florida 34224.

ARTICLE III PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for ownership, operation, maintenance, preservation and architectural control of the Lots and Common Area within that certain tract of property described in the plats and surveys attached to the Original Declaration of Protective Covenants, Conditions and Restrictions for Oyster Creek to enforce the Declaration of Protective Covenants, Conditions and Restrictions and to promote the health, safety and welfare of the residents within the above-described property and for these purposes to:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Amended and Restated Declaration of Protective Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded in the Office of the Clerk of the Circuit Court, Charlotte County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

B. Fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of business of the Association, including all license fees, taxes or governmental charges levied or imposed against the property of the Association;

C. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate,

maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;

D. Borrow money, and with the assent of two-thirds (2/3rds) of the votes of the Members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

E. Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility, for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective unless an instrument has been signed by Members entitled to cast two-thirds (2/3rds) of the votes, agreeing to such dedication, sale or transfer;

F. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation not specifically authorized in the Declaration shall have the assent of Members entitled to cast two-thirds (2/3rds) of the votes;

G. Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Laws of the State of Florida by law may now or hereafter have or exercise;

ARTICLE IV MEMBERSHIP

Every person or entity who is a record Owner of a fee or undivided fee interest in any Subdivision Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from Ownership of any Subdivision Lot which is subject to assessment by the Association. Membership is appurtenant to and inseparable from Ownership of the Subdivision Lot.

ARTICLE V VOTING RIGHTS

Each record title Owner of a Lot within the Association is entitled to one (1) vote for each such Lot owned. In the event of multiple Owners, i.e., more than one (1) person or entity constitutes the Owners of a single Lot; all such Owners shall be Members of the Association. The vote for such Lot shall be exercised as the multiple Owners may determine among themselves, provided, however, that under no circumstances shall more than one (1) vote be cast with respect to any one (1) Lot.

ARTICLE VI DIRECTORS

A. The affairs of the Association will be managed by a Board consisting of not less than three (3) or more than seven (7) Directors as more fully described in the Bylaws. All Directors must be Members of the Association or the spouse of a Member.

B. Directors of the Association shall be elected at the annual meeting of the

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

ARTICLE VII OFFICERS

The affairs of the Association shall be administered 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 Association and shall serve at the pleasure of the Board of Directors.

ARTICLE VIII DISSOLUTION

The Association may be voluntarily dissolved in accordance with the process described in Sections 617.1401, 617.1402 and 617.1403, Florida Statutes (2011) as the same may be amended or renumbered from time to time.

ARTICLE IX BYLAWS

The initial Bylaws of the Association were adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE X DURATION

The corporation shall exist perpetually.

ARTICLE XI AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

A. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

B. A resolution approving a proposal amendment may be proposed either by the Board of Directors or by not less than ten percent (10%) of the Members of the Association. Members not present in person at the Members' meeting considering the amendment may express their approval in writing, by proxy, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, approval of a proposed amendment must be by not less than a two-thirds (2/3rds) vote of the Members who are present at the Members' meeting either in person or by proxy.

C. Provided, however, that no amendment shall make any changes in the qualifications of Membership nor the voting rights of the Members without approval in writing by all Members, and joinder of all record Owners of mortgages upon the Subdivision Lots. No amendment shall be made that is in conflict with the Declaration of Protective Covenants, Conditions and Restrictions for OYSTER CREEK HOMEOWNERS' ASSOCIATION or the laws.

of the State of Florida.

D. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of the Articles of Incorporation, which certificate shall be executed by the appropriate Officers of the Association with the formalities of a deed. The amendment shall be effective when such certificate and amendment are filed with the Secretary of State and recorded in the Public Records of Charlotte County, Florida.

ARTICLE XII REGISTERED AGENT

The name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

ACTIVE: 3645714_1