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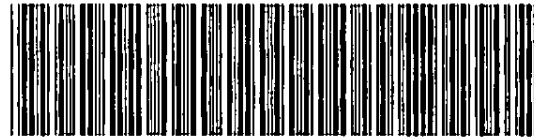
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2022 OCT 31 AM 8:52

SECRETARY OF STATE  
TALLAHASSEE, FL



October 25, 2022

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

**Re: Amended and Restated Articles of Incorporation  
Madison Estates Homeowners Association, Inc.  
Document No. N99000002911**

Dear Sir or Madame:

We respectfully request you file the enclosed Amended and Restated Articles of Incorporation. Enclosed is check #5404, in the amount of \$43.75, which represents the filing fee and certified copy fee.

Also enclosed is a stamped, self-addressed envelope for return of the filed and certified documents. Please do not hesitate to contact me at (239) 631-6199 with any questions or concerns you may have.

Sincerely,

Brittany J. Tollett  
Paralegal

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

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2022 OCT 31 AM 8:52  
CLERK OF STATE  
TALLAHASSEE, FL

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
MADISON ESTATES HOMEOWNERS ASSOCIATION, INC.**

Pursuant to Section 617.1007, Florida Statutes, these Articles of Incorporation of Madison Estates Homeowners Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on May 7, 1999, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 671.1002, 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 other than the inclusion of amendments, adopted pursuant to Section 617.1002, Florida Statutes, and the omission of matters of historical interest. Any capitalized terms herein shall have the same meaning or definition as used in the Amended and Restated Declaration of Neighborhood Covenants. The Amended and Restated Articles of Incorporation of Madison Estates Homeowners Association, Inc., shall henceforth be as follows:

**ARTICLE I**

NAME: The name of the corporation is Madison Estates Homeowners Association, Inc., sometimes hereinafter referred to as the "corporation" or the "Association".

**ARTICLE II**

PRINCIPAL OFFICE: The principal office of the corporation shall be c/o Elizabeth Pirrone, 25 Madison Drive, Naples, Florida 34110, or at such other address as the Board of Directors determines from time to time.

**ARTICLE III**

PURPOSE AND POWERS: This Association will not permit pecuniary gain or profit nor distribution of its income to its members, officers, or Directors. It is a nonprofit corporation formed for the purpose of establishing a corporate residential community homeowners' association which, subject to the Declaration of Neighborhood Covenants for Madison Estates Homeowners Association, Inc., originally recorded at Official Records Book 2552, at Page 2543 *et seq.*, of the Public Records of Collier County, Florida (hereafter, the "Public Records"), and as amended and restated in its entirety and recorded at Official Records Book 2814, Page 0562, *et seq.*, and as amended from time to time thereafter, has the powers described herein. The Association shall have all of the common law and statutory powers of a Florida corporation not

**EXHIBIT B**

for profit consistent with these Articles, the Bylaws of the corporation, and with said Declaration and shall have all of the powers and authority reasonably necessary or appropriate for the operation and regulation of a residential community, subject to said recorded Declaration, as it may from time to time be amended, including but not limited to the power:

(A) to fix, levy, collect and enforce payment by any lawful means all charges, Assessments, or liens pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all license fees, taxes or governmental charges levied or imposed against the property or the corporation;

(B) to make, amend and enforce reasonable rules and regulations governing the use of the Common Areas, Lots, Units and the operation of the Association;

(C) to sue and be sued, and to enforce the provisions of the Declaration, the Articles, the Bylaws and the reasonable rules of the Association;

(D) to contract for the management and maintenance of the Common Areas and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association;

(E) to employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the properties;

(F) to dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication, sale or transfer shall be effective unless first approved by two-thirds (2/3rds) of the voting interests of the Association;

(G) to borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts;

(H) to maintain, repair, replace and provide insurance for the Common Areas;

(I) to acquire, (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the corporation; and

(J) to exercise any and all powers, rights, and privileges which a corporation organized under Chapters 617 and 720 of the Florida Statutes may now or hereafter have or exercise; subject always to the Declaration as amended from time to time.

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 IV**

**MEMBERSHIP AND VOTING RIGHTS:** Membership and Voting Rights shall be as set forth in the Bylaws of the Association, as they may be amended.

#### **ARTICLE V**

**TERM; DISSOLUTION:** The term of the Association shall be perpetual. The Association may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3rds) of total voting interests of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, its assets, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was formed. In the event there is a refusal to accept such dedication, then such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization which is devoted to purposes similar to those of this Association.

#### **ARTICLE VI**

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

#### **ARTICLE VII**

**AMENDMENTS:** Amendments to these Articles shall be proposed and adopted in the following manner:

(A) **Proposal.** Amendments to these Articles shall be proposed by a majority of the Board or upon petition of one-fourth (1/4th) of the voting interests and shall be submitted to a vote of the members not later than the next annual meeting.

(B) **Vote Required:** These Articles of Incorporation may be amended if the proposed amendment is approved by the affirmative vote of two-thirds (2/3) of the Owners present and voting, in person or by proxy, at a meeting of the members for which proper notice has been given and at which a quorum exists.

(C) **Effective Date:** An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida with the same formalities as are required in the Declaration for recording amendments to the Declaration.

#### **EXHIBIT B**

AMENDED AND RESTATED ARTICLES OF INCORPORATION

## **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. Directors must be members of the Association, or a spouse of a member.

(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**

### **INDEMNIFICATION:**

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 attorney fees, actually and reasonably incurred by, or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of his or her being or having been a director or officer of the Association. The foregoing right of indemnification shall not apply to:

(A) Willful misconduct or a conscious disregard for the best interests of the Association as determined 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 or her action was unlawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

(D) Wrongful conduct by Directors or officers, in a proceeding brought by or on behalf of the Association.

## **EXHIBIT B**

### **AMENDED AND RESTATED ARTICLES OF INCORPORATION**

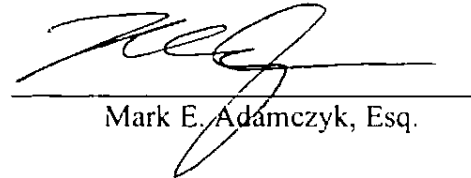
In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors vote that the settlement is in the best interest of the Association. The foregoing rights of indemnification shall be in addition to, and not exclusive of all other rights to which a Director or officer may be entitled.

#### **ARTICLE X**

##### **REGISTERED OFFICE AND REGISTERED AGENT:**

The street address of the registered office of the Association is Adamczyk Law Firm, PLLC, 9130 Galleria Court, Suite 201, Naples, FL 34109, and the registered agent of the Association at that address shall be Mark E. Adamczyk, Esq., or as the same is amended from time to time.

The undersigned hereby accepts the designation of Registered Agent as set forth in Article X of these Articles of Incorporation and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.



Mark E. Adamczyk, Esq.

The date of each amendment(s) adoption: July 27, 2022, if other than the date this document was signed.

Effective date if applicable: July 27, 2022  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 10/21/22

Signature Beth Pirrone  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Beth Pirrone  
(Typed or printed name of person signing)

President  
(Title of person signing)

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TALLAHASSEE, FL