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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**BECKER &
POLIAKOFF**

Sarah E. Spector, Esquire
Phone: (239) 433-7707 Fax: (239) 433-5933
sspector@bplegal.com

May 28, 2014

Six Mile Corporate Park
12140 Carissa Commerce Court, Suite 200
Fort Myers, Florida 33966

4001 Tamiami Trail North, Suite 410
Naples, Florida 34103

VIA FIRST CLASS MAIL

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

Re: Carlton Lakes Master Association, Inc.


To Whom It May Concern:

Enclosed please find Articles of Second Amended and Restated Articles of Incorporation for the above-referenced Corporation, along with check number 002343 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,


Sarah E. Spector
For the Firm

SES/jem
Enclosure (as stated)

ACTIVE: 5800936_1

FILED
14 JUN -2 PM 1:16
TALLAHASSEE, FLORIDA

ARTICLES OF SECOND 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 Carlton Lakes Master Association, Inc.

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

THIRD: The attached Second Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 15th day of May, 2014.

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

WITNESSES:
(TWO)

CARLTON LAKES MASTER
ASSOCIATION, INC.

Robert C. Pfeffer
Signature
ROBERT C. PEFER
Printed Name

BY: William Greenberg
William Greenberg, President
Date: 5/22/14

Nancy Weidner
Signature
Nancy Weidner
Printed Name

(CORPORATE SEAL)

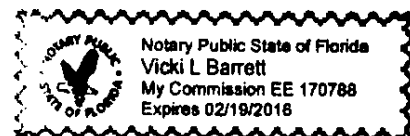
STATE OF Florida
COUNTY OF Collier) SS:

The foregoing instrument was acknowledged before me this 22 day of MAY, 2014 by William Greenberg as President of Carlton Lakes Master Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) _____ as identification.

Vicki L. Barrett
Notary Public
Vicki L. Barrett
Printed Name

My commission expires: 2/19/2016

ACTIVE: 5766505_1



**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CARLTON LAKES MASTER ASSOCIATION, INC.**

FILED
14 JUN -2 PM 1:16
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Carlton Lakes Master Association, Inc., a Florida corporation not for profit, which were originally incorporated under the same name on January 29, 1996, and were amended and restated on December 12, 1996, are hereby amended and restated again in their entirety. Amendments included have been added pursuant to Chapter 617, Florida Statutes (2013).

For historical reference, the street address of the initial principal office and the initial mailing address was 2405 Piper Boulevard, Naples, Florida 33942. The street address of the initial registered office was 3033 Riviera Drive, Suite 201, Naples, Florida 33940, and the name of the initial registered agent was Budd, Thompson & Zuccaro. The current registered agent is Ralph L. Weidner and the street address of the current registered office is Gulf Breeze Management Services of SW Florida, LLC, 8910 Terrene Court, Suite 200, Bonita Springs, Florida 34135. The Board of Directors may, from time to time, change the designation of the principal office, the mailing address of the corporation, the registered office and the registered agent, in the manner provided by law.

All terms defined in the Declaration of Covenants, Conditions and Restrictions for Carlton Lakes (the "Master Declaration") to which these Second Amended and Restated Articles of Incorporation of Carlton Lakes Master Association, Inc. are attached as an exhibit, shall be used with the same meanings as defined therein.

The Second Amended and Restated Articles of Incorporation of Carlton Lakes Master Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation is Carlton Lakes Master Association, Inc. (the "Master Association").

ARTICLE II

PRINCIPAL OFFICE: The principal office of the corporation shall be located at Gulf Breeze Management Services of S.W. Florida, LLC, 8910 Terrene Court, Suite 200, Bonita Springs, Florida 34135, and subsequently at such other location in Lee or Collier County, Florida, as shall be determined by the Board of Directors.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Master Association is organized is to provide an entity for the operation of Carlton Lakes, a residential development, located in Collier County, Florida.

Exhibit "2"

The Master Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit, and no portion of any earnings of the Master Association shall be distributed or inure to the private benefit of any Member, Director or Officer of the Master Association. For the accomplishment of its purposes, the Master Association shall have all of the common law and statutory powers and duties of a Florida corporation not for profit, except as limited or modified by these Articles, the Declaration of Covenants, Conditions and Restrictions for Carlton Lakes (the "Master Declaration"), the Bylaws of this Master Association, or Section 720, Florida Statutes (2013), all as amended from time to time and subject to the provisions of Article 3.1 of the Master Declaration; and it shall have all other powers and duties reasonably necessary to operate Carlton Lakes, and effectuate the purposes for which the Master Association is organized pursuant to the Declaration of Covenants as it may hereafter be amended, including without limitation the following:

- (A) To levy and collect Assessments and Charges against the Members of the Master Association to defray the costs, expenses and losses of the Master Association, and to use the proceeds of Assessments in the exercise of its powers and duties.
- (B) To own, lease, maintain, repair, replace or operate the Common Areas.
- (C) To purchase insurance for the protection of the Master Association and its Members.
- (D) To reconstruct improvements after casualty and to make further improvements of the Community.
- (E) To make, establish, amend and enforce reasonable Rules and Regulations governing the use of all property within the Community (including Parcels, Neighborhood Common Areas, and Master Common Areas), the conduct thereon, and the operation of the Master Association.
- (F) To contract, and to sue and be sued; and to enforce the covenants and restrictions in the Governing Documents.
- (G) To employ accountants, attorneys, architects, or other professional personnel, and to contract for services necessary to perform the services required for proper operation and maintenance of the properties.
- (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 lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has this power regardless of whether the lands or facilities are contiguous to the lands of Carlton Lakes, or if they are intended to provide enjoyment, recreation, or other use or benefit to the Members.
- (I) To borrow or raise money for any purposes of the Master Association; 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 Master Association, subject to any limitations in the Master Declaration.

(J) To be responsible in perpetuity for maintenance of the conservation areas (i.e., all preserved, restored, or created wetlands areas and uplands buffer zones); and to take action against Parcel Owners or Neighborhood Associations, if necessary, to enforce the conditions of the conservation easements and the permit issued by South Florida Water Management District for the Community.

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

All funds and the title to all property acquired by the Master Association shall be held for the benefit of the Members in accordance with the provisions of the Declaration of Covenants, these Articles of Incorporation and the Bylaws.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: The Owners of each residential Parcel and Living Units in Carlton Lakes shall constitute a class of voting members. The Owner or Owners of each Commercial Tract shall constitute a separate class of voting member. Membership and voting rights shall be as set forth in Articles 4 and 11 of the Master Declaration, to which these Articles are an exhibit, and in the Bylaws.

ARTICLE V

TERM: The term of the Master Association shall be perpetual. If the Master Association is dissolved, the property consisting of the Surface Water Management System shall be conveyed to an appropriate agency of local government. If it is not accepted, those properties must be dedicated or conveyed to a similar non-profit corporation to assure continued maintenance in perpetuity.

ARTICLE VI

BYLAWS: The Bylaws of the Master Association 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) **Proposal.** Amendments to these Articles may be proposed by a majority of the Directors or by written petition of at least ten percent (10%) of the Voting Interests. An

Exhibit "2"

Second Amended and Restated Articles of Incorporation

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amendment so proposed shall be submitted to a vote of the Members not later than the next annual meeting for which proper notice can be given.

(B) Vote Required. Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the Voting Interests present, in person or by proxy, and voting at any annual or special meeting, provided that notice of any proposed amendment has been given to the Members, and that the notice contains the full text of the proposed amendment or a summary of the changes.

(C) Effective Date. An adopted amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of the County, with the same formalities as required in the Bylaws for recording an amendment to the Bylaws.

ARTICLE VIII

DIRECTORS AND OFFICERS:

(A) The affairs of the Master Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

(B) Directors of the Master Association are elected by the Members in the manner described in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

(C) The business of the Master Association shall be conducted by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors at the Board's first meeting following the annual meeting of the Members of the Master Association, and shall serve at the pleasure of the Board.

ARTICLE IX

INDEMNIFICATION:

To the fullest extent permitted by Florida law, the Master Association must indemnify and hold harmless every Director and every Officer of the Master 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 is or may become a party by reason of being or having been a Director or Officer of the Master 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 interests of the Master Association, in a proceeding by or in the right of the Master 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.

In the event of an out-of-court settlement of litigation, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the settlement and indemnification as being in the best interest of the Master 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.

ACTIVE: 4158461_11