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Prepared by & return to:

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EAST GREENS CONDOMINIUM, INC.
A Not-For-Profit Florida Corporation

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of East Greens Condominium, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on November 15, 1971, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.0201(4), 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 617.0201(4), Florida Statutes, and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of East Greens Condominium, Inc., shall henceforth be as follows:

ARTICLE I

The name of this Corporation shall be **EAST GREENS CONDOMINIUM, INC.**, and the principal office shall be 10 East Greens Boulevard, Lehigh Acres, Lee County, Florida 33972.

ARTICLE II

The purpose for which this corporation is formed is as follows:

A. To provide an entity or an association as defined in the Florida Condominium Act, Chapter 718 , Florida Statutes, for the administration and management of the condominium and as such, to establish and collect assessments from the unit owners and members for the purpose of operating, maintaining, repairing, improving and administering the condominium property and to perform the acts and duties desirable for management of the units and common elements.

B. To adopt and amend By-Laws for the operation of the condominium property, providing for the form of administration and rules and regulations for governing the association.

To accomplish the foregoing purposes, the corporation shall have all corporate powers permitted under Florida law, including the capacity to contact, bring suit and be sued, and those provided by the Florida Condominium Act.

ARTICLE III

Section 1. All unit owners of a condominium parcel shall automatically be members, and each membership shall automatically terminate when a unit owner no longer owns a unit. Voting may be in person or by written proxy and a corporation may hold membership and may vote through an authorized officer or by written proxy unless the use of a proxy is prohibited by law.

Section 2. There shall be no more than sixty-eight (68) votes cast at any one time. Each condominium unit shall be entitled to cast one (1) vote. A corporation or any individual with an interest in more than one (1) unit may be designated the voting member for each unit in which he owns an interest.

ARTICLE IV

This not-for-profit corporation shall have perpetual existence unless the condominium is terminated pursuant to the provisions of Chapter 718, Florida Statutes, and in the event of such termination, this corporation shall be dissolved pursuant to Florida Statutes, or other applicable dissolution Statutes at the time of dissolution.

ARTICLE V

Section 1. The affairs and property of this corporation shall be managed and governed by a Board of Directors comprised of not less than three (3), nor more than seven (7) persons.

Section 2. Directors shall be elected by the voting members in accordance with the By-Laws at the annual meeting of the membership of the corporation, to be held in January of each year. Beginning with the 2005 annual members meeting, three (3) directors elected shall be for a term of two (2) years and two (2) for a term of one year, and thereafter the term of office for each director shall be for two (2) years. In the event of a vacancy, the elected directors may appoint an additional director to serve the balance of the said term.

Section 3. All officers shall be elected by the Board of Directors in accordance with the By-Laws at the annual meeting of the Board of Directors in January of each year, to be held immediately following the annual meeting of the membership.

The Board of Directors shall elect from among the members a President, Vice President, Secretary, Treasurer and such other officers as it shall deem desirable, consistent with the corporate By-Laws. No office, other than Secretary/Treasurer, can be held by the same person.

ARTICLE VI

The By-Laws of said corporation shall be recorded among the public records of Lee County, Florida. By-Laws may be altered or rescinded or new By-Laws adopted in a manner provided in the recorded By-Laws and in conformity with the provisions and requirements of Chapter 718, Florida Statutes.

The By-Laws of said corporation and/or these Articles of Incorporation may be altered, amended or added to at any duly called meeting of members, provided (i) that the notice of meeting shall contain a full statement of the proposed amendment, and (ii) a change requires a two thirds (2/3) affirmative vote of all 68 units in order to amend the By-Laws and/or these Articles of Incorporation.

ARTICLE VII

This corporation shall never have or issue shares of stock, nor will it ever have or provide for non-voting membership.

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 an out-of-court settlement, the right to indemnification shall not apply unless a majority of the disinterested directors approves the 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 East Greens Condominium, Inc., hereby certify that the foregoing were duly proposed by the Board of Directors at a meeting called for the purpose and held on the 1 day of July, 2004. The undersigned further certify that the foregoing were approved by not less than three fourths (3/4) vote of all persons constituting a quorum at a Special Meeting on the 1 day of July, 2004, which was a sufficient number for approval, after due notice, in accordance with the requirements of the Articles of Incorporation for their **amendment**. The foregoing both amend and restate the Articles of Incorporation in their entirety.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Lehigh Acres, Florida, this 1st of July, 2004.

SIGNED, SEALED AND DELIVERED

in the presence of:

Witnesses:

EAST GREENS CONDOMINIUM, INC., a Florida
not for profit corporation

John R. Chandross
Signature of Witness

Robert S. Ullstrom (Seal)
Signature of President

JOHN R. CHANDROSS
Print Name of Witness

Maxine J. Kallio
Signature of Witness

Mary Clark (Seal)
Signature of Secretary

Maxine J. Kallio

Print Name of Witness