



N97000005175

ACCOUNT NO. : 072100000032

REFERENCE : 823145 81805A

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 35.00

ORDER DATE : September 7, 2000

ORDER TIME : 3:21 PM

ORDER NO. : 823145-005

CUSTOMER NO: 81805A

800003386128--9

CUSTOMER: Ms. Deborah K. Lewis
Thomas G. Eckerty, Esq
Suite 89
12734 Kenwood Lane
Ft. Myers, FL 33907

DOMESTIC AMENDMENT FILING

NAME: NEW UNIVERSITY PYRAMID
VILLAGE HOMEOWNERS
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

G. COULLETTE SEP 14 2000

FILED
00 SEP -7 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 SEP -7 PM 4:40
DIVISION OF CORPORATION

File 2nd



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

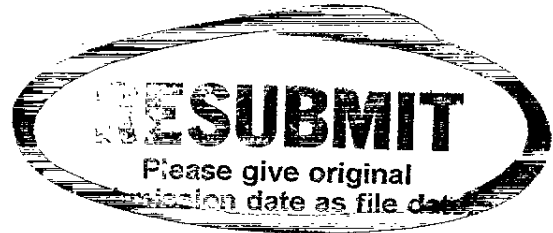
September 11, 2000

CSC

TALLAHASSEE, FL

SUBJECT: NEW UNIVERSITY PYRAMID VILLAGE CONDOMINIUM
ASSOCIATION, INC.

Ref. Number: N97000005175



We have received your document for NEW UNIVERSITY PYRAMID VILLAGE CONDOMINIUM ASSOCIATION, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

We must have a statement regarding the presence of members or no members to vote on this proposed amendment before it may 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: 500A00047864

RECEIVED
00 SEP 13 PM 1:42
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 13, 2000

CSC

TALLAHASSEE, FL

SUBJECT: NEW UNIVERSITY PYRAMID VILLAGE CONDOMINIUM
ASSOCIATION, INC.

Ref. Number: N97000005175

RESUBMIT

Please give original
submission date as file date.

9/7/2000

We have received your document for NEW UNIVERSITY PYRAMID VILLAGE CONDOMINIUM ASSOCIATION, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Upon examination the first time this document was submitted I failed to notice that you have only two directors listed in your Article V. As a not for profit corporation, you must have at least three directors. Please make your corrections and return for filing. I apologize for any inconvenience on your getting this back again.

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: 200A00048454

RECEIVED
00 SEP 13 PM 4:44
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**RESTATED
ARTICLES OF INCORPORATION
for**

NEW UNIVERSITY PYRAMID VILLAGE CONDOMINIUM ASSOCIATION, INC.

FILED
00 SEP -7 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of 617.1007 Florida Statutes, the Directors have met and approved these restated Articles of Incorporation, at a meeting of said Directors held on August 7th, 2000. These restated Articles of Incorporation restate the original Articles filed on the 9th day of September, 1997, under the name of New University Pyramid Village Homeowners Association, Inc., and issued number N97000005175. All amendments to the original Articles of Incorporation have been restated herein, including the change of the original name to NEW UNIVERSITY PYRAMID VILLAGE CONDOMINIUM ASSOCIATION, INC., and any language deleted from the original Articles by such amendments have been omitted. There are no members of this corporation.

ARTICLE I - NAME

1. The name of the Corporation shall be: NEW UNIVERSITY PYRAMID VILLAGE CONDOMINIUM ASSOCIATION, INC., whose address is c/o 12734 Kenwood Lane, Suite 89, Fort Myers, Florida 33907. For convenience, the Corporation shall be referred to in this instrument as the "Association".

ARTICLE II - PURPOSES

2. The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of NEW UNIVERSITY PYRAMID VILLAGE, a condominium, located in Lee County, Florida. The Association is organized and shall exist upon a non-stock basis, as a corporation not-for-profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association.

ARTICLE III - MEMBERSHIP

3.1 The members of the Association shall consist of all record owners of a fee simple interest in one or more units in the condominium, as further provided in the Bylaws.

3.2 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 unit.

3.3 The owners of each unit, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration of Condominium and the Bylaws. The manner exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV - POWERS

4. 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, except as limited or modified by these Articles, the Declaration of Condominium or Chapter 718 Florida Statutes, as it may hereafter be amended, including, but not limited to the following:

- a. to make and collect assessments against members of the Association to defray the costs, expenses and losses of the condominium, and to use the proceeds of assessments in the exercise of its powers and duties;

- b. to protect, maintain, repair, replace and operate the condominium property;
- c. to purchase insurance upon the condominium property and Association property for the protection of the Association and its members;
- d. to reconstruct improvements after casualty and to make further improvements of the property;
- e. to make, amend and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association;
- f. to approve or disapprove the transfer of ownership, leasing and occupancy of units, as provided by the Declaration of Condominium;
- g. to enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the Bylaws and any rules and regulations of the Association;
- h. to contract for the management and maintenance of the condominium and the condominium property, to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association;
- i. to employ accountants, attorneys, architects and other professionals or personnel to perform the services required for proper operation of the condominium;
- j. to enter into agreements or acquire leaseholds, memberships and other possessory or use interests in lands or facilities, regardless of whether the lands or facilities are contiguous to the lands of the condominium, if they are intended to provide enjoyment, recreation or other use or benefit of the unit owners; or
- k. to borrow money without limit as to amount, if necessary, to perform its other functions hereunder.

All funds and the title to the property acquired by the Association shall be held for the benefit of the members, in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-laws.

ARTICLE V - BOARD OF ADMINISTRATION

5.1 The affairs of the Association will be managed by a Board of Administration whose members shall be designated as Directors of the Association. The number of Directors shall be determined by the Bylaws but in no case shall be less than three and in the absence of a specific number being designated by the Bylaws, the number of Directors on the Board of Administration shall be three. The Directors need not be members of the Association.

5.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Administration shall be filled in the manner provided by the Bylaws.

5.3 The names and addresses of the members of the first Board of Administration, also sometimes referred to as Directors, who shall hold office until their successors are elected and have qualified or until removed, are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Walter Freller	12734 Kenwood Lane, Suite 89 Fort Myers, Florida 33907
Gertrude Hontzsch	12734 Kenwood Lane, Suite 89 Fort Myers, Florida 33907
Thomas G. Eckerty	same address as listed above

ARTICLE VI - OFFICERS

6. The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Administration at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Administration. The names and addresses of the officers who shall serve until their successors are designated by the Board of Administration are as follows:

<u>OFFICE</u>	<u>NAMES</u>	<u>ADDRESSES</u>
President	Gertrude Hontzsch	12734 Kenwood Lane, Suite 89 Fort Myers, Florida 33907
Vice President, Secretary and Treasurer	Walter Freller	12734 Kenwood Lane, Suite 89 Fort Myers, Florida 33907

ARTICLE VII - INDEMNIFICATION

7. 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 proceedings (or settlement or appeal of such proceedings) 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 interests 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; or
- (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.

ARTICLE VIII - BYLAWS

8. The first Bylaws of the Association shall be adopted by the Board of Administration and may be altered, amended or rescinded by the Board of Administration or the members in the manner provided by the Bylaws.

ARTICLE IX - AMENDMENTS

9. Amendments of 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 or by petition of the owners of one-fourth (1/4) of the units by instrument, in writing, signed by them.

b. Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or unit owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

c. Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interest at any annual or special meeting, or by approval, in writing, of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains the text of the proposed amendment.

d. Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida.

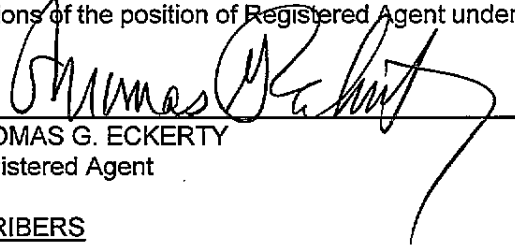
ARTICLE X - TERM

10. The term of the Association shall be perpetual.

ARTICLE XI - REGISTERED AGENT

11. The initial registered agent of this corporation is Thomas G. Eckerty, Esquire, 12734 Kenwood Lane, Suite 89, Fort Myers, Florida 33907.

I, THOMAS G. ECKERTY, Esquire, having been designated as the Registered Agent in the above and foregoing Articles, am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


THOMAS G. ECKERTY
Registered Agent

ARTICLE XII - SUBSCRIBERS

12. The names and addresses of the subscriber of these Articles of Incorporation is as follows:

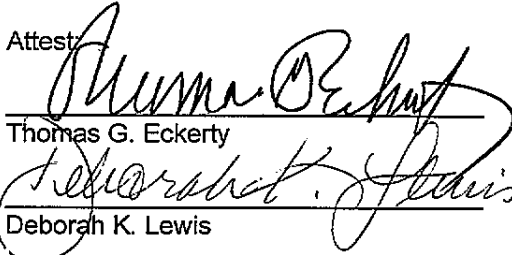
<u>NAME</u>	<u>ADDRESS</u>
Walter Freller	12734 Kenwood Lane, Suite 89 Fort Myers, Florida 33907

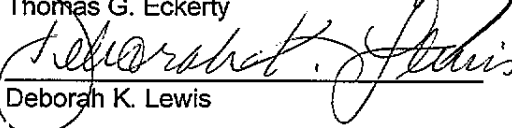
Gertrude Hontzsch

12734 Kenwood Lane, Suite 89
Fort Myers, Florida 33907

IN WITNESS WHEREOF, the undersigned President has executed these Articles of Incorporation
this 7th day of August, 2000.

Attest:

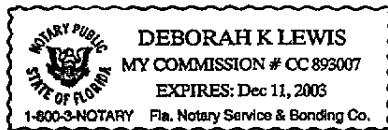

Thomas G. Eckerty

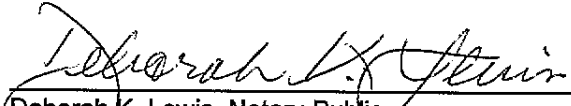

Deborah K. Lewis


GERTRUDE HONTZSCH, President

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 7th day of August, 2000, by
GERTRUDE HONTZSCH, as President, who is personally known to me and who did/did not take an oath.




Deborah K. Lewis, Notary Public
My Commission Expires: 12/11/2003
Commission No.: CC893007