

N97000005118



Steven P. Kushner, P.A.  
Real Property, Corporate and Development Law

December 15, 1997

Federal Express

FILED  
97 DEC 16 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Secretary of State  
Division of Corporations  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, FL 32301

000002373610--1  
-12/16/97--01074--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Filing Amended and Restated Articles of Incorporation  
Coral Woods Homeowners Association, Inc.

Gentlemen:

Enclosed herewith please find two originally executed Amended and Restated Articles of Incorporation for *Coral Woods Homeowners Association, Inc.*, together with my check in the amount of \$35.00, representing the filing fee. If you have any questions or require additional information, please feel free to call me.

Very truly yours,

Steven P. Kushner  
Attorney at Law

SPK/cal

Enclosures

VS DEC 22 1997

*Amended & Restated Art.*

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CORAL WOODS HOMEOWNERS ASSOCIATION, INC.  
(A NON-PROFIT FLORIDA CORPORATION)

FILED  
97 DEC 16 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED CORPORATION, a Florida corporation (the "Association") receiving its charter on September 10, 1997, in accordance with a resolution made and adopted by the Board of Directors of the Association on the 15th day of December, 1997, and pursuant to Section <sup>617</sup>~~607.181~~ et seq., Florida Statutes, does and unanimously by all Members entitled to vote, does cause to be made these Amended and Restated Articles of Incorporation, modifying and amending, effective as of December 15, 1997, the Articles of Incorporation for the Association, changing the Articles to the following:

ARTICLE I

The name of this corporation is CORAL WOODS HOMEOWNERS ASSOCIATION, INC. and the address of the principal office and the registered agent is the same, 24344 Golden Eagle Lane, 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 of Covenants, Conditions and Restrictions for Coral Woods Subdivision (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 the Declaration 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) 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.

c) Enforce any and all covenants, conditions restrictions and agreements application to the residential community known as Coral Woods Subdivision.

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

e) 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.

f) 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.

g) 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.

h) 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.

i) 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.

j) Take all actions necessary for maintenance and operation of the stormwater management system, and contract with others to provide services for the management and maintenance of the Common Areas, including but not limited to the stormwater management system, all lakes, retention areas, culverts, basins, and related appurtenances.

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

1) 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 name and residence of the sole subscriber to these Articles of Incorporation is as follows:

Name

Address

Roy W. Evans

24344 Golden Eagle Lane  
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, who shall at all times be a member 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 first election are:

<u>Name</u>	<u>Office</u>
Roy W Evans	President, Secretary, and 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 first election are:

<u>Name</u>	<u>Address</u>
Roy W. Evans	24344 Golden Eagle Lane Bonita Springs, FL 34135
Betty L. Evans	24344 Golden Eagle Lane Bonita Springs, FL 34135
Caren Dinot	24344 Golden Eagle Lane Bonita Springs, FL 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 (2/3) of each class of members existing at the time of and 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 member 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 a majority of each class of voting members existing at the time of such meeting, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while a Class B membership exists.

## 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

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 ROY W. EVANS, and the initial registered address of the corporation shall be 24344 Golden Eagle Lane, 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.

  
\_\_\_\_\_  
ROY W. EVANS, 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

Each Director and Officer of this Association shall be indemnified by the Association against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his having been a Director or Officer of this Association, such expense to include the cost of reasonable settlements (other than amounts paid to the Association itself).

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of December, 1997.

Witnesses:

Carol Landes  
Carol Landes  
(Type or print name)

Roy W. Evans  
Roy W. Evans

Steven P. Kushner  
Steven P. Kushner  
(Type or print name)

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 15th day of December, 1997, by Roy W. Evans, subscriber to these Articles of Incorporation, on behalf of the corporation. He is personally known to me and did not take an oath.



CAROL A LANDES  
My Commission CC508051  
Expires Nov. 08, 1999

Carol A. Landes  
Notary Public  
Name: Carol A. Landes  
Certificate No. or  
Serial No. CC 508051  
(SEAL)

My Commission Expires: