N45352

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Amended Restated
(10) 6/12/13

BECKER & POLIAKOFF

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June 5, 2013

Reply To:
Fort Myers
JAdams@becker-poliakoff.com

Florida Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: Seminole Lakes Property Owners Association, Inc.

To Whom It May Concern:

Enclosed please find Articles of Amended and Restated Articles of Incorporation for the above-referenced Corporation along with check number 1121 in the amount of $35.00 to cover the cost of filing.

Please return a copy of the filed document to my attention. An extra copy of the document is enclosed herewith for your use.

Thank you for your attention to this matter.

Very truly yours,

Joseph E. Adams
For the Firm

JEA/sdc
Enclosures (as stated)
ACTIVE: 4771363_1

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ARTICLES OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Seminole Lakes Property Owners Association, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 13th day of May 2013.

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

WITNESSES:
(TWO)

Signature
William E. Murphy
Printed Name

Signature
JOSEPH RING
Printed Name

SEMINOLE LAKES PROPERTY OWNERS ASSOCIATION, INC.

BY: _____
Robert E. Toth, President

Date: 6/3/13

(CORPORATE SEAL)

STATE OF FLORIDA)
) SS:
COUNTY OF CHARLOTTE)

The foregoing instrument was acknowledged before me this 3RD day of JUNE 2013 by Robert E. Toth as President of Seminole Lakes Property Owners Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) _____ as identification.

_____
Notary Public
JOHN P. McCLUSKEY
Printed Name

My commission expires: MAY 7, 2017

JOHN P. McCLUSKEY
Notary Public - State of Florida
My Comm. Expires May 7, 2017
Commission # FF 015461

ACTIVE: 4748384_1

AMENDED AND RESTATED

ARTICLES OF INCORPORATION
OF
SEMINOLE LAKES PROPERTY OWNERS ASSOCIATION, INC.

These are the Amended and Restated Articles of Incorporation for Seminole Lakes Property Owners Association, Inc., originally filed with the Florida Department of State the 27th day of September 1991, under Charter Number N45352. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapters 617 and 720, Florida Statutes.

1. NAME. The name of the corporation shall be Seminole Lakes Property Owners Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Corporation", the Declaration of Protective Covenants and Restrictions as "Declaration", these Articles of Incorporation as the "Articles", and the Bylaws of the Corporation as the "Bylaws".

2. PURPOSE. The purpose for which the Corporation is organized is to serve as a "Homeowners' Association" as described in Section 720.301, Florida Statutes, including but not limited to the power to operate, administer, and manage the Common Areas in Seminole Lakes in accordance with the Declaration and other Governing Documents, and to provide for the architectural control and the administration and enforcement of covenants and restrictions applicable to the Parcels in Seminole Lakes.

3. DEFINITIONS. The terms used in these Articles shall have the same definitions and meaning as those set forth in the original Declaration of Covenants, Conditions and Restrictions, recorded in Official Records Book 1178, at Page 1847, *et seq.*, of the Public Records of Charlotte County, Florida, the Bylaws, and Chapter 720 of the Florida Statutes (2012), all as amended from time to time, unless herein provided to the contrary, or unless the context otherwise requires.

4. POWERS. The powers of the Corporation shall include and be governed by the following:

4.1 General. The Corporation 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 the Declaration, these Articles, and the Bylaws or prohibited by law.

4.2 Enumeration. The Corporation shall have all the powers and duties set forth in Chapters 617 and 720, Florida Statutes, as amended from time to time, except as they may be limited by the Declaration and as it may be amended from time to time, these Articles and as they may be amended from time to time, and the Bylaws and as they may be amended from time to time, including but not limited to the following:

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4.2.1 To make and collect assessments and other charges against members as Owners of Dwelling Units or Lots within Seminole Lakes, 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 Corporation.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Corporation property and other property acquired or leased by the Corporation for use by Owners.

4.2.4 To purchase insurance upon the Corporation's property and insurance for the protection of the Corporation, its officers, Directors, and Members.

4.2.5 To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Corporation property and for the health, comfort, safety and welfare of the Owners.

4.2.6 To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, and the Rules and Regulations.

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

4.2.8 To employ personnel to perform the services required for proper operation of the Corporation.

4.2.9 To borrow money, and subject to the consent by vote or written instrument of two-thirds (2/3) of the entire Voting Interests, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

4.2.10 To dedicate, sell or transfer all or any part of the Common Areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the Members. No such dedication, sale or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the entire Voting Interests, agree to such dedication, sale or transfer.

4.2.11 To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property or Common Areas, provided that any merger, consolidation or annexation shall have the assent by vote or written instrument of two-thirds (2/3) of the entire Voting Interests.

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4.3 Corporation Property. All funds and the titles of all properties acquired by the Corporation and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

4.4 Distribution of Income. The Corporation shall make no distribution of income to its members, directors or officers.

4.5 Limitation. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

5. MEMBERS AND VOTING. The qualification of Members, the manner of their admission to membership and voting by Members shall be as follows:

5.1 Members. The membership of the Corporation shall be comprised of the Owner Members. Membership shall be established as follows:

5.1.1 Owner Members. The Owner of every Lot shall become an Owner Member upon recordation in the Public Records of an instrument establishing the ownership by said Owner of such Dwelling Unit or Lot. Each such Owner shall notify this Corporation of said recordation within thirty (30) days thereof and shall transmit to the Corporation true copies of such instrument.

5.1.2 Other Members. The Owners of Parcels, as described on the Subdivision Plats and defined in the Declaration (and not as defined in Chapter 720), shall have the rights and obligations as set forth in the Declaration, if any.

5.2 Voting Rights. The voting rights of the Members shall be as follows:

5.2.1 Number of Votes. Each Member shall possess one vote for any Lot owned by such Member.

5.3 Each and every Member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the Governing Documents.

6. TERM OF EXISTENCE. The Corporation shall have perpetual existence.

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

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8. DIRECTORS.

8.1 Number and Qualification. The property, business and affairs of the Corporation shall be managed by a board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors.

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

8.3 Election; Removal. Directors of the Corporation shall be elected at the annual meeting of 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.

9. BYLAWS. The Bylaws of this Corporation may be altered, amended or replaced in the manner provided in the Bylaws.

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

10.1 Method of Proposal. A resolution for the adoption of a proposed amendment may be proposed either by the President of the Association, a majority of the Directors, or by not less than twenty-five percent (25%) of the voting interests of the Corporation.

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

10.3 Adoption. An amendment so proposed may be approved by a majority of the voting interests of the Corporation, present, in person or by proxy, and voting at a duly noticed meeting of the Association at which a quorum is present. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Corporation, upon Board approval, without need for Corporation membership vote.

10.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Charlotte County, Florida.

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

ACTIVE: 4242813_5

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