



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 704719 7629438
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 43.75

ORDER DATE : August 29, 2008
ORDER TIME : 9:52 AM
ORDER NO. : 704719-010
CUSTOMER NO: 7629438

PLEASE FILE
SECOND !!

DOMESTIC AMENDMENT FILING

NAME: CALUSA ISLAND VILLAGE PROPERTY OWNERS ASSOCIATION, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

EXAMINER'S INITIALS: _____

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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

**CALUSA ISLAND VILLAGE
PROPERTY OWNERS ASSOCIATION, INC.
A Florida Corporation Not For Profit**

FILED
2008 AUG 29 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Calusa Island Village Property Owners Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on October 16, 2003 are hereby 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 other than the inclusion of amendments adopted pursuant to Section 617.1006 and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Calusa Island Village Property Owners Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Calusa Island Village Property Owners Association, Inc., and its address is c/o Spinnaker Cay Property Management, P.O. Box 1808, Marco Island, Florida 34146.

ARTICLE II

PURPOSE: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Calusa Island Village; Calusa Island Village One, a Condominium; Calusa Island Village Two, a Condominium; and Calusa Island Village Two, a Condominium, all of which are located in Collier County, Florida.

ARTICLE III

PROHIBITION AGAINST ISSUANCE OF STOCK AND DISTRIBUTION OF INCOME: The Association shall never have nor issue any shares of stock, nor shall the 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 Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provision of these Articles and the Bylaws of the Association. Nothing herein, however, shall be construed to prohibit the Association from conferring benefits upon its members in accordance with its purposes, or from making any payments or distributions to members of monies or properties permitted by Chapter 617, Florida Statutes, or a statute of similar import. The Association may, however, reimburse its directors, officers and members for expenses authorized and approved by the Board of Directors and incurred for and on behalf of the Master Association and may pay compensation in a reasonable amount to its directors, officers and members for actual services rendered to the Master Association as authorized and approved by the Board of Directors.

ARTICLE IV

POWERS: The Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration of Condominium, the Bylaws or the Florida Condominium Act; and it shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to said Declaration 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 Association, and to use the funds in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the common areas within Calusa Island Village and the Calusa Island Village One, Calusa Island Village Two and Calusa Island Village Three condominium properties.
- (C) To purchase insurance upon the condominium properties 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 condominium 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, leasing and occupancy of units, as provided in the Declaration of Restrictions and respective Declarations of Condominium.
- (G) To enforce the provisions of the Condominium Act, the Declaration of Restrictions, the Declaration of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.

- (H) To contract for the management and maintenance of the Common Properties, the condominiums and the condominium property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Restrictions and/or the Declarations of Condominium to be exercised by the Board of Directors or the membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Common Properties and the Condominiums.
- (J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has this power whether or not the lands or facilities are contiguous to the lands of the Common Properties and the Condominiums, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.
- (K) To borrow money without limit as to amount if necessary to perform its other functions hereunder.

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 of Restrictions, the Declarations of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE V

MEMBERSHIP:

- (A) The members of the Association shall be the record owners of a fee simple interest in one or more Units or Lots within the Calusa Island Village community, as defined in the Declaration of Restrictions and as further provided in the Bylaws.
- (B) 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 or Lot.
- (C) The owners of each Unit or Lot, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE VI

TERM: The term of the Association shall be perpetual.

ARTICLE VII

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

ARTICLE VIII

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.
- (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 each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE IX

AMENDMENTS: Amendments to 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 written petition, signed by at least one-fourth (1/4) of the voting interests.
- (B) Procedure. Upon any amendment to these Articles being proposed by said Board or unit owners, such proposed amendment shall be submitted to a vote of the owners not later than the next annual meeting for which proper notice can be given.
- (C) Vote Required. Except as otherwise provided for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests present in person or by proxy 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 a copy 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 Collier County, Florida.

ARTICLE X

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 attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) 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 judgement 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 judgement 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.

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.

CERTIFICATE

The undersigned, being the duly elected and acting President of Calusa Island Village Property Owners Association, Inc., hereby certifies that the foregoing were duly proposed by at least a majority of the entire membership of the Board of Directors and were approved by at least three-fourths (3/4) of the votes of the entire membership of the Association at the annual meeting held on the 25th day of March, 2008, where a quorum was present, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, said vote being sufficient for their amendment. The foregoing both amend and restate the Articles of Incorporation in their entirety.

Executed this 25th day of March, 2008.

CALUSA ISLAND VILLAGE
PROPERTY OWNERS ASSOCIATION, INC.

BY: J. Cleve Smith
J. Cleve Smith President

(SEAL)

STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed to before me this 25th day of March, 2008, by J. Cleve Smith, as President of Calusa Island Village Property Owners Association, Inc., a Florida corporation not for profit, on behalf of the corporation. He/She is (choose one) is personally known to me or has produced _____ for identification and did not take an oath.

[Signature]
Notary Public (SEAL)
Print name: CHERYL KRAUS DAMPIER
My Commission Expires: 8-18-2009

