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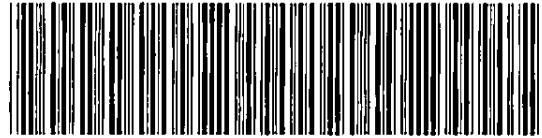
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FILED
2024 APR 15 PM 12:47
U.S. DISTRICT COURT
N.D. OF CALIF.

COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Edgewater at Carlton Lakes Condominium Association, Inc.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Christopher Miller, Esq.

Name (Printed or typed)

999 Vanderbilt Beach Road

Address

Naples, FL 34108

City, State & Zip

(239) 373-8026

Daytime Telephone number

cimiller@varnumlaw.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EDGEWATER AT CARLTON LAKES CONDOMINIUM ASSOCIATION, INC.
(F/K/A EDGEWATER AT CARLTON LAKES COMMONS 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: Second Amended and Rested Articles adopted:

See attached Exhibit "A" for full text.


SECOND: The date of adoption of the second amended and restated Articles was February 28, 2024.

THIRD: Adoption of amended and restated Articles (Check one):

 X The amended and restated Articles 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.

EDGEWATER AT CARLTON LAKES
CONDOMINIUM ASSOCIATION, INC.


Signature of Officer

Stephanie Isban
Print Name of Officer

President
Title of Officer

4.1.24
Date

Exhibit "A"

FILED
2024 APR 15 PM 12:47

NOTE: SUBSTANTIAL REWORDING OF ENTIRE ARTICLES OF INCORPORATION. FOR
PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION.

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
EDGEWATER AT CARLTON LAKES CONDOMINIUM ASSOCIATION, INC.
(F/K/A EDGEWATER AT CARLTON LAKES COMMONS ASSOCIATION, INC.)**

Pursuant to Section 617.1007, Florida Statutes, these Articles of Incorporation of Edgewater at Carlton Lakes Commons Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on December 11, 1996, amended on February 3, 1997, and completely restated in its entirety as Edgewater at Carlton Lakes Condominium Association, Inc., a Florida corporation not for profit recorded on October 29, 2001, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1002, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Second Amended and Restated Articles other than the inclusion of amendments, adopted pursuant to Section 617.1002, Florida Statutes, and the omission of matters of historical interest. The Second Amended and Restated Articles of Incorporation of Edgewater at Carlton Lakes Condominium Association, Inc., shall henceforth be as follows.

ARTICLE I

NAME: The name of the corporation is Edgewater at Carlton Lakes Condominium Association, Inc., sometimes hereinafter referred to as the "Association".

ARTICLE II

DEFINITIONS: Unless the context expressly requires otherwise, the terms used herein shall have the meanings set forth in the Amended, Restated, and Combined Declaration of Condominium for Edgewood I at Carlton Lakes Condominium, Edgewood II at Carlton Lakes Condominium, and Edgewood at Carlton Lakes Commons (the "Declaration of Condominium").

ARTICLE III

PRINCIPAL OFFICE: The principal office of the corporation shall be as listed with the Florida Department of State, Division of Corporations.

ARTICLE IV

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of condominiums located in Collier County, Florida known as Edgewood I at Carlton Lakes Condominium, Edgewood II at Carlton Lakes Condominium, and Edgewood at Carlton Lakes Commons.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earning of the Association shall be distributed or inure to the private benefit of any member, Director, or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws.

of the State of Florida and of a condominium association under the Florida Condominium Act, except as expressly limited or modified by these Articles, the Declaration of Condominium, and the Bylaws; and it shall have all of the powers and duties reasonably necessary to operate the multicondominium pursuant to the Condominium Documents as they may hereafter be amended, including, but not limited to, the power to:

(A) To make and collect Assessments against Members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties

(B) To buy, own, operate, lease, sell, trade, and mortgage both real and personal property.

(C) To protect, maintain, repair, replace and operate the Condominium Property and Association Property.

(D) To purchase insurance for the protection of the Association and its Members.

(E) To repair and reconstruct improvements after casualty, and to make further improvements of the Condominium Property

(F) To make, amend and enforce reasonable Rules and Regulations governing the operation of the Association and the use, maintenance, occupancy, alteration, transfer, and appearance of Units, Common Elements, and Limited Common Elements, subject to any limits set forth in the Declaration of Condominium.

(G) To approve or disapprove the transfer, leasing, and occupancy of Units, as may be authorized under the Declaration of Condominium

(H) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws, and any Rules and Regulations of the Association.

(I) To contract for the management and maintenance of the Condominiums and the Condominium Property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association

(J) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominiums

(K) To borrow money as necessary to perform its other functions hereunder.

(L) To grant, modify or move any easement in the manner provided in the Declaration of Condominium.

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

ARTICLE V

MEMBERSHIP:

(A) The Members of the Association shall be the record Owners of a fee simple interest in one or more Units in the Condominiums, as further provided in the Bylaws.

(B) The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his or her Unit.

(C) The Owners of each Unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE VI

TERM: The term of the Association shall be perpetual.

ARTICLE VII

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

ARTICLE VIII

DIRECTORS AND OFFICERS:

(A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws but shall not be less than three (3) Directors. Directors are required to be Members of the Association, except that if a Unit is owned by an entity, such entity may only appoint a partner, shareholder, member, manager, director, or officer of such entity on its behalf to be eligible to serve on the Board.

(B) Directors of the Association shall be elected by 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.

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

ARTICLE IX

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 Board of Directors or upon a petition of twenty-five percent (25%) of the Voting Interests.

(B) Procedure. Upon any amendment to these Articles being proposed by said Board or Unit

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

(C) Vote Required. Except as otherwise provided by Florida law, a proposed amendment shall be adopted if it is approved by at least a majority of the Voting Interests who are present and voting, in person or by proxy, at any annual or special meeting called for the purpose. Amendments may also be approved by written consent of a majority of the total Voting Interests. The Board of Directors may amend these Articles to correct scrivener's errors or omissions and amend and restate the Articles in order to consolidate into one document amendments previously adopted by the Members or the Board. Amendments adopted by the Board shall occur at a duly noticed Board meeting (with adoption of the amendments set forth on the agenda).

(D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a Certificate of Amendment in the Public Records of Collier County, Florida, with the formalities required by the Condominium Act.

ARTICLE X

INDEMNIFICATION:

(A) 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 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 (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 or her 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 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 Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her 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.

(B) 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 (A) above, 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 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 X.

(D) Miscellaneous. The indemnification provided by this Article X 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.

(E) 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 or her status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article

(F) Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article X may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.