

N43703

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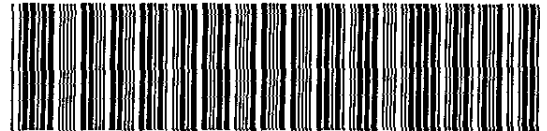
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Reply To:

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April 23, 2003

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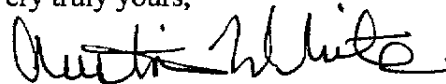
Re: Sapphire Lakes Master Association, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Amended and Restated Articles of Incorporation for the above-referenced Association, as well as check number 758 in the amount of \$35.00 to cover the cost of filing.

Please return a copy of same in the envelope provided herein for your convenience. Thank you for your attention to this matter.

Very truly yours,



E. Austin White
For the Firm

Enclosures (as stated)

EAW/sc
25418_1.DOC



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ARTICLES OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION

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Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned corporation ~~adopts~~ adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Sapphire Lakes Master Association, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 16th day of April, 2003.

THIRD: The number of votes cast were sufficient for approval.

WITNESSES:
(TWO)

SAPPHIRE LAKES MASTER ASSOCIATION,
INC.

Wanda B. Knudsen
Signature

BY: Connie Fullerton
Connie Fullerton, President

Wanda B. Knudsen
Printed Name

Date: APRIL 23, 2003

Serena Collins
Signature

(CORPORATE SEAL)

Serena Collins
Printed Name

STATE OF FLORIDA)
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 23rd day of April, 2003, by Connie Fullerton as President of Sapphire Lakes Master Association, Inc., a Florida Corporation, on behalf of the corporation. She is personally known to me or ~~has produced (type of~~ as identification) as identification.

Wanda B. Knudsen
Notary Public
Wanda B. Knudsen
Printed Name

My commission expires: 10-14-06
25416_1.DOC nap



Wanda B. Knudsen
MY COMMISSION # DD147876 EXPIRES
October 14, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

FILED

03 APR 28 AM 8:05

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

SAPPHIRE LAKES MASTER ASSOCIATION, INC.

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION –
SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT**

These are the Amended and Restated Articles of Incorporation for the SAPPHIRE LAKES MASTER ASSOCIATION, INC., originally filed with the Florida Department of State the 5th day of June, 1991, under Charter Number N43703. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapter 617, Florida Statutes (2002).

1. **NAME.** The name of the corporation shall be SAPPHIRE LAKES MASTER ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Master Association", the Master Declaration of Covenants and Restrictions for Sapphire Lakes as "Master Declaration", these Articles of Incorporation as the "Articles", and the By-Laws of the Association as the "By-Laws".

2. **PURPOSE.** The purpose for which the Master Association is organized is to provide an entity pursuant to Chapter 617, Florida Statutes, and Chapter 718, Florida Statutes, the "Florida Condominium Act" (the "Act"), for the operation, ownership and maintenance of the Common Areas in the Sapphire Lakes Community located in Collier County, Florida, in accordance with the Master Declaration.

3. **DEFINITIONS.** The terms used in these Articles shall have the same definitions and meaning as those set forth in the Master Declaration recorded in the Public Records of Collier County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

4. **POWERS.** The powers of the Master Association shall include and be governed by the following:

4.1 **General.** The Master 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 of the Act.

4.2 **Enumeration.** The Master Association shall have all the powers and duties set forth in the Act and as it may be amended from time to time, except as limited by these Articles and as they may be amended from time to time, the By-Laws and as they may be amended from time to time, and all of the powers and duties reasonably necessary to operate the Common Areas pursuant to the Master Declaration and as it may be amended from time to time including but not limited to the following:

4.2.1 To make and collect assessments and other charges against members of the Master Association, and to use the proceeds thereof in the exercise of its powers and duties.

4.2.2 To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Committed Property.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Common Areas and other property acquired or leased by the Master Association for use by the members.

4.2.4 To purchase insurance upon the Common Areas and insurance for the protection of the Master Association, its officers, Directors, and members.

4.2.5 To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Committed Property and for the health, comfort, safety and welfare of the members.

4.2.6 To enforce by legal means the provisions of the Act, the Master Declaration, these Articles, the By-Laws, and the Rules and Regulations for the use of the Committed Property.

4.2.7 To contract for the management of the Common Areas and any facilities used by the members, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Master Association except those which require specific approval of the Board of Directors or the membership of the Master Association.

4.2.8 To employ personnel to perform the services required for proper performance of the obligations, services and duties required of or to be performed by the Master Association.

4.2.9 To operate and maintain the surface water management and drainage system for the Committed Property as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, culverts, and related appurtenances.

4.2.10 To do all acts required to be performed by it in accordance with the Sapphire Lakes Master Covenants.

4.3 Master Association Property. All funds and the titles of all properties acquired by the Master Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Master Declaration, these Articles and the By-Laws.

4.4 Distribution of Income. The Master Association shall make no distribution of income to its members, Directors or officers.

4.5 Limitation. The powers of the Master Association shall be subject to and shall be exercised in accordance with the provisions of the Master Declaration and the By-Laws.

5. MEMBERS.

5.1 The members of the Master Association shall consist of the following fifteen (15) Condominium Associations:

<u>Condominium Associations</u>	<u>Number of Units</u>
Amber at Sapphire Lakes Condominium Association, Inc.	44 units
Amethyst at Sapphire Lakes Condominium Association, Inc.	24 units
Diamond at Sapphire Lakes Condominium Association, Inc.	40 units
Emerald at Sapphire Lakes Condominium Association, Inc.	48 units
Garnet at Sapphire Lakes Condominium Association, Inc.	38 units
Hematite at Sapphire Lakes Condominium Association, Inc.	32 units
Jade at Sapphire Lakes Condominium Association, Inc.	38 units
Jasper at Sapphire Lakes Condominium Association, Inc.	36 units
Malachite at Sapphire Lakes Condominium Association, Inc.	38 units
Opal at Sapphire Lakes Condominium Association, Inc.	40 units
Quartz at Sapphire Lakes Condominium Association, Inc.	36 units
Spinel at Sapphire Lakes Condominium Association, Inc.	44 units
Topaz at Sapphire Lakes Condominium Association, Inc.	44 units
Tourmaline at Sapphire Lakes Condominium Association, Inc.	44 units
Turquoise at Sapphire Lakes Condominium Association, Inc.	44 units
Total	590 units

5.2 Assignment. The share of a member in the funds and assets of the Master Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Property associated with the membership of the member.

5.3 Members' Voting Rights. The total number of members' votes shall be equal to the total number of Residential Units within the Committed Property from time to time. On all matters upon which the membership shall be entitled to vote, there shall be one (1) vote for each Residential Unit.

5.3.1 Each Association Member shall have the number of votes equal to the number of Residential Units within the Committed Property operated by, or subject to the jurisdiction of that Association at the time of such vote. An Association Member shall cast its votes in the manner provided by the By-Laws.

5.4 Meetings. The By-Laws 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 Master Association shall have perpetual existence.

7. OFFICERS. The affairs of the Master Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors of the Master Association at its first meeting following the annual meeting of the members of the Master Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

8. DIRECTORS.

8.1 Number and Qualification. The property, business and affairs of the Master Association shall be managed by a board consisting of fifteen (15) Directors determined by the By-Laws. Directors must be members of an Association which is a member of the Master Association.

8.2 Duties and Powers. All of the duties and powers of the Master Association existing under the Act, the Master Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by the members when such approval is specifically required.

8.3 Election; Removal. Directors of the Master Association shall be seated at the annual meeting of the members in the manner determined by the By-Laws, and shall consist of one (1) Director from each Member Association. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

9. BY-LAWS. The By-Laws of the Master Association may be altered, amended or repealed in the manner provided in the By-Laws.

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

10.1 Proposal of Amendments. An amendment may be proposed by a majority of the Directors.

10.2 Proposed Amendment Format. Proposals to amend existing Articles of Incorporation shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be ~~lined through~~ with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER FOR PRESENT TEXT."

10.3. Notice. Copies of proposed amendments shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.

10.4 Adoption of Amendments. A resolution for the adoption of a proposed amendment may be adopted by the affirmative vote of Members having not less than two-thirds (2/3rds) of the votes of the entire membership of the Master Association. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Master Association, upon Board approval, without need for Association membership vote.

10.5 Effective Date. An amendment when adopted shall become effective after being recorded in the Collier County Public Records according to law and filed with the Secretary of State according to law.

10.6 Automatic Amendment. These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Master Declaration. Whenever Chapters 607, 617, or 718, Florida Statutes, or other applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than set forth in these Articles, the Board may operate the Master Association pursuant to the less stringent requirements. The Board of Directors, without a vote of the owners, may adopt by majority vote, amendments to these Articles as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607, 617, and 718 of the Florida Statutes, or such other statutes or administrative regulations as required for the operation of the Master Association, all as amended from time to time.

11. REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT. The registered office address and the name of the registered agent of the Master Association shall be as determined by the Board of Directors from time to time.