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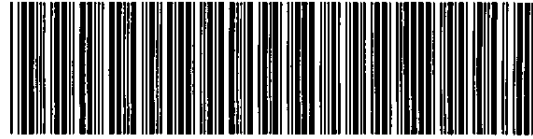
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[Handwritten signature]



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REPLY TO:

Fort Myers Office

November 9, 2012

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

**Re: *Amended and Restated Articles of Incorporation of Village on Crystal Lake
at Breckenridge Homeowners Association, Inc.***

To Whom It Concerns:

Enclosed are an original and one copy of the Amended and Restated Articles of Incorporation of Village on Crystal Lake at Breckenridge Homeowners Association, Inc., along with a check for \$43.75 to cover the filing fee, and fee to obtain a certified copy. Please return the certified copy to our office in the envelope provided.

If you have any questions or need additional information, please do not hesitate to contact me.

Very truly,

CONDO & HOA LAW GROUP, PLLC

Richard D. DeBoest, II, Esq.
For the Firm

RDDII:kg
Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VILLAGE ON CRYSTAL LAKE AT BRECKENRIDGE HOMEOWNERS
ASSOCIATION, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida not for profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

Amended and Restated Articles of Incorporation.
See attached Exhibit "A" for full text.

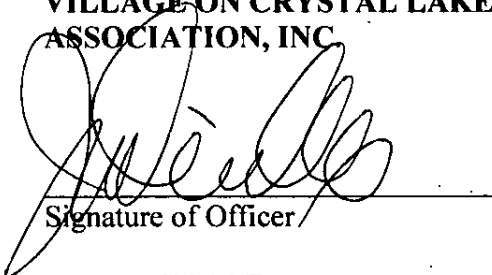
SECOND: The date of adoption of the amendments was November 5, 2010.

THIRD: Adoption of Amendment (Check one):

☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the Board of Directors.

**VILLAGE ON CRYSTAL LAKE AT BRECKENRIDGE HOMEOWNERS
ASSOCIATION, INC**



Signature of Officer

JOHN NEVILLE
Print Name of Officer

President
Title of Officer

November 8, 2012
Date

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TALLAHASSEE, FLORIDA

EXHIBIT "A"

**NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES.
FOR PRESENT TEXT SEE ORIGINAL ARTICLES**

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**VILLAGE ON CRYSTAL LAKE
AT BRECKENRIDGE HOMEOWNERS' ASSOCIATION, INC.,
(A FLORIDA NOT-FOR-PROFIT CORPORATION)**

The undersigned, acting as incorporator of this Not-For-Profit Corporation under Chapter 617 of the Florida Statutes, does hereby adopt the following revised Articles of Incorporation for such corporation:

Article 1: Name: The name of the corporation shall be VILLAGE ON CRYSTAL LAKE AT BRECKENRIDGE HOMEOWNERS' ASSOCIATION, INC. For convenience, the corporation may be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the Bylaws of this Association as the "Bylaws".

Article 2: Principle Office: The street address of the initial principal office of this corporation shall be 19850 Breckenridge Drive, Estero, FL 33928.

Article 3.: Purpose: The purpose for which this Association is organized is to provide for the maintenance, preservation, architectural control, of the lots and Common Area, now and hereinafter included within that certain tract of real property located in Lee County, Florida, and known as the VILLAGE AT CRYSTAL LAKE AT BRECKENRIDGE; to promote the health, safety, and welfare of the lot Owners (the "Owners") within the above described development; and to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Restrictive Covenants, Conditions, Restrictions, and Easements for Village on Crystal Lake At Breckenridge (the "Declaration"), to be recorded in the Public Records of Lee County, Florida, including the establishment and enforcement of payment of assessments contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Owners and their lots. All terms used herein which are defined in the Declaration shall have the same meaning herein.

Article IV: Powers: The Association shall have all powers provided in the Declaration, as may be amended from time to time, as well as all powers permitted under Florida law for corporations; not-for-profit, including, but not limited to, the following:

- a. to exercise all of the powers and privileges, and to perform all of the duties and obligations, of the Association as set forth in that certain Declaration, applicable to the property and recorded in the Public Records of Lee County, Florida, as the same may be amended from time to time, said Declaration being incorporated herein as if set forth in full;
- b. To fix and make assessments against each lot included in the development and collect the assessments against the lots, together with the cost of collection,

including a reasonable attorneys fee and interest thereon from the date due at the maximum rate then allowed by law, from the owner or owners thereof by any lawful means, including the foreclosure of the lien which the Association has against the lot for the payment of assessments;

- c. To 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. To acquire (by gift, purchase, or otherwise), own, hold, and improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real and personal property in connection with the affairs of the Association;
- e. 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;
- f. To operate and maintain common property, specifically including, but not limited to, the surface water management system as permitted by the South Florida Water Management District, including all lakes, retention areas, landscaping, buffer, conservation easements and areas, conveyances, culverts, and all related appurtenances;
- g. To make, amend, impose and enforce by any lawful means, reasonable rules and regulations with respect to the use of the common areas and Association property;
- h. To sue and be sued;
- i. To contract with others to do and perform any of the functions and obligations of the Association;
- j. To borrow money from such lenders and upon such terms as the Association may deem appropriate and hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred, including the right of the Association to make and collect assessments, as security for the repayment thereof;
- k. To use and expend the proceeds of assessments and borrowings to pay the debts and obligations of the Association and otherwise in a manner consistent with the purposes for which this Association is formed;
- l. To review the plans and specifications of proposed improvements intended to be constructed on any lot to determine whether they comply with the terms and provisions of the Declaration which have been or will hereafter be recorded among the Public Records of said County as same from time to time be amended, and, if they comply, approve them, and if they do not comply, disapprove them;
- m. To maintain, repair, replace, and operate the areas within the development intended for the common use and benefit of the owners, to the extent not maintained by others, including, but without limitation, the lakes, ditches, canals and other water retention and drainage systems, preservation and conservation areas, the streets, curbs, gutters, medians, entryways, common sewers, and storm sewers and the other common utilities, including common telephone, cable television, and electric transmission cables;
- n. To purchase and maintain one or more insurance policies insuring Association

property against loss, damage or destruction and insuring the Association liability to others;

- o. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional residential property or common elements;
- p. To do and perform anything required by these Articles, the Bylaws, or the Declaration to be done by an owner, but not done timely by the owner, at the cost and expense of the owner;
- q. To do and perform any obligations imposed upon the Association by the Declaration and to enforce by any legal means the provisions of these Articles, Bylaws, and the Declaration. To have and exercise any and all power, rights, and privileges that a not-for-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 shall be financed by Assessments against members as provided in the Declaration, and no part of any net earnings of the Association's will endure to the benefits of any member. The foregoing specific duties and responsibilities are not to be construed in any way as limiting the powers of the Association. Rather, the Association will have and exercise all of the powers conferred upon Association so farmed.

Article V: Membership: Association membership shall be comprised of all lot Owners within the residential development. Qualifications for membership and the manner of admission shall be as provided by the Declaration and Bylaws of this Association.

Article VI: Voting: The Members shall have the right to vote on Association matters as provided in the Bylaws.

Article VII: Term of Existence: This corporation shall have perpetual existence.

Article VIII: Board of Directors:

- a. The minimum of Directors constituting the Board of Directors of the Association is three (3).
- b. The Board of Directors shall be the persons who will manage the corporate affairs of the Association and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Association and will have the authority to control the affairs of the Association as more fully set forth in the Declaration and Bylaws of the Association.
- c. The method of election appointment and term of office, removal, and filling of vacancy shall be as set forth in the Bylaws of the Association.

Article IX: Bylaws and Amendment to Articles:

- a. The Bylaws of the Association may be adopted, amended, altered, or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Declaration.
- b. Amendments to these Articles of Incorporation shall require the

affirmative vote of sixty-seven (67%) percent of those Members entitled to vote in the Association in favor of such amendment.

Article X: Indemnification: Each Director of the Association now, or hereafter serving as such, shall be indemnified by the Association against any and all claims and liabilities to which such Director or Officer has or shall become subject to by reason of serving or having served as such Director or Officer, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as such Director or Officer; and the Association shall reimburse each such person for all legal expenses reasonably incurred by such Director or Officer in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of such Director's willful misconduct or gross negligence. The right of indemnification hereinabove provided shall not be exclusive of any rights to which any Director of the Association may otherwise be entitled by law, and the Association shall indemnify each such Director to the full extent permitted by law.

Article XI: Construction: These Articles of Incorporation and the Bylaws of the Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation, or the Bylaws, the following order of priority shall apply: The Declaration, the Articles of Incorporation, and the Bylaws.

Article XII: Officers: The affairs of the Association shall be managed by a President, a Vice President, a Secretary, and a Treasurer, and, if elected by the Board of Directors, any such other officers, as may be designated by the Board of Directors. The Board of Directors at each annual meeting shall elect, to serve for a term of one year, a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may, from time to time, determine appropriate.

Article XIII: Dissolution of Association: No portion of the net earnings of the Association will inure, upon dissolution of the Association or otherwise, to the benefit of any private person, other than as a direct result of the Association engaging in one or more of the activities which are consistent with and within the scope of its purpose. Subject to the foregoing, upon the dissolution of the Association, all of its assets remaining after adequate provision is made for the payment of its creditors and the cost and expenses of dissolution, would be distributed in the following manner:

- a. The property and interests in property, whether real, personal, or mixed, which constitute or directly or indirectly related to the surface water management system, if any, will be dedicated to the appropriate governmental agency or contributed to a similar not-for-profit corporation or organization as required by the South Florida Water Management District, if any. This provision may not be amended without the consent and approval of the South Florida Water Management District.
- b. Property, and interests in property, whether real, personal, or mixed, which do not constitute or which are neither directly or indirectly related to the Surface Water Management System, if any, will be distributed to the person, firm, or corporation, designated by the largest number of owners entitled to cast votes on matters coming before the membership who actually cast votes.