N47608

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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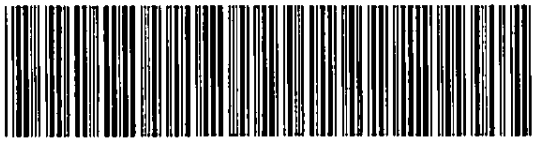
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TALLAHASSEE, FLORIDA

C. GOLDEN

MAY 16 2018

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jadams@beckerlawyers.com

Becker & Poliakoff
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Fort Myers, Florida 33966

4001 Tamiami Trail North, Suite 410
Naples, Florida 34103

Becker

May 8, 2018

Florida Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: The Lake Villas of Wedgewood at Bonita Bay III, Inc. (Document No. N47608)

To Whom It May Concern:

I am in receipt of the Division's letter dated May 1, 2018 (copy attached for reference) wherein the Division notes that their records for not show a second amended and restated articles as being filed.

Attached for your reference are the Second Amended and Restated Articles of Incorporation which were filed of record on April 22, 1999. The Amended and Restated Articles of Incorporation were filed of record on April 27, 1993.

Accordingly, I am returning to you the Articles of Amended and Restated Articles of Incorporation for the Third Amended and Restated Articles of Incorporation for filing.

Please return a copy of the filed document to my attention.

Thank you for your attention to this matter.

Very truly yours,

Joseph E. Adams
For the Firm

JEA/sdi
Enclosures (as stated)
ACTIVE: 10890390_1

FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 1, 2018

JOSEPH E. ADAMS, ESQUIRE
12140 CARISSA COMMERCE COURT
SUITE 200
FORT MYERS, FL 33966

SUBJECT: THE LAKE VILLAS OF WEDGEWOOD AT BONITA BAY III, INC.
Ref. Number: N47608

We have received your document and check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Our record do not show a second amended and restated articles as being filed.

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) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 118A00008894

RECEIVED
18 MAY 14 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is The Lake Villas of Wedgewood at Bonita Bay III, Inc.

SECOND: The attached Third Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Third Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 22nd day of March 2018.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:
(TWO)

Ashley Phillips
Signature
Ashley Phillips
Printed Name

Signature
Annette Hernandez
Printed Name

THE LAKE VILLAS OF WEDGEWOOD AT BONITA BAY III, INC.

BY: _____
James Brodman, President

Date: April 19, 2018

(CORPORATE SEAL)

STATE OF FL)
) SS:
COUNTY OF Lee)

The foregoing instrument was acknowledged before me this 19th day of April 2018 by James Brodman as President of The Lake Villas of Wedgewood at Bonita Bay III, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) _____ as identification.

Notary Public State of Florida
Amanda M Smith
My Commission GG 087519
Expires 03/28/2021

Amanda Smith
Notary Public
Amanda Smith
Printed Name

My commission expires: 3/28/21

ACTIVE: 10778285_1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2018 MAY 14 PM 1:08
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TALLAHASSEE, FLORIDA

THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE LAKE VILLAS OF WEDGEWOOD AT BONITA BAY III, INC.

These are the Third Amended and Restated Articles of Incorporation of The Lake Villas of Wedgewood at Bonita Bay III, Inc., originally filed with the Florida Department of State on the 28th day of February 1992, under Charter Number N47608. Amendments included have been added pursuant to Chapter 617, Florida Statutes (2017).

For historical reference, the street address of the initial registered office and initial principal office was 3750 Bonita Bay Boulevard, Bonita Springs, FL 33923. The names of the original subscribers, and their addresses at the time of incorporation, were:

Robert G. Brown	3750 Bonita Bay Boulevard Bonita Springs, FL 33923
Mr. Bradley Brown	3750 Bonita Bay Boulevard Bonita Springs, FL 33923
Carolyn M. Brown	3750 Bonita Bay Boulevard Bonita Springs, FL 33923

The street address of the initial registered agent was Robert G. Brown. The name and address of the current registered office is Gulf Breeze Management Services of SW Florida, Inc., 8910 Terrence Court, #200, Bonita Springs, FL 34135. The Board of Directors may, from time to time, change the designation of the principal office, the mailing address of the corporation, the registered office and the registered agent, in the manner provided by law.

1. **NAME.** The name of the corporation is THE LAKE VILLAS OF WEDGEWOOD AT BONITA BAY III, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declarations of Condominium as "Declarations," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

2. **PURPOSE.** The purpose for which the Association is organized is to manage, operate and maintain four (4) Condominiums known as The Lake Villas of Wedgewood at Bonita Bay, a Condominium; The Lake Villas of Wedgewood at Bonita Bay II, a Condominium; The Lake Villas of Wedgewood at Bonita Bay III, a Condominium; and The Lake Villas of Wedgewood at Bonita Bay IV, a Condominium; and certain Association Property. Said Condominiums shall be operated on a not-for-profit basis for the mutual use, benefit, enjoyment and advantage of the individual residents of said Condominiums; to make such improvements, additions and alterations to said Condominiums as may be necessary or desirable from time to time as authorized by the respective Declarations of said Condominiums and the Bylaws of the

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TELEPHONE (239) 433-7707

Association; to purchase and own real or personal property; and to conduct and transact all business necessary and proper in the management, operation and maintenance of said Condominiums; all as agents of the Owners of the Condominium Parcels of the said Condominiums.

3. **DEFINITIONS.** The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declarations and the Act, unless herein provided to the contrary, or unless the context otherwise requires.

4. **POWERS.** The powers of the Association shall include the following:

4.1 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 provisions of the Declarations, these Articles or of the Act.

4.2 Enumeration. The Association shall have all the powers set forth in the Act except as limited by the Declarations, these Articles, and the Bylaws (all as amended from time to time), and all of the powers reasonably necessary to operate the Condominiums, including but not limited to the following:

4.2.1 To make and collect Assessments and other Charges against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

4.2.2 To buy, own, operate, lease, sell, and trade both real and personal property as may be necessary or convenient in the administration of the Condominiums or Association Property.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property, Association Property and any other property acquired or leased by the Association.

4.2.4 To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its Officers, Directors, Committee Members, and Members as Unit Owners.

4.2.5 To make and amend Rules and Regulations concerning the transfer, use, appearance, maintenance, and occupancy of the Units, Common Elements, Limited Common Elements, and Association Property, and to enact rules, policies, and resolutions pertaining to the operation of the Association, subject to any limitations contained in the Declaration.

4.2.6 To approve or disapprove the leasing, transfer, mortgaging, ownership, and possession of Units as may be provided by the Declarations.

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4.2.7 To enforce by legal means the provisions of the Act, other applicable laws, the Declarations, these Articles, the Bylaws, the Rules and Regulations, and the policies of the Association.

4.2.8 To contract for the management of the Condominiums and the Association and any facilities used by the Unit Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific, non-delegable approval of the Board of Directors or the membership of the Association.

4.2.9 To employ personnel to perform the services required for proper operation of the Condominiums and the Association.

4.2.10 To make contracts and incur liabilities, borrow money at such rates of interest as the Board may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, Assessments, special assessments, income or rights.

4.3 Condominium Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Act, the Declarations, these Articles and the Bylaws.

4.4 Distribution of Income. The Association shall make no distribution of income to its Members, Directors or Officers. This provision shall not apply to the distribution of insurance proceeds as provided in the Declarations, nor the distribution of proceeds affiliated with termination or condemnation, as provided in the Declarations and the Act, nor reimbursement for expenses as may be authorized by the Board.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declarations, these Articles, the Bylaws and the Act.

5. MEMBERS. The Members of the Association shall consist of all of the record Owners of Units in the Condominiums, and after termination of the Condominium or Condominiums shall consist of those who were Members at the time of the termination and their successors and assigns. If transfer of a Unit has occurred without approval of the Association, and if in contravention of the provisions of the Declarations, the Association need not recognize a record Owner as the "Member." unless the Association chooses to ratify or waive its objection to the transfer of title.

5.1 Assignment. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated, pledged or transferred in any manner except as an appurtenance to the Unit for which that share is held.

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5.2 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned. Those Members whose voting rights are suspended pursuant to the terms of the Condominium Documents and/or Florida law shall not be entitled to cast the vote assigned to the Unit for which the suspension was levied during the period of suspension and such Voting Interests shall be subtracted from the required number of votes when calculating any required vote or quorum for the period during which such suspension exists.

5.3 Meetings. The Bylaws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

6. TERM OF EXISTENCE. The Association shall have perpetual existence.

7. OFFICERS. The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association 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 Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers.

8. DIRECTORS.

8.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors.

8.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declarations, these Articles, the Bylaws and the Rules and Regulations (all as amended from time to time) shall be exercised exclusively by or under the direction of the Board of Directors, as provided in the Bylaws, subject only to approval by Members when such approval is specifically required.

8.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of 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.

9. BYLAWS. The Bylaws of this corporation may be altered, amended, or repealed in the manner provided in the Bylaws.

10. AMENDMENTS. These Articles may be amended in the following manner:

10.1 Proposal of Amendments. An amendment may be proposed by the President of the Association, the Directors, or by twenty-five percent (25%) of the entire Voting Interests.

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10.2 Proposed Amendment Format. Proposals to amend existing Articles of Incorporation shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be ~~lined through~~ with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER ___ FOR PRESENT TEXT."

10.3 Notice. Written notice setting forth the proposed amendment or a summary of the changes shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.

10.4 Adoption of Amendments. A resolution for the adoption of a proposed amendment may be adopted by a vote of two-thirds ($2/3^{rds}$) of the Voting Interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present, or by the written agreement of two-thirds ($2/3^{rds}$) of the entire Voting Interests. Amendments correcting errors, omissions, scrivener's errors, violations of applicable law, or conflicts between the Condominium Documents, may be executed by the Officers of the Association, upon Board approval, without need for Association membership vote.

10.5 Effective Date. An amendment when adopted shall become effective after being recorded in the Lee County Public Records according to law and filed with the Secretary of State according to law.

10.6 Automatic Amendment. These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Declarations. Whenever the Act, Chapter 617, Florida Statutes or other applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than set forth in these Articles, the Board may operate the Association pursuant to the less stringent requirements without the need to change these Articles. The Board of Directors, without a vote of the Members, may also adopt by majority vote, amendments to these Articles of Incorporation as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607, 617, and the Act, or such other statutes or administrative regulations as required for the operation of the Association, all as amended from time to time.

10.7 Proviso. No amendment shall change the configuration of any Unit or the share in the Common Elements appurtenant to it, or increase the Owner's proportionate share of the Common Expenses, unless the record Owner of the Unit concerned and all record Owners of the mortgages on such Unit shall join in the execution of the amendment, and all other Unit Owners approve the amendment.

11. INDEMNIFICATION.

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11.1 Indemnity. The Association shall indemnify any Officer, Director, or Committee Member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, Officer, or Committee Member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person failed to act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and Committee Members as permitted by Florida law. 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.

11.2 Defense. To the extent that a Director, Officer, or Committee Member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 11.1 above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

11.3 Advances. Reasonable expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, or Committee Member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by this Article 11. However, if the Board, by majority vote, determines that the person seeking advancement did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, the Association shall not be obligated to pay for any expenses incurred prior to the final disposition of the subject action.

11.4 Miscellaneous. The indemnification provided by this Article 11 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled

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under any Bylaw, agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or Committee Member and shall inure to the benefit of the heirs and personal representatives of such person.

11.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee Member, employee, or agent of the Association, or a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the duty to indemnify him against such liability under the provisions of this Article.

ACTIVE: 10158790_3

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