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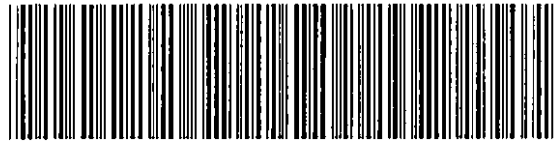
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Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 11/20/2019

****WALK IN****

ENTITY NAME OLDE CYPRESS MASTER PROPERTY OWNERS ASSOCIATION, INC.

DOCUMENT NUMBER N98000006496

****PLEASE FILE THE ATTACHED AND RETURN****

XXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE' / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$35.00

CHECK #6875

Please call Tina at the above number for any issues or concerns. Thank you so much!

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
OLDE CYPRESS MASTER PROPERTY OWNERS ASSOCIATION, INC.
(A Corporation Not-for-Profit)

FILED
19 NOV 20 4:11:33
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF COLLEGE

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation for Olde Cypress Master Property Owners Association, Inc., a Florida corporation not for profit, which was originally incorporated and filed under the same name on November 16, 1998, are 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 Amended and Restated Articles of Incorporation other than the inclusion of amendments adopted pursuant to Section 617.1002, Florida Statutes, and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Olde Cypress Master Property Owners Association, Inc., shall henceforth be as follows:

ARTICLE I
NAME

The name of the corporation is: **OLDE CYPRESS MASTER PROPERTY OWNERS ASSOCIATION, INC.**, hereinafter referred to as the "Master Association." The mailing address for the corporation is c/o Alliant Property Management, LLC, 13831 Vector Ave., Fort Myers, FL 33907, or at such other place as designated by the Board of Directors from time to time.

ARTICLE II
PURPOSES

The purposes of the Master Association are:

1. To provide for maintenance, preservation, control and operation of the Property, located in Collier County, Florida, and such other property as may be added thereto;
2. To enhance the civic, social and recreational interests of its Members; and
3. To otherwise promote the health, safety, and welfare of its Members and the Property.

ARTICLE III
POWERS

1. General Powers. The Master Association shall have all the common law and statutory powers of a corporation not-for-profit under Florida law which are not prohibited by law or in conflict with the provision of these Articles, the Bylaws or the Declaration of Covenants, Conditions, Restrictions, and Easements for Olde Cypress.

2. Necessary Powers. The Master Association shall have all of the powers reasonably necessary to implement its purposes, including, but not limited to, the following:
- a. To exercise all the powers, and privileges and to perform all of the duties and obligations of the Master Association as set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements for Olde Cypress (the "Declaration") recorded in the office of the Clerk of Circuit Court in and for Collier County, Florida, as the same may be amended from time to time. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein;
 - b. To acquire, construct, reconstruct, improve, maintain, repair, replace, operate or otherwise deal with the property and improvements of every nature or kind constituting the Master Association Common Areas;
 - c. To fix, establish, levy and collect Assessments against Members' property and operate for the benefit of its Members in accordance with the Declaration;
 - d. To make, amend or rescind Bylaws for the Master Association; provided that at no time shall the Bylaws conflict with these Articles or the Declaration;
 - e. To pay all taxes and other Assessments which are liens against the Master Association; and
 - f. To own, operate, maintain, and repair the Water Management System.

ARTICLE IV

PROHIBITION AGAINST ISSUANCE OF STOCK AND DISTRIBUTION OF INCOME

The Master Association shall never have nor issue any shares of stock, nor shall the Master Association distribute any part of its income, if any, to its Members, Directors or Officers. All monies and title to all properties acquired by the Master Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of these Articles and the Bylaws of the Master Association. The Master Association may, however, reimburse its Directors, Officers or Members for expenses authorized and approved by the Board of Directors and incurred for and on behalf of the Master Association but shall not pay a salary to its Directors, Officers and Members for services rendered to the Master Association.

ARTICLE V

MEMBERSHIP

Every Owner shall be a Member of the Master Association. Membership shall be appurtenant to and may not be separated from ownership of a Parcel which is subject to Assessment by the Master Association. Members' rights, powers, duties and privileges shall be as set forth in these Articles, the Bylaws adopted by the Master Association, and the Declaration.

ARTICLE VI

VOTING

1. Member. The Members of the Association shall be all the owners of record legal title to one or more residential parcels in Olde Cypress.
 - (a) Only one (1) vote per residential parcel is permitted. The manner of exercising voting rights shall be as set forth in the Bylaws.
 - (b) The share of a Member in the funds and assets of the Association cannot be assigned, withdrawn or transferred in any manner except as an appurtenance to a residential parcel in Olde Cypress.
2. Joint Ownership, Corporations. Voting rights may be exercised by a Member or the Member's spouse, subject to the provisions of these Articles, the Declaration and the Bylaws. In any situation where more than one person holds an interest in a Parcel, the vote for the respective Parcel shall be exercised by any such person; provided, however, the persons holding the interest in the Parcel may notify the secretary of the Master Association, in writing, prior to or during any meeting of the manner in which the vote for the Parcel is to be exercised, and in the absence of such notice, the Parcel's vote shall be suspended if more than one person seeks to exercise it. The voting rights of a Member that is a corporation, partnership or other entity shall be exercised by the individual designated from time to time by the Member in a written instrument provided to the Secretary of the Master Association, subject to the laws of the State of Florida.
3. Voting. Members shall not vote at Master Association meetings, said voting being reserved to the Neighborhood Representatives, as more fully set forth in the Declaration.

ARTICLE VII

DIRECTORS AND OFFICERS

1. Directors and Officers.
 - a. The affairs of the Association shall be administered by a Board of Directors consisting of five (5) Directors.
 - b. Directors of the Association shall be elected by the members in the manner described in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in 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 the meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLE VIII
INDEMNIFICATION OF DIRECTORS, OFFICERS AND COMMITTEE MEMBERS

Every current or former Director and every current or former Officer of the Master Association and current or former Committee Member shall be indemnified by the Master Association against all expenses and liability, including attorneys' fees reasonably incurred by or imposed upon the Director or Officer in connection with any proceeding to which the Director or Officer may be a party, or in which the Director, Officer or Committee Member may become involved, by reason of being or having been a Director, Officer or Committee Member of the Master Association, except in such cases wherein the Director, Officer or Committee Member is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director, Officer or Committee Member seeking such reimbursement or indemnification, the indemnification herein shall apply only if a majority of disinterested Directors approve such settlement and reimbursement as being in the interests of the Master Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer or Committee Member may be entitled.

ARTICLE IX
DISSOLUTION

The Master Association may be dissolved if not less than three-fourths (3/4) of the members of the Board of Directors adopt a resolution to that effect, and not less than three-fourths (3/4) of the Members of the Master Association vote in favor of dissolution.

ARTICLE X
DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Master Association all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Property determined by the Board of Directors to be appropriate for dedication to an applicable governmental agency or utility shall be dedicated to such agency or utility. In the event that such dedication is refused acceptance, such property shall be granted, conveyed and assigned to a not-for-profit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Master Association.
2. If not conveyed or dedicated to a governmental agency or utility, the Water Management System shall be conveyed or dedicated to a similar not-for-profit organization so as to assure continued maintenance thereof.
3. Any remaining assets shall be distributed among the Members as tenants in common, subject to the limitations set forth below, and each Member's share of the assets shall be determined as may be provided in the Bylaws, or in the absence of such provision, in proportion to the Member's voting rights.

4. No disposition of the Master Association property shall be effective to divest or diminish any right or title of any Member vested in him under a deed or other recorded instrument applicable to the Parcel owned by such Member unless made in accordance with provisions of such deed or instrument.

ARTICLE XI **AMENDMENT**

These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors or as provided in the Bylaws, subject to the following restrictions:

1. Each such amendment must be approved by a two- thirds (2/3) vote of all Members after notice has been given as provided in the Bylaws.
2. No amendment of these Articles which impairs or dilutes any right or title of a Member vested in him under a deed or other recorded instrument applicable to the Parcel owned by such Member shall be effective, unless made in accordance with provisions of such deed or instrument.

ARTICLE XII **TERMS OF EXISTENCE**

The Master Association shall have perpetual existence, except as otherwise provided for under Article XI.

CERTIFICATE

The undersigned, being the duly elected and acting President and Secretary of Olde Cypress Master Property Owners Association, Inc., hereby certify that the foregoing were duly proposed a majority of the Board of Directors at a meeting of the members called for the purpose and held on November 19, 2019. The undersigned further certify that the foregoing were approved by at least two-thirds (2/3rds) of the total voting members at a duly called meeting on the 19th day of November, 2019 after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said vote is sufficient for their amendment. The foregoing both amend and restate the Articles of Incorporation in their entirety.

Executed this 20th day of November, 2019.

MASTER ASSOCIATION:

OLDE CYPRESS MASTER PROPERTY
OWNERS ASSOCIATION, INC., a Florida not
for profit corporation

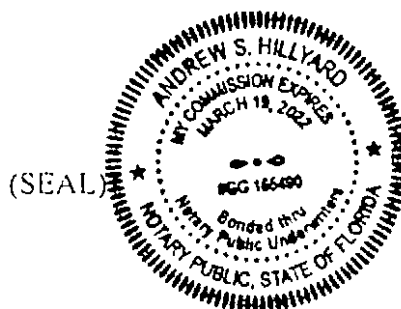
By: Neil Selvin
Neil Selvin, President

Attest:

George Burns
George Burns, Secretary

STATE OF FLORIDA)
)
COUNTY OF COLLIER)

BEFORE ME, the undersigned authority, this 20th day of November, 2019, by Neil Selvin and George Burns, President and Secretary, respectively, of Olde Cypress Master Property Owners Association, Inc., a Florida not for profit corporation, on behalf of the corporation. They are personally known to me or produced the following form of identification:



Andrew S. Hillyard
Notary Public
My Commission Expires:

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