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VEGA, BROWN, STANLEY & BURKE, P.A.

FOUNDED 1948

GEORGE VEGA, JR.
THOMAS R. BROWN, P.A.
JOHN F. STANLEY*
CONSTANCE M. BURKE
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June 4, 2002

Department of State
Corporations Division
The Capitol
Tallahassee, Florida 32399

Re: The Colonial Building 1 of Naples Association, Inc.

Dear Sirs:

Attached are the original and one copy of Amended and Restated Articles of Incorporation of The Colonial Building 1 of Naples Association, Inc., a Florida not-for-profit corporation. Our check for \$70.00 representing the filing fee and resident agent registration is also attached.

If you require additional information or documentation, please do not hesitate to call me collect.

Respectfully,


Thomas R. Brown

jb
att

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SECRETARY OF CORPORATION
02 JUN 28 PM 3:49

Amended & Restated Art.

V SHEPARD JUL 1 2002



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 14, 2002

THOMAS R. BROWN
2660 AIRPORT RD. SOUTH
NAPLES, FL 34112-4899

SUBJECT: THE COLONIAL BUILDING 1 OF NAPLES ASSOCIATION, INC.
Ref. Number: N97000005800

We have received your document for THE COLONIAL BUILDING 1 OF NAPLES ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6909.

Velma Shepard
Corporate Specialist

Letter Number: 902A00039153

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02 JUN 28 AM 9:35
DIVISION OF CORPORATIONS

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

THE COLONIAL BUILDING 1 OF NAPLES ASSOCIATION, INC.

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

NAME AND DEFINITIONS

The name of the corporation shall be THE COLONIAL BUILDING 1 OF NAPLES ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the Association, these Articles of Incorporation as Articles, and the By-laws of the Association as By-Laws.

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to Florida Statutes 718.111 for the operation of THE COLONIAL BUILDING 1 OF NAPLES, a Condominium, located upon the following lands in Collier County, Florida:

Units 1, 7 and 8, Block D, Phase III, Colonial Square, a Condominium, according to the Declaration of Condominium recorded in O. R. Book 1383, page 1977 et seq.; as amended by the amendments to the Declaration of Condominium and By-Laws of Colonial Square recorded in O. R. Book 1499, page 287 et seq., all Public Records of Collier County, Florida.

The principal office of the corporation shall be 1020 Goodlette Road, Naples, FL 34102.

ARTICLE III

POWERS

The powers of the Association shall include and shall be governed by the following provisions:

3.1. General. The Association shall have all of the common law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the terms of these

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Articles.

3.2. Enumeration. The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

a. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium.

b. To use the proceeds of assessments and charges in the exercise of its powers and duties.

c. To buy or lease both real and personal property for condominium use, and to sell or otherwise dispose of property so acquired.

d. To maintain, repair, replace and operate the condominium property acquired or leased by the Association for use by unit owners.

e. To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners.

f. To reconstruct and repair improvements after casualty and to construct additional improvements of the condominium property.

g. To make and amend reasonable regulations respecting the use and appearance of the property in the condominium; provided, however, that all those regulations and their amendments shall be approved by not less than 75% of the votes of the entire membership of the Association before they shall become effective.

h. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the Regulations or the use of the property in the condominium.

i. To contract for the management of the condominium and to delegate to the contractor all powers and duties of the Association except those that are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Association.

j. To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to grant leases of those portions for this purpose.

k. To employ personnel to perform the services required for proper operation of the condominium.

3.3. Condominium Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the By-Laws.

3.4. Distribution of Income. The Association shall make no distribution of income to its members, directors or officers.

3.5. Limitation. The powers of the Association shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE IV

MEMBERS

4.1. Membership. The members of the Association shall consist of all of the record owners of units in the condominium, and after termination of the condominium shall consist of those who are members at the time of the termination and their successors and assigns.

4.2. Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the unit for which the share is held.

4.3. Voting. In any meeting of members the owner(s) of the unit(s) shall be entitled to cast the following votes: Units 101, 102, 201 and 202 shall have two (2) votes each, and Units 103 and 203 shall have one (1) vote each, for a total of 10 votes. The manner of exercising voting rights shall be determined by the Declaration of Condominium of THE COLONIAL BUILDING 1 OF NAPLES, a Condominium.

ARTICLE V

DIRECTORS

5.1. Number and Qualifications. The affairs of the Association shall be managed by a Board consisting of the number of directors determined by the By-Laws, but not less than three directors, and in the absence of that determination shall consist of three directors. Directors, after the first Board of Directors, shall be members of the Association.

5.2. Duties and Powers. All of the duties and powers of the Association existing under the Condominium Act, Declaration of Condominium, these Articles and By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by unit owners when that is specifically required.

5.3. Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

5.4. First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Clifford Olson, Suite 200, 1020 Goodlette Road, Naples, FL 34102
Thomas R. Brown, 2660 Airport Road South, Naples, FL 34112
Joan M. Burton, 2660 Airport Road South, Naples, FL 34112

ARTICLE VI

OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. 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 of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Clifford Olson, Suite 200, 1020 Goodlette Road, Naples, FL 34102

Vice-President/Assistant Secretary: Joan M. Burton, 2660 Airport Road South,
Naples, FL 34112

Secretary/Treasurer: Thomas R. Brown, 2660 Airport Road South, Naples, FL 34112

ARTICLE VII

INDEMNIFICATION

Every director and officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association or by reason of his serving or having served the Association at its request, whether or not he is a director or officers or is serving at the time the expenses or liabilities are incurred; provided, that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance in the performance of his duties, the indemnification shall apply only when the

Board of Directors approves the settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and non-exclusive of all other rights to which that person may be entitled.

ARTICLE VIII

BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors and members in the manner provided by the By-Laws and Declaration of Condominium.

ARTICLE IX

AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

9.1. Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

9.2. Adoption. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in persons or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the secretary prior to the meeting. The approvals must be by not less than a majority of the entire membership of the Board of Directors and by not less than 75% of the votes of the entire membership of the Association.

9.3. Limitation. Provided, however, that no amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members, nor any change in Section 3.3. to 3.6. of Article III, entitled "Powers," without approval in writing by all members and the joinder of all record owners of mortgages upon units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4. Recording. A copy of each amendment shall be accepted and certified by the Secretary of State and be recorded in the Public Records of Collier County, Florida.

ARTICLE X

TERM

The term of existence of the Association is perpetual.

ARTICLE XI

SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Clifford Olson, Suite 200, 1020 Goodlette Road, Naples, FL 34102
Thomas R. Brown, 2660 Airport Road South, Naples, FL 34112
Joan M. Burton, 2660 Airport Road South, Naples, FL 34112

ARTICLE XII

FINANCIAL REPORT

Within 60 days following the end of the fiscal or calendar year or annually on such date as is otherwise provided in the By-Laws of the Association, the board of administration of the Association shall mail or furnish by personal delivery to each unit owner a complete financial report of actual receipts and expenditures for the previous 12 months. The report shall show the amounts of receipts by accounts and receipt classifications including, if applicable, but not limited to, the following:

- a. Costs for security;
- b. professional and management fees and expenses;
- c. Taxes;
- d. Costs for building maintenance and repair;
- e. Insurance costs;
- f. Administrative and salary expenses;
- g. General reserves, maintenance reserves, and depreciation reserves; and
- h. Common utilities.

ARTICLE XIII

The street address of the initial registered office of the corporation is 2660 Airport Road South, Naples, Florida 34112, and the name of the initial registered agent at that address is Thomas

R. Brown.

IN WITNESS WHEREOF, the subscribed have affixed their signatures this 3rd day of June, 2002.

Witnesses:

Lisa Collins
Candice L. Mills
Lisa Collins
Candice L. Mills
Lisa Collins
Candice L. Mills

Clifford Olson
President

Thomas R. Brown
Thomas R. Brown

Joan M. Burton
Joan M. Burton

STATE OF FLORIDA
COUNTY OF COLLIER

Sworn to and subscribed before me by Clifford Olson, Thomas R. Brown, and Joan M. Burton, personally known to me, this 3 day of June, 2002.

Candice L. Mills
Notary Public, State of Florida
(SEAL)



Candice L. Mills
MY COMMISSION # CC946657 EXPIRES
June 19, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ACCEPTANCE OF REGISTERED AGENT DESIGNED IN ARTICLES OF INCORPORATION

Thomas R. Brown, whose post office address is identical with the registered office of the corporation named above, and having been designated as the Resident agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Thomas R. Brown

THIS IS TO CERTIFY that the Amended and Restated Articles of Incorporation of THE COLONIAL BUILDING 1 OF NAPLES ASSOCIATION, INC. was adopted by the Board of Directors and does not contain any amendments requiring member approval, and there are no members of the Association.

Dated June 3, 2002

A handwritten signature in cursive script, appearing to read "Thomas R. Brown", written over a horizontal line.

Thomas R. Brown, Secretary
The Colonial Building 1 of Naples
Association, Inc.