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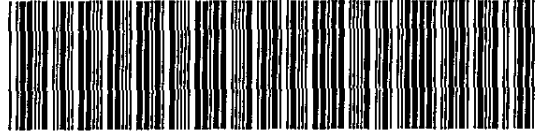
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Reply To:
Fort Myers Office or
jadams@becker-poliakoff.com

April 14, 2005

Division of Corporations
Amendments Section
Post Office Box 6327
Tallahassee, Florida 32301

Re: Edgewater at Gulf Harbour Yacht & Country Club Property Owners' Association, Inc. n/k/a Edgewater at Gulf Harbour Homeowners' Association, Inc.

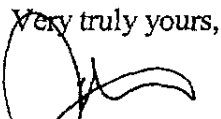
Dear Sir/Madam:

Enclosed please find Articles of Amended and Restated Articles of Incorporation for the above-referenced Corporation along with check number 1493 in the amount of \$35.00 to cover the cost of filing. Please note the Corporation is also changing its name in connection with this 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/adc
Enclosures (as stated)
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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 Edgewater at Gulf Harbour Yacht & Country Club Property Owners' Association, Inc. n/k/a Edgewater at Gulf Harbour Homeowners' 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 at a meeting originally called on the 16th day of November, 2004 and reconvened to the 17th day of January, 2005.

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

WITNESSES:
(TWO)

**EDGEWATER AT GULF HARBOUR
HOMEOWNERS' ASSOCIATION, INC.**

Signature

Printed Name

Signature

Printed Name

STATE OF FLORIDA)

) SS:

COUNTY OF LEE)

BY:

Donald Shapiro, President

Date:

4/4/05

(CORPORATE SEAL)

ATTEST:

Georganne Williams, Secretary

WITNESS:

Cynthia Sprenger

The foregoing instrument was acknowledged before me this 4th day of April, 2005 by Donald Shapiro as President of Edgewater at Gulf Harbour Homeowners' Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) Known as identification and did take an oath.



Cynthia J. Sprenger
My Commission DO133277
Expires July 11, 2006

Notary Public

Printed Name

My commission expires: _____

**ARTICLES OF INCORPORATION
OF EDGEWATER AT GULF HARBOUR HOMEOWNERS' ASSOCIATION, INC.
f/k/a
EDGEWATER AT GULF HARBOUR YACHT & COUNTRY CLUB PROPERTY
OWNERS' ASSOCIATION, INC.
(A Corporation Not for Profit)**

THE UNDERSIGNED INCORPORATOR for the purpose of forming a corporation under Chapters 617 and 720, Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I
Name and Location**

The name of this corporation shall be EDGEWATER AT GULF HARBOUR HOMEOWNERS' ASSOCIATION, INC. (hereinafter referred to as the "Association"), and its principal place of business and mailing address shall be D.G. Suitor & Associates, Post Office Box 6017, Fort Myers Beach, Florida or at such other address as the Board of Directors may designate from time to time in writing.

**ARTICLE II
Purposes**

This Association does not contemplate pecuniary gain or profit to the members thereof, and no distribution of income to its members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the property owners in Edgewater at Gulf Harbour (hereinafter referred to as the "Subdivision"), and the specific purpose is to perform the functions of the Association contemplated in the Declaration of Covenants, Conditions and Restrictions for Edgewater at Gulf Harbour recorded in the public records of Lee County, Florida (hereinafter referred to as the "Declaration"), as the same may in the future be amended, which purposes shall include, but not be limited to:

(a) The right to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and the By-Laws;

(b) The power to fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Declaration;

(c) The power to enter into agreements for the sale and purchase of real property;

(d) The payment of all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;

(e) The power to make, amend and enforce reasonable rules and regulations;

(f) The power to sue and be sued;

(g) The maintenance, repair and replacement of and for the Common Properties, including, but not limited to, the surface water management system as permitted by the South Florida Water Management District, as contemplated by the Declaration and to the extent not the responsibility of the Master Association;

(h) The power to enter into contracts for the provision of services for the Subdivision as contemplated under the Declaration, and for the maintenance and operation thereof; and

(i) The power to exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida.

ARTICLE III

Membership and Voting Rights

A. Eligibility. Every person, whether an individual, corporation or other entity, who is the record owner of a Lot ("Homeowner") that is subject to assessment pursuant to the Declaration shall become a member of the Association upon the recording of the instrument of conveyance. If title to a Lot is held by more than one person, each such person shall be a member. A Homeowner of more than one Lot is entitled to membership for each Lot owned. No person other than a Homeowner may be a member of the Association, and a membership in the Association may not be transferred except by the transfer of title to a Lot; provided, however, the foregoing does not prohibit the assignment of membership and voting rights by a Homeowner who is a contract seller to such Homeowner's vendee in possession.

If more than one person owns a fee interest in any Lot, all such persons are members, but there may be only one vote cast with respect to such Lot. Such vote may be exercised as the co-owners determine among themselves, but no split vote is permitted.

B. Classes of Membership and Voting. The Association shall have one (1) class of voting membership. Subject to the provisions of Section A of this Article, members are entitled to cast one vote for each Lot owned. There shall be no cumulative voting for Directors or any other matters.

C. Transferability. Each membership is appurtenant to the Lot upon which it is based and is transferred automatically by conveyance of title to that Lot whether or not mention thereof is made in such conveyance of title.

ARTICLE IV

Term of Existence

The Corporation shall have perpetual existence. In the event the Corporation is

dissolved, the surface water management system, which is a part of the Common Property as defined in the Declaration, shall be conveyed and/or dedicated to a similar not-for-profit corporation.

ARTICLE V **Incorporator**

The name and street address of the initial Incorporator to these Articles of Incorporation was:

NAME

Robert S. Freedman

ADDRESS

Carlton, Fields, Ward, Emmanuel,
Smith & Cutler, P.A.
One Harbour Place, 7th Floor
Tampa, Florida 33602

ARTICLE VI **Management**

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of not less than three (3) nor more than five (5) individuals, the precise number to be fixed in the By-Laws or by the Board of Directors of the Association from time to time. Directors shall be elected by the members at the annual members' meeting in the manner determined by the Bylaws, and shall hold office until their respective successors are duly elected and qualified. The Board shall elect its officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association, and as provided in the By-laws. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers and Directors must be members of the Association. Any individual may hold two (2) or more corporate offices, except that the offices of President and Secretary or Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Association. The Board may appoint Assistant Officers who need not be members or Directors.

ARTICLE VII **By-Laws**

The By-Laws of the Association may be amended, altered, modified or rescinded as provided therein.

ARTICLE VIII **Amendments**

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and directing that it be submitted to a vote of the members of the Association (as described below), which may be either at the annual or special meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each member of record within the time and in the manner provided by Florida Statutes for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, the amendment shall be approved upon the affirmative vote of at least a majority of all Association members entitled to vote thereon.

Any number of amendments may be submitted to the members and voted upon by them at one meeting.

Notwithstanding anything herein to the contrary, no amendment to these Articles of Incorporation shall be valid which constitutes a material change, without the prior written approval of both the First Mortgagees on the individual Lots which represent at least fifty-one percent (51%) of the votes of Lots that are subject to First Mortgages and sixty-seven percent (67%) of the total allocated votes of members. For the purposes of this Article, a material change to these Articles of Incorporation shall be deemed any change concerning:

- (1) voting rights;
- (2) increases in Assessments that raise the previous Assessment by more than fifteen (15%), Assessment liens or the priority of Assessment liens;
- (3) reduction in reserves for maintenance, repair and replacement of the Common Properties;
- (4) hazard or fidelity insurance requirements;
- (5) rights to use of the Common Properties;
- (6) responsibility for maintenance and repair of the Property;
- (7) boundaries of any Lot;
- (8) convertibility of Lots into Common Properties or of Common Properties into Lots;
- (9) leasing of Lots;
- (10) imposition of any right of first refusal or similar restriction on the

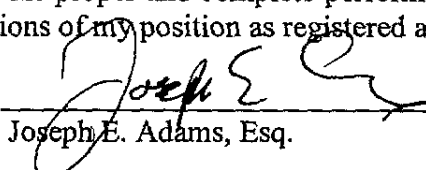
right of an Owner to sell, transfer, or otherwise convey his or her Lot;

(11) the expansion or contraction of the Project, or the addition, annexation, or withdrawal of property to or from the Project; or

(12) any provision which expressly benefit First Mortgagees, Insurers or Guarantors.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, having been named as registered agent and to accept service of process for EDGEWATER AT GULF HARBOUR HOMEOWNERS' ASSOCIATION, INC., hereby accept my appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of any duties and I am familiar with and accept the obligations of my position as registered agent.



Joseph E. Adams, Esq.

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