

N 43646

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800076047318

06/12/06--01080--006 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUN 12 PM 2:54

Amended
&

Restated

Art.

06/19/06 DC



Cheryl R. Kraus, P.A.
Certified Circuit Court Mediator
Also Admitted in Michigan

Glenn J. Ballenger, P.A.
Also Admitted in Maryland,
Virginia and the District of Columbia

Attorneys at Law

1072 Goodlette Road North
Naples, Florida 34102
Tel (239) 261-7716
Fax (239) 261-6747
www.KBLawFlorida.com

June 6, 2006

Florida Department of State
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Sea Pines Villas IV at Bay Forest, Inc.

To Whom It May Concern:

Enclosed you will find the original and a copy of the Amended and Restated Articles of Incorporation for Sea Pines Villas IV at Bay Forest, Inc. Please have them filed and return them time stamped as soon as possible. Enclosed please find a check in the amount of \$35.00 for the filing fee.

If you have any questions, please do not hesitate to contact me.

Sincerely,

KRAUS & BALLENGER, P.A.

Tracy Price
Legal Assistant

Enclosure

NOTE: **SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION. FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION.**

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

SEA PINES VILLAS IV AT BAY FOREST, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUN 12 PM 2:55

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Sea Pines Villas IV at Bay Forest, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on June 3, 1991 are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1002, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.1006 and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Sea Pines Villas IV at Bay Forest, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Sea Pines Villas IV at Bay Forest, Inc., and its address is 15385 Royal Fern Lane, Naples, Florida 34110.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Sea Pines Villas IV at Bay Forest Condominium, located in Collier County, Florida.

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 under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration of Condominium, the Bylaws or the Florida Condominium Act; and it shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to said Declaration as it may hereafter be amended, including but not limited to the following:

- (A) To make and collect assessments against members of the Association 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 condominium property.
- (C) To purchase insurance upon the condominium property and Association property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the condominium property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association.
- (F) To approve or disapprove the transfer, leasing and occupancy of units, as provided in the Declaration of Condominium.
- (G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.
- (H) To contract for the management and maintenance of the condominium and the condominium property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- (J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has this power whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.
- (K) To borrow money without limit as to amount if necessary to perform its other functions hereunder.

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 Declaration of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

- (A) The members of the Association shall be the record owners of a fee simple interest in one or more units in the Condominium, as further provided in the Bylaws.

- (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 unit.
- (C) The owners of each unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

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

ARTICLE VI

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 three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.
- (B) Directors of the Association 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 of the Association, and they shall serve at the pleasure of the Board.

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 Board or by written petition, signed by at least one-fourth (1/4) of the voting interests.

- (B) Procedure. Upon any amendment to these Articles being proposed by said Board or unit owners, such proposed amendment shall be submitted to a vote of the owners not later than the next annual meeting for which proper notice can be given.
- (C) Vote Required. Except as otherwise provided for by Florida law, these Articles of Incorporation may be amended by vote of at least three-fifths (3/5) of the voting interests present in person or by proxy at any annual or special meeting, or by approval in writing of a at least three-fifths (3/5) of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a copy of the proposed amendment.
- (D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

ARTICLE VIII

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 judgement 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 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.

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.

CERTIFICATE

The undersigned, being the duly elected and acting President of Sea Pines Villas IV at Bay Forest, Inc., hereby certifies that the foregoing were duly proposed by at least a majority of the entire membership of the Board of Directors and were approved by the unanimous vote of the entire membership of the Association by written consent on April 25, 2006, in accordance with the requirements of the Articles of Incorporation for their amendment, said vote being sufficient for their amendment. The foregoing both amend and restate the Articles of Incorporation in their entirety.

Executed this 6th day of June, 2006.

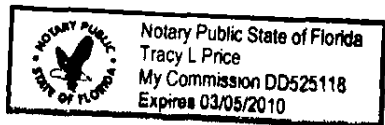
SEA PINES VILLAS IV AT BAY FOREST, INC.

BY: M. Noreen Masterson
M. Noreen Masterson, President

(SEAL)

STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed to before me this 6th day of June, 2006, by M. Noreen Masterson, as President of Sea Pines Villas IV at Bay Forest, Inc., a Florida corporation not for profit, on behalf of the corporation. She is (choose one) () is personally known to me or () has produced Drivers License for identification and did not take an oath.



Tracy L. Price
Notary Public (SEAL)
Print name: TRACY L. PRICE
My Commission Expires: 03/05/2010