

N95000005152



ACCOUNT NO. : 072100000032

REFERENCE : 852675 164228A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 43.75

FILED
00 OCT 18 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 4, 2000

ORDER TIME : 10:27 AM

ORDER NO. : 852675-005

CUSTOMER NO: 164228A

200003413692--7

CUSTOMER: Steven P. Kushner, Esq
Steven P. Kushner, P.a.
Suite 202
1375 Jackson Street
Fort Myers, FL 33901

DOMESTIC AMENDMENT FILING

NAME: SIR MICHAEL'S PLACE HOMEOWNERS
ASSOCIATION, INC.

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING **COULLIETTE OCT 19 2000**

664
542
178

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:
DIVISION OF CORPORATION

00 OCT 19 AM 11:43

RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 4, 2000

CSC
ATTN: JJ
TALLAHASSEE, FL

SUBJECT: SIR MICHAEL'S PLACE HOMEOWNERS ASSOCIATION, INC.
Ref. Number: N95000005152

We have received your document for SIR MICHAEL'S PLACE HOMEOWNERS ASSOCIATION, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 1998 annual report/uniform business report. The entity must be reinstated before this document can be filed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 000A00052592

RESUBMIT
Please give original
filing date as file date.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SIR MICHAEL'S PLACE HOMEOWNERS ASSOCIATION,
(A NON-PROFIT FLORIDA CORPORATION)

FILED
00 OCT 18 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED CORPORATION, a Florida corporation (the "Corporation") receiving its charter on November 1, 1995, in accordance with a resolution made and adopted by the Board of Directors of the Corporation on the 28th day of September, 2000, and pursuant to Section 617.1006 et seq., Florida Statutes, do hereby adopt the following resolution unanimously by all Members entitled to vote, and cause to be made these Amended and Restated Articles of Incorporation, modifying and amending, effective as of September 28, 2000, the Articles of Incorporation for the Corporation, changing the Articles to the following:

ARTICLE I

The name of this corporation is SIR MICHAEL'S PLACE HOMEOWNERS ASSOCIATION, INC. and the address of the principal office and the registered agent is the same, 26941 Leport Street, Bonita Springs, Florida 34135.

ARTICLE II

The specific primary purposes for which this corporation is organized are to provide for maintenance, preservation and architectural control of the residential units and common areas within a certain tract of real property described on the Exhibit A to the Declaration, and to promote the health, safety and welfare of the residents within the above-described development and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

In furtherance of such purposes, the corporation shall have the power to:

a) Perform all of the duties and obligations of the Association as set forth in a certain Declaration of Covenants, Conditions and Restrictions (the Declaration) applicable to the development and to be recorded in the Public Records of Lee County, Florida, and to take all other lawful actions necessary to effect the purposes for which the Association is organized.

b) Own, lease, maintain, repair, replace, or operate the Common Areas, including without limitation, the roads, driveways, and parking areas, entrances

and perimeter walls, and other recreational facilities, street lighting and surface water management systems as permitted by the South Florida Water Management District.

c) Affix, levy, collect and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied on or imposed against the property of the Association.

d) Enforce any and all covenants, conditions restrictions and agreements application to the residential community known as Sir Michael's Place.

e) Pay taxes, if any, on the Common Area;

f) Acquire (by gift, purchase or otherwise), own, hold and improve, building upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use or otherwise dispose of real and personal property in connection with the affairs of the Association.

g) Borrow money and, subject to the consent by vote or written instrument of two-thirds (2/3) of each class of members, 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.

h) 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 or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members agreeing to such dedication, sale or transfer, however, this provision does not pertain to the period during Developer control.

i) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property or common elements, provided that any merger or consolidation shall have the assent by vote or written instrument of two-thirds (2/3) of each voting class of members.

j) Contract, sue or be sued with respect to the exercise or non-exercise of its powers and duties to include without limitation, the maintenance, management, and operation of the association property.

k) Contract with others to provide services for the management and maintenance of the Common Areas.

l) Adopt, alter, amend, enforce, and rescind reasonable rules and regulations governing the use of the Common Areas and the operation of the Association, which rules and regulations shall be consistent with the rights and duties established by the Declaration.

m) To purchase insurance upon the Common Areas for the protection of the Association and its members, as well as to reconstruct improvements after casualty and to make further improvements to the Common Areas.

n) Have and exercise any and all powers, rights and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE III

Every person or entity who is a record owner of a fee or undivided fee interest in any unit which is subject by covenants of record to assessment by the Association, including contract sellers, but excluding persons or entities holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a unit which is subject to assessment by the Association.

ARTICLE IV

The period of duration of the Association shall be perpetual.

ARTICLE V

The names and residences of the subscribers to these Articles of Incorporation are as follows:

Name

Address

Donald E. Gray

26941 Leport Street
Bonita Springs, Florida 34135

Michael Malagiero

26941 Leport Street
Bonita Springs, Florida 34135

C. L. Hall

26941 Leport Street
Bonita Springs, Florida 34135

ARTICLE VI

The affairs of the corporation shall be managed by a Board of Directors who shall be elected in the manner as set forth in the ByLaws, a President and Vice President, who shall at all times be members of the Board of Directors, and a Secretary and Treasurer. Such officers shall be elected at the first meeting of the Board of Directors following each annual meeting of the members.

ARTICLE VII

The names of the officers who are to serve until the next election are:

Name

Office

Donald E. Gray

President

Michael Malagiero

Vice President

Donald E. Gray

Secretary/Treasurer

ARTICLE VIII

The number of persons constituting the first Board of Directors of the Association shall be three (3) and thereafter the membership shall consist of not more than five (5), and

the names and addresses of the persons who shall serve as Directors until the next election are:

<u>Name</u>	<u>Address</u>
Donald E. Gray	26941 Leport Street Bonita Springs, Florida 34135
Michael Malagiero	26941 Leport Street Bonita Springs, Florida 34135
C. L. Hall	26941 Leport Street Bonita Springs, Florida 34135

ARTICLE IX

The ByLaws of the Association may be made, altered or rescinded at any annual meeting of the Association or at any special meeting duly called for such purpose, on the affirmative vote of two-thirds (2/3rds) of the voting interests present in person or by proxy at such meeting, except that the initial ByLaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE X

Amendments to these Articles of Incorporation may be proposed by any Director of the Association. These Articles may be amended at any annual meeting of the Association or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3rds) majority vote of the Board of Directors.

ARTICLE XI

The Association shall have two (2) classes of voting members as follows:

Class A. Class A members shall be all owners with the exception of Declarant, as such term is defined in the Declaration, and shall be entitled to one vote for each unit owned. When more than one (1) person holds an interest in any unit, all such

persons shall be members. The vote of such unit shall be exercised as such members may determine among themselves, but in no event shall more than one (1) vote be cast with respect to any unit owned by Class A members.

Class B. Class B member shall be the Declarant, as such term is defined in the Declaration, who shall be entitled to nine (9) votes for each unit owned. The Class B membership shall cease and be converted to Class A membership when Declarant does not hold any Lots or Living Units or sale in the ordinary course of business.

ARTICLE XII

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3rds) of the members. On dissolution, the assets of the Association shall be distributed to an appropriate non-profit organization or public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization organized and operated for such similar purposes. Specifically with regard to property consisting of the Storm Water Management System, such will be conveyed and/or dedicated to a non-profit organization similar to the Association in order to ensure continued maintenance of said property.

ARTICLE XIII

The initial registered agent of the corporation shall be DONALD E. GRAY, and the registered address of the corporation shall be 26941 Leport Street, Bonita Springs, Florida 34135.

Having been named to accept service of process for the above-stated corporation at the place designated in these Articles, I hereby accept to act in this capacity, and I further agree to comply with the provision of said Act relative to keeping open said office.


DONALD E. GRAY, REGISTERED AGENT

ARTICLE XIV

The effective date of this corporation shall be upon filing with the Office of the Secretary of State of the State of Florida.

ARTICLE XV

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- a) Willful misconduct or a conscious disregard for the best interest of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- b) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- c) A transaction from which the Director or officer derived an improper personal benefit.
- d) Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

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. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 20th day of September, 2000.

Witnesses:

Janice E. Banyasz
JANICE E. BANYASZ as to DONALD E. GRAY
(Type or print name) and C. L. HALL

C. Campbell
C. CAMPBELL as to DONALD E. GRAY and
(Type or print name) C. L. HALL

GAIL BRANDARIZ
(Type or print name)

N. Castro
(Type or print name)

STATE OF FLORIDA
COUNTY OF LEE

Donald E. Gray
Donald E. Gray, Director

C. L. Hall
C. L. HALL, Director

MICHAEL MALAGIERO
MICHAEL MALAGIERO, Director

The foregoing instrument was acknowledged before me this 20th day of September 2000, by Donald E. Gray and C. L. Hall, subscribers to these Articles of Incorporation, on behalf of the corporation. They are personally known to me and did take an oath.

Janice E. Banyasz
Notary Public
Name: _____
Certificate No. or
Serial No. _____

(SEAL)

My Commission Expires:

 Janice E. Banyasz
Commission # CC 751167
Expires June 14, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

STATE OF NEW YORK
COUNTY OF Westchester

The foregoing instrument was acknowledged before me on this 28th day of September, 2000, by MICHAEL MALAGIERO, who is known to me or who has produced A DRIVERS License as identification and did not take an oath.

My commission expires: 11/30/2000

Joseph W. Giardino
NOTARY PUBLIC

Print or Type Name:

JOSEPH W. GIARDINO
NOTARY PUBLIC, State of New York
No. 4815789
Qualified in Westchester County
Commission Expires November 30, 2000