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July 5, 2017

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

Re: Capri at Pelican Landing Homeowners Association, Inc. (Document No. N95000000430)

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 2437 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,

A handwritten signature in dark ink, appearing to read "James Robert Caves, III".

James Robert Caves, III, Esquire
For the Firm

JRC/sdi
Enclosures (as stated)
ACTIVE: 9901804_1

**ARTICLES OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

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

FIRST: The name of the corporation is Capri at Pelican Landing 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 on the 25th day of April 2017, which was lawfully adjourned to the 23rd day of May 2017.

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

WITNESSES:
(TWO)

CAPRI AT PELICAN LANDING HOMEOWNERS
ASSOCIATION, INC.

Carolyn Nastos
Signature
Carolyn Nastos
Printed Name

BY: G.R. Houck
G.R. Houck, President
Date: 6/26/17
(CORPORATE SEAL)

James W. Wynn
Signature
James W. Wynn
Printed Name

STATE OF Florida
COUNTY OF Lee) SS:

The foregoing instrument was acknowledged before me this 26 day of June 2017 by G.R. Houck as President of Capri at Pelican Landing Homeowners Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) personally known as identification.



NANCY K. PAGE
MY COMMISSION # FF 647889
EXPIRES: January 4, 2020
Borced Thru Budget Notary 5/1/2018

Nancy K. Page
Notary Public
Nancy K. Page
Printed Name

My commission expires: 1/4/20
ACTIVE: 9872400 1

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CAPRI AT PELICAN LANDING HOMEOWNERS ASSOCIATION, INC.**

These are the Amended and Restated Articles of Incorporation of Capri at Pelican Landing Homeowners Association, Inc., originally filed with the Florida Department of State on the 27th day of January 1995, under Charter Number N95000000430. Amendments included have been added pursuant to Chapter 617, Florida Statutes (2016).

For historical reference, the initial principal office and mailing address of the Association was 5245 Big Pine Way, Suite 102, Fort Myers, Florida 33907. The names of the original incorporator, and his addresses at the time of incorporation, was Morris J. Watsky, 700 N.W. 107th Avenue, Miami, Florida 33172. The street address of the initial registered office was 700 N.W. 107th Avenue, Miami, Florida 33172 and the name of the initial registered agent was Morris J. Watsky. The name and address of the current registered office is Robert E. Gelles, c/o Schoo Management, Inc., 9411 - 2 Cypress Lake Drive, Fort Myers, Florida 339019. The Board of Directors may, from time to time, change the designation of the principal office, the mailing address of the Association, the registered office and the registered agent, in the manner provided by law.

1. NAME. The name of the Association is CAPRI AT PELICAN LANDING HOMEOWNERS ASSOCIATION, INC. For convenience, the Association shall be referred to in this instrument as the "Association," the Declaration, as "Declaration," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

2. PURPOSE. The purpose for which the Association 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 the Community 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 the Community.

3. DEFINITIONS. The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration, originally recorded in Official Records Book 2612, at Page 1115 *et seq.*, of the Public Records of Lee County, Florida, and as subsequently amended, unless herein provided to the contrary, or unless the context otherwise requires.

4. POWERS. The powers of the Association shall include the following:

4.1 General. The Association shall have all of the common-law and statutory powers of an association not for profit under the Laws of Florida that are not in conflict with the provisions of the Declaration, these Articles or of the Bylaws.

4.2 Enumeration. The Association shall have all the powers set forth in Chapters 617 and 720, Florida Statutes, except as they may be limited by the Declaration, these Articles and

the Bylaws and as all of the foregoing 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 as Owners of Parcels within the Community, 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 Association.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Common Area and other property acquired or leased by or dedicated to the Association for use or benefit of Owners.

4.2.4 To purchase insurance for the protection of the Association and its property.

4.2.5 To make and amend Rules and Regulations concerning the transfer, use, appearance, maintenance, and occupancy of the Parcels, Common Areas, and Association Property, and to enact rules, policies, and resolutions pertaining to the operation of the Association, subject to any limitations contained in the Declaration.

4.2.6 To enforce by legal means the provisions of the Governing Documents.

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

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

4.2.9 To make contracts and incur liabilities, borrow money at such rates of interest as the Board may determine. The Association may issue notes, bonds, or other obligations of indebtedness. The Association may secure any of its obligations by mortgage and pledge of all or any of its property, franchises, assessments, special assessments, income or rights, provided that the mortgage of real property by the Association shall require two-thirds (2/3) of the entire Voting Interests.

4.2.10 To participate in mergers or consolidations with other non-profit Associations organized for the same purposes or annex additional residential property and common area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the entire Voting Interests.

4.3 Association property. All funds and the titles of all properties acquired by the Association 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 Association shall make no distribution of income to its Members.

4.5 Limitation. The powers of the Association 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 Owner of every Parcel shall become a Member upon recordation in the Public Records of an instrument establishing the ownership by said Owner of such Parcel. Each such Owner shall notify the Association of said recordation within thirty (30) days thereof and shall transmit to the Association true copies of such instrument.

5.2 Voting Rights. Each Parcel shall have one appurtenant vote which may be exercised by the Member(s) as set forth in the Bylaws.

5.3 Member Benefits. 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 Association shall have perpetual existence.

7. OFFICERS. The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be appointed by the Board of Directors of the Association 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. The Bylaws 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 Association 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 Association 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 approval by Members when such approval is specifically required.

8.3 Election; Removal. Directors of the Association 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 Association may be altered, amended or repealed in the manner provided in the Bylaws.

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

10.1 Proposal of Amendments. An amendment may be proposed by the President of the Association, the Directors, or by twenty-five percent (25%) of the entire Voting Interests.

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 adopted by a vote of a majority of the Voting Interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present. Amendments correcting errors, omissions, scrivener's errors, violations of applicable law, or conflicts between the Governing Documents, may be executed by the Officers of the Association, upon Board approval, without need for Association 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 Lee County, Florida.

11. INDEMNIFICATION.

11.1 Indemnity. The Association shall indemnify any Officer, Director, or Committee Member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, Officer, or Committee Member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person failed to act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and Committee Members as permitted by Florida law. 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.

11.2 Defense. To the extent that a Director, Officer, or Committee Member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 11.1 above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

11.3 Advances. Reasonable expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, or Committee Member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by this Article 11. However, if the Board, by majority vote, determines that the person seeking advancement did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, the Association shall not be obligated to pay for any expenses incurred prior to the final disposition of the subject action.

11.4 Miscellaneous. The indemnification provided by this Article 11 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or Committee Member and shall inure to the benefit of the heirs and personal representatives of such person.

11.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee Member, employee, or agent of the Association, or a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the duty to indemnify him against such liability under the provisions of this Article.

12. DISSOLUTION. The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3) of the entire Voting Interests. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. Any action under this Article is subject to the procedures and requirements of Florida Statute 617.05.

ACTIVE: 9864614_2

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ARTICLES OF INCORPORATION**

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

WITNESSES:
(TWO)

CAPRI AT PELICAN LANDING HOMEOWNERS
ASSOCIATION, INC.

Carolyn Nastos
Signature
Carolyn Nastos
Printed Name

BY: G.R. Houck
G.R. Houck, President

Date: 6/26/17
(CORPORATE SEAL)

Janet W. Mikowski
Signature
Janet W. Mikowski
Printed Name

STATE OF Florida
COUNTY OF Lee) SS:

The foregoing instrument was acknowledged before me this 26 day of June 2017 by G.R. Houck as President of Capri at Pelican Landing Homeowners Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) personally known as identification.



NANCY K. PAGE
MY COMMISSION # FF 947889
EXPIRES: January 4, 2020
Bonded Thru Budget Notary Services

Nancy K. Page
Notary Public
Nancy K. Page
Printed Name

My commission expires: 1/4/20
ACTIVE: 9872400 1