

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

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF  
BAY VILLAS ASSOCIATION, INC.

FILED  
95 DEC 23 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007, Florida Statutes, these Articles of Incorporation of Bay Villas Association, Inc., a Florida corporation not for profit which was originally incorporated under the same name on May 7, 1981, 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 617.1002, Florida Statutes, and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Bay Villas Association, Inc., shall henceforth be as follows:

ARTICLE I  
BAY VILLAS ASSOCIATION, INC.

The principal office of the Association is located at c/o Personal Touch Property Management, Inc., 501 Serendipity Drive, Naples, Florida 33963.

ARTICLE II  
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lots and Common Area within that certain tract of property described in the Exhibit "A" attached to, the original Declaration of Covenants, Conditions and Restrictions for Bay Villas as recorded in Official Record Book 938, at Page 632 *et seq.*, of the Public Records of Collier County, Florida, hereinafter referred to as the "Properties", and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for the purpose to:

- (a) Exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Supplemental Declaration of

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Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property to be recorded in the Public Records of Collier County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses in connection therewith and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of two-thirds (2/3rds) of the members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) 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 or transfer shall be effective unless an instrument has been signed by two-thirds (2/3rds) of the members agreeing to such dedication, sale or transfer and subject to the limitations imposed in the Declaration;

(f) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Not for profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

### ARTICLE III MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by Covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE IV  
VOTING RIGHTS

Members shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lots, all such persons shall be members. The vote for such Lots shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

ARTICLE V  
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of at least three (3), but no more than five (5), directors, the exact number as determined by the Bylaws and in the absence of such determination shall consist of three (3) Directors, who need not be members of the Association.

ARTICLE VI  
DISSOLUTION

The Association may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3rds) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any not for profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VII  
DURATION

The corporation shall exist perpetually.

ARTICLE VIII  
AMENDMENTS

Amendments of these Articles shall require the consent of seventy-five percent (75%) of the entire membership, but no amendment shall be effective which is in contravention of the duties, responsibilities or obligations of the Association or the members as provided in the Declaration.

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ARTICLE IX  
NOT FOR PROFIT STATUS

In conformance with the requirements of Chapter 617, the corporation shall issue no stock, and no dividend shall be paid and no part of the income of the corporation shall be distributed to this member's directors or officers.

ARTICLE X

Amendments to the By-Laws may be made at a regular or special meeting of the members or by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XI

There shall be a President, Vice-President, Secretary and Treasurer of the Corporation.

CERTIFICATE

The undersigned, being the duly elected and acting President of Bay Villas Association, Inc., hereby certifies that the foregoing were approved by the affirmative vote of at least seventy-five percent (75%) of the entire membership at a meeting held on the 21st day of November, 1996, 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 amended Articles of Incorporation in their entirety.

Executed this 10 day of DECEMBER, 1996.

BAY VILLAS ASSOCIATION, INC.

By: Albert Lukas  
Albert Lukas, President  
597 Bay Villas Lane  
Naples, FL 34108

(SEAL)

Attest:

Margaret Hanson  
Secretary

STATE OF FLORIDA  
COUNTY OF COLLIER

Subscribed to before me this 10 day of December, 1996, by Margaret Hanson and Albert Lukas, Secretary & President, respectively, of Bay Villas Association, Inc., a Florida corporation not for profit, who executed the foregoing certificate in the name and on behalf of said corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

Sylvia J. Booker  
Signature of Notary Public



Sylvia J. Booker  
MY COMMISSION # CC553181 EXPIRES  
May 17, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

Sylvia J. Booker  
Print name of Notary Public (SEAL)  
My commission expires: May 17, 2000

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