

N9500000818

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
HIGHLAND WOODS GOLF & COUNTRY CLUB, INC.

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This instrument prepared by and
after recording return to:

Otto W. Immel, Esq.
Quarles & Brady LLP
1395 Panther Lane, Suite 300
Naples, FL 34109

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**ARTICLES OF AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR HIGHLAND WOODS GOLF & COUNTRY CLUB**

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 Highland Woods Golf & Country Club, 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 1st day of April 2013.
- FOURTH: The number of votes cast were sufficient for approval.

Witnesses:

**HIGHLAND WOODS GOLF & COUNTRY
CLUB, INC.**

Witness #1

Carolyn J. Hammer
Print Name

By:

Roger Hammer
Roger Hammer, President

Witness #2

Mary DePore
Print Name

(CORPORATE SEAL)

STATE OF MICHIGAN

COUNTY OF OAKLAND

The foregoing instrument was acknowledged before me this 10 day of July 2013, by Roger Hammer, who X is personally known to me or _____ has produced _____ as identification.

(seal)

Mary T. Ricketts
Notary Public

12-29-2018
My Commission Expires

Mary T. Ricketts
Print Name of Notary Public

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF HIGHLAND WOODS GOLF & COUNTRY CLUB, INC.**

These are the Amended and Restated Articles of Incorporation for Highland Woods Golf & Country Club, Inc. originally filed with the Florida Department of State the 20th day of February 1995, under Charter Number N95000000818.

ARTICLE I

NAME: The name of the corporation is Highland Woods Golf & Country Club, Inc. For convenience, the corporation shall be referred to in this instrument as the "Club"; the Amended and Restated Declaration of Covenants, Conditions and Restrictions, as the "Declaration"; these Amended and Restated Articles of Incorporation, as the "Articles"; and the Amended and Restated Bylaws of the Association as the "Bylaws".

ARTICLE II

PRINCIPAL OFFICE: The principal office of the Club shall be located at 9100 Highland Woods Boulevard, Bonita Springs, Florida 34135, and subsequently at such other location in Lee County, Florida, as shall be determined by the Board of Trustees ("Board").

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Club is organized is to provide an entity for the operation of Highland Woods Golf and Country Club, a Residential Planned Development, located in Lee County, Florida.

The Club is organized and shall exist upon a non-stock basis as a not-for-profit corporation under the laws of the State of Florida. No portion of any earnings of the Club shall be distributed to the private benefit of any Member, Trustee or officer of the Club. For the accomplishment of its purpose, the Club shall have all of the common law and statutory powers and duties of a not-for-profit corporation under Florida law, except as limited or modified by these Articles, the Declaration, or the Bylaws of the Club, and it shall have all other powers and duties necessary to operate Highland Woods Golf & Country Club and effectuate the purposes for which the Club is organized pursuant to the Declaration as it may hereafter be amended, including, but not limited to, the following:

- (A) To levy and collect Assessments against Members of the Club to defray the costs, expenses and losses of the Club, and to use the proceeds of Assessments in the exercise of its powers and duties;
- (B) To own, lease, maintain, repair, replace or operate any portions of the Club Common Areas;
- (C) To purchase insurance for the protection of the Club and its Members;
- (D) To reconstruct improvements after casualty and to make further improvements of the Lands;

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(E) To make, establish, amend and enforce Rules governing the use of the Club Common Areas and the operation of the Club;

(F) To sue and be sued, and to enforce the covenants and restrictions in the Declaration, these Articles, and the Bylaws of the Club;

(G) To employ accountants, attorneys, architects, or other professional and non-professional personnel, and to contract for services necessary to perform the services required for proper operation and maintenance of the Club;

(H) To acquire, own and convey real property, and to enter into agreements, or acquire leaseholds, easements, memberships, and other possessory or use interests in real estate or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has this power regardless of whether the real estate or facilities are contiguous to the Lands of the Club, if they are intended to provide enjoyment, recreation, or other use and benefit to the Members;

(I) To borrow or raise money for any purposes of the Club subject to the requirements of the Governing Documents; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest therein, by mortgage pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Club;

(J) To be responsible in perpetuity for maintenance of the Conservation Areas and to take action against Members and/or Neighborhood Associations, if necessary, to enforce the conditions of the Conservation Easements and the permit issued by South Florida Water Management District ("District") for the Community;

(K) To be the responsible entity to operate and maintain the Surface and Storm Water Management System as permitted by the District, including, but not limited to, all lakes, retention areas, culverts and related appurtenances; and

(L) To hold all funds and the title to all property acquired by the Club shall be held for the benefit of the Members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: All Owners of Lots and Living Units shall be voting Members. Membership and voting rights shall be as set forth in Section 4.1 of the Declaration and Sections 2.1 and 2.2 of the Bylaws.

ARTICLE V

TERM: The term of the Club shall be perpetual. If the Club is dissolved, the property consisting of the Surface and Storm Water Management System and the Conservation Areas shall be conveyed to an appropriate

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agency of local government. If it is not accepted, those properties must be dedicated or conveyed to a similar not-for-profit corporation to assure continued maintenance in perpetuity.

ARTICLE VI

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

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

(A) Method of proposal. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board or by not less than twenty-five percent (25%) of the Voting Interests of the Club. There is one Voting Interest per Lot or Living Unit.

(B) Notice. The subject matter of the proposed amendment shall be included in the notice of any Meeting at which a the proposed amendment is to be considered.

(C) Adoption. An amendment so proposed may be approved by a majority of the Voting Interests of the Club at a duly noticed Meeting at which a quorum of at least thirty percent (30%) of the Voting Interests is present and voting in person or by proxy. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Club, upon Board approval, without need for a membership vote.

(D) 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. An amendment adopted and filed in accordance herewith when adopted shall be effective after being recorded in the Public Records according to law and filed with the Secretary of State according to law.

ARTICLE VIII

TRUSTEES AND OFFICERS:

(A) The affairs of the Club shall be administered by a Board consisting of the number of Trustees determined in Section 4.2 of the Bylaws.

(B) Trustees of the Club shall be elected by the Members in the manner described in Section 4.3 of the Bylaws. Trustees may be removed and vacancies on the Board shall be filled in the manner provided in the Bylaws and in the manner provided in applicable Florida law.

(C) The business of the Club shall be conducted by the officers designated in Section 5 of the Bylaws. The officers shall be elected by the Board as provided in the Bylaws and shall serve at the discretion of the Board.

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(D) All the duties and powers of the Club existing under the Declaration, these Articles, the Bylaws and the Rules (all as amended from time to time) shall be exercised exclusively by the Board subject only to the approval of the Owners of Lots and Living Units when such approval is specifically required.

ARTICLE IX

REGISTERED AGENT:

The registered office address and the name of the registered agent of the Club shall be as determined by the Board from time to time.

ARTICLE X

INDEMNIFICATION:

(A) **Indemnity.** The Club shall indemnify any officer, Trustee, 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 Trustee, officer, or committee member of the Club, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless (a) 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 Club, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) 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 did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Club, 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 Club, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, Trustees, and committee members as permitted by Florida law.

(B) **Defense.** To the extent that a Trustee, officer, or committee member of the Club has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to hereinabove, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

(C) **Advances.** Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Club in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Trustee, officer, or committee member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Club as authorized by this Article.

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(D) **Miscellaneous.** The indemnification provided by this Article 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 Trustee, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

ARTICLE XI

MISCELLANEOUS;

(A) **Insurance.** The Club shall have the power to purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, committee member, employee, or agent of the Club, or a Trustee, 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 Club would have the power to indemnify him against such liability under the provisions of this Article.

(B) **Delegation.** To the extent permitted by law, the powers and duties of the Trustees and officers may be delegated for the purpose of management.

(C) **Gender and Number.** Wherever in these Articles the context so requires, the use of any gender shall be deemed to include all genders and the singular number shall mean the plural and the converse.

(D) **Capitalized Terms.** All capitalized terms used in these Articles shall have the definition ascribed to them in the Declaration or Bylaws.

(E) **Conflict.** If any irreconcilable conflict shall exist, or hereafter arise with respect to the interpretation of the Governing Documents, the Articles, Bylaws and Declaration shall prevail in the following sequence: (1) the Declaration, (2) these Articles and (3) the Bylaws.