

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

FILED  
07 FEB 15 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**WING SOUTH, INC.**

**(formerly known as WING SOUTH AIRPARK PRIVATE VILLAS, INC.)**

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Wing South, Inc., a Florida corporation not for profit, which was originally incorporated on July 25, 1972, and assigned document number 723949 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 Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.1007 and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Wing South, Inc., shall henceforth be as follows:

**ARTICLE I**

**NAME:** The name of the corporation, herein called the "Association", is Wing South, Inc., and its address is 4130 Skyway Drive, Naples, Florida 34112.

**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 Wing South, Inc., located at Collier 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 expressly 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:

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- (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 and Association Property.
- (C) To purchase insurance for the protection of the Association and its members.
- (D) To repair and 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 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 law or 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 borrow money as 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 the Condominium, these Articles of Incorporation and the Bylaws.

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**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 by 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 the member's 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, but not less than five (5) Directors, and in the absence of such determination shall consist of five (5) 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 by 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.

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## 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 the Board of Directors, or by written petition to the Board signed by the Owners of at least twenty-five percent (25%) of the Units.
- (B) Procedure. Upon any amendment or amendments to these Articles being proposed as provided above, the proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can still be given.
- (C) Vote Required. Except as otherwise provided by law, or by specific provision of the condominium documents, these Articles may be amended if the proposed amendment is approved by at least sixty-six percent (66%) of the Voting Interests who are present and voting, in person or by proxy, at any annual or special meeting called for the purpose and for which notice has been given the members in accordance with the Bylaws.
- (D) Certificate; Recording. A copy of each adopted amendment shall be attached to a certificate that the amendment was duly adopted as an amendment to the Articles, which certificate shall be in the form required by law and shall be executed by the President or Vice President of the Association with the formalities of a deed. The amendment shall be effective when the certificate and copy of the amendment are recorded in the Public Records of Collier 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 fees, actually and reasonably incurred by or imposed on him/her 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.

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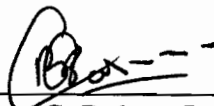
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.

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 and Secretary of Wing South, Inc., hereby certify that the foregoing were approved and adopted by at least seventy-five percent (75.0%) of the voting interests of the entire membership present and voting, in person or by proxy, on January 20, 2007, after due notice, and the number of votes was sufficient for their approval, in accordance with Articles of Incorporation (as amended) of the Association.

**WING SOUTH, INC.,**  
a Florida not-for-profit corporation

By:   
Peter G. Bolton, President

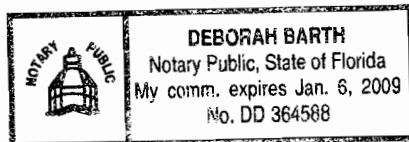
(corporate seal)

Attest:  
  
Tracy Edmondson, Secretary

STATE OF FLORIDA            )  
  ) ss.  
COUNTY OF COLLIER        )

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of Feb, 2007 by Peter G. Bolton, as President of Wing South, Inc., a Florida not-for-profit corporation, on behalf of said corporation, who is ( ) personally known to me or (X) has produced FL DL as identification.

(SEAL)



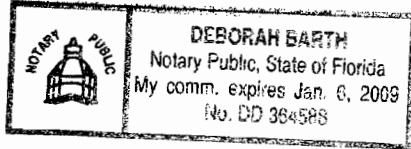
Deborah Barth  
Notary Public  
Name: Deborah Barth  
(Type or Print)  
My Commission Expires: Jan 6, 2009

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STATE OF FLORIDA        )  
                                  ) ss.  
COUNTY OF COLLIER     )

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of Feb  
          , 2007 by Tracy Edmondson, as Secretary of Wing South, Inc., a Florida not-for-  
profit corporation, on behalf of said corporation, who is ( ) personally known to me or (X)  
has produced FL DL as identification.

(SEAL)



Deborah Barth  
Notary Public  
Name: Deborah Barth  
(Type or Print)

My Commission Expires: Jan 6, 2009

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