



THE UNITED STATES
CORPORATION
COMPANY

N04034

ACCOUNT NO. : 072100000032

REFERENCE : 352175 7126516

AUTHORIZATION : *John Stevenson*

COST LIMIT : \$ 87.50

ORDER DATE : May 2, 1997

ORDER TIME : 2:13 PM

ORDER NO. : 352175-010

CUSTOMER NO: 7126516

CUSTOMER: Christopher N. Davies, Esq
Christopher N. Davies, P.a.
Suite 2
12601 World Plaza Lane
Fort Myers, FL 33907

*Amended
&
Restated*

800002168358--8

DOMESTIC AMENDMENT FILING

NAME: THE OAKS III CONDOMINIUM
ASSOCIATION, INC.

EFFECTIVE DATE:

XX 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: Todd Sterzoy

EXAMINER'S INITIALS: _____

FILED
97 MAY -5 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 MAY -5 PM 3:39
DIVISION OF CORPORATION

This instrument prepared by:
Christopher N. Davies, Esq.
CHRISTOPHER N. DAVIES, P.A.
12601 World Plaza Lane, Suite 2
Fort Myers, FL 33907

FILED
97 MAY -5 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

THE OAKS III CONDOMINIUM ASSOCIATION, INC.

THE UNDERSIGNED, being the duly elected and acting President and Secretary, respectively, of THE OAKS III CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, do hereby make, subscribe, acknowledge and file with the Secretary of State this Second Amended and Restated Articles of Incorporation and certify that at a duly called meeting of not less than a majority of the voting interests/present in person or by proxy, held on January 22, 1997, where a quorum was present, after unanimous adoption of a resolution proposing said amendments by the Board of Directors, the Second Amended and Restated Articles of Incorporation were approved by the required vote to amend same.

The Articles of Incorporation of THE OAKS III CONDOMINIUM ASSOCIATION, INC., are, and shall hereby be, revised as the Second Amended and Restated Articles of Incorporation attached hereto as Exhibit "A" and by reference made a part hereof.

IN WITNESS WHEREOF, THE OAKS III CONDOMINIUM ASSOCIATION, INC., has caused these Second Amended and Restated Articles of Incorporation to be executed in accordance with the authority hereinabove expressed this 16 day of April, 1997.

Dated: April 16, 1997

THE OAKS III CONDOMINIUM
ASSOCIATION, INC.

Mildred Giacinto
Witness

By: Bert Johnson
Bert Johnson, President

MILDRED GIACINTO
(Print Name)

(CORPORATE SEAL)

Mildred Giacinto
Witness

MILDRED GIACINTO
(Print Name)

Attest:

By: Francis Lacey
Francis Lacey, Secretary

STATE OF FLORIDA)
COUNTY OF Charlotte) §:

The foregoing instrument was acknowledged before me this 16 day of April, 1997, by Bert Johnson, President of THE OAKS III CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the Association. Who is personally known to me or who produced Personally Known to me (type of identification and who did (not) take an oath.

Martha J. Wilson
Notary Public
MARTHA J Wilson
(Print Name)

My Commission Expires: 5/31/98



MARTHA J WILSON
My Comm Exp. 5/31/98
Bonded By Service Ins
No. CC376794

☒ Personally Known ☐ Other I.D.

Exhibit "A"

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

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

THE OAKS III CONDOMINIUM ASSOCIATION, INC.

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of The Oaks III Condominium Association, Inc., a Florida not-for-profit corporation, which was originally incorporated under the same name on July 5, 1984, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1007, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Second Amended and Restated Articles of Incorporation other than the inclusion of amendments adopted pursuant to Section 617.1007 and the omission of matters of historical interest. The Second Amended and Restated Articles of Incorporation of The Oaks III Condominium Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association," is The Oaks III Condominium Association, Inc., and its address is 19505 Quesada Avenue, Port Charlotte, Florida 33948.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of The Oaks III, a Condominium, located in Charlotte County, Florida.

The Association is organized and shall exist on 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. 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 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 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 the condominium 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 Condominium.
- (G) To enforce the provisions of the Condominium Act, 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 condominium 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 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 Condominium.
- (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 Condominium, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.
- (K) To borrow money 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 Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

- (A) The members of the Association shall be the record owners of a fee simple interest in one or more units in the Condominium, 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.
- (C) The owners of each unit, 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 IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

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

ARTICLE VI

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.
- (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 VII

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 (1/4th) 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 at least a majority of the voting interests at any annual or special 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 Charlotte County, Florida.

ARTICLE VIII

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's 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 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.

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.