

COLLIER COUNTY

RECORDED

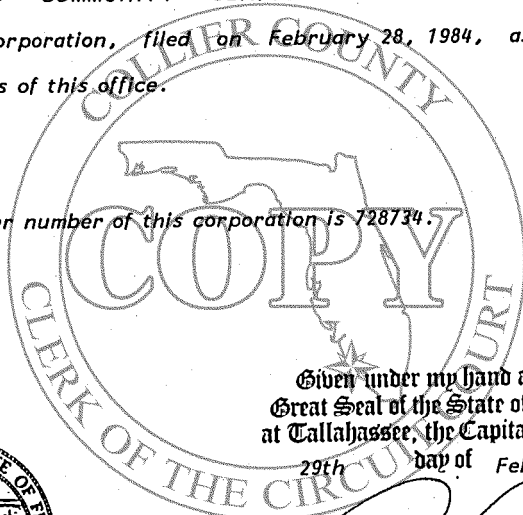
State of Florida



Department of State

I certify that the attached is a true and correct copy of Certificate of Amendment to Articles of Incorporation for LAKEWOOD COMMUNITY SERVICES ASSOCIATION, INC., a Florida corporation, filed on February 28, 1984, as shown by the records of this office.

The charter number of this corporation is 728734.



Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 29th day of February, 1984.

George Firestone
Secretary of State



CER-101

25.00

Forsyth, Swalm & Kuntze PA.

FILED
FEB 28 11 40 AM '91
CLERK OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

LAKEWOOD COMMUNITY SERVICES ASSOCIATION, INC.

Pursuant to Section 617.0201(4), Florida Statutes (1982), the Articles of Incorporation of LAKEWOOD COMMUNITY SERVICES ASSOCIATION, INC., a Florida corporation not for profit, are hereby amended and restated in their entirety. The Amended and Restated Articles of Incorporation of LAKEWOOD COMMUNITY SERVICES ASSOCIATION, INC., shall henceforth be as follows:

ARTICLE I

NAME AND ADDRESS: The name of the Association is LAKEWOOD COMMUNITY SERVICES ASSOCIATION, INC., sometimes hereinafter referred to as the "Association;" and its address is 970 Nottingham Drive, Naples, Florida 33942.

ARTICLE II

PURPOSES AND POWERS:

A. Purposes. The purposes for which the Association is formed are as follows:

(1) To provide an entity for the operation and maintenance of all Common Areas and Improvements which are contained within the Lakewood Project, as defined in the Declaration of Covenants, Conditions and Restrictions for the Lakewood Project (the "Declaration") recorded in O.R. Book 58], Pages 692-702, Public Records of Collier County, Florida.

(2) To perform such other administrative, maintenance, custodial and financial functions as may be assigned to it by U. S. Home of Florida, Inc., as Developer of the Lakewood Project, or as may be assumed in its behalf by the Board of Directors of this Association, and to carry out and perform all other duties and responsibilities which are assigned to it by the said Declaration.

B. Powers. The ASSOCIATION shall have all of the common law and statutory powers granted to a Florida corporation not for profit under Chapter 617, Florida Statutes, consistent with these Articles and with the said Declaration and reasonably necessary or appropriate to the fulfillment of its Purposes as the same are more particularly described above, including but not limited to the following:

(1) To fix, levy, collect and to enforce payment of charges or assessments, pursuant to the terms of the aforesaid Declaration of Covenants, Conditions and Restrictions, and to use the proceeds of assessments in the exercise of its powers and duties;

(2) To enforce by appropriate legal action any and all covenants, conditions, restrictions and agreements applicable to any real property located within the Lakewood Project;

(3) To acquire (by gift, purchase or lease), to own, hold, improve, insure, build upon, operate, maintain, replace and to repair, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association, and to construct improvements and to repair, remodel and demolish the same, on any property that is owned or leased by the Association;

(4) To borrow money, and with the assent of two-thirds (2/3) of the voting interests, mortgage, pledge, deed in trust, or hypothecate

any or all of its real or personal property as security for money borrowed or debts incurred;

(5) To participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes or to annex additional residential property and common areas, provided that any such merger, consolidation or annexations shall have the assent of two-thirds (2/3) of the voting interests;

(6) To make, amend and enforce reasonable regulations respecting the use of any property or facilities over which the Association may have control, jurisdiction or administrative responsibilities, and to provide the penalties for the violation for any such regulations;

(7) To purchase insurance for the protection of the Association and its members;

(8) To contract for the management and maintenance of such facilities, common areas and improvements as may be placed under the jurisdiction of this Association;

(9) To employ such attorneys, accountants, or other agents, contractors, or employees as may be deemed necessary for the protection and furtherance of the interests of the Association and of its members and to carry out the Purposes of the Association.

All funds and the title to all property acquired by the Association shall be held in trust for the benefit of the members and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS:

A. Membership: The members of the Association shall be as follows:

(1) Class A: Each condominium association, villa association, and homeowners association which has been formed or may be formed for the purpose of providing operational, maintenance and/or management functions to or for the benefit of any residential property located within the Lakewood Project, shall have the right to appoint one person as a Class A member-representative. The appointment shall be made for a one year term, by resolution of its Board of Directors. Each such member-representative shall thereupon become a member of this Association and shall be the representative of the association which has appointed him to membership. Each such member-representative shall be an officer or Director of his respective association.

In the event of a merger or consolidation of two or more of the associations entitled to appoint Class A members, the new or surviving entity will be entitled to appoint the same number of members as the merged or consolidated associations were entitled to appoint, it being the intent of this provision that there never be less than fourteen (14) Class A members.

(2) Class B: There shall be only one Class B member, U. S. Home of Florida, Inc., as the Developer of the Lakewood Project, and it shall be the sole voting member of this Association so long as it retains ownership of any condominium units, lots, or other living units within the Lakewood Project. However, the Developer may, at any meeting of the Class A members, waive this sole voting power for the purposes of the particular meeting for which the waiver is made. The Developer may also irrevocably and totally terminate this right of sole voting power by a written statement to that effect, signed by the Developer and delivered to the then serving President of the Association. Thereafter Class B membership shall cease to exist.

(3) Class C: Class C membership shall consist of all persons owning a fee simple interest in any lot or living unit in the Lakewood Project. Class C membership shall be non-voting membership. By resolution of the Board of Directors, Class C membership may also be conferred upon the owner of any real property, other than lots or living units, within the Lakewood Project. A person's Class C membership shall terminate upon that person's sale or other transfer or disposition of his ownership interest in the lot or living unit or other real property in the Lakewood Project.

B. Voting: After Class B membership ceases to exist or when waived as provided above, in all Association matters where a vote of the members is required or permitted to be taken, each Class A member shall be entitled to cast a number of votes equal to the number of lots or living units operated by the association which appointed him. If two or more associations have been merged or consolidated, the new or surviving entity shall apportion its total votes as nearly equally as possible among its members.

ARTICLE IV

DIRECTORS AND OFFICERS:

A. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors must be voting members of the Association.

B. Directors of the Association shall be elected by the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

C. The business of the Association shall be conducted by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLE V

BY-LAWS: The By-Laws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

AMENDMENTS:

A. Proposal. Amendments to these Articles may be proposed either by a majority of the whole Board of Directors or by a petition signed by voting members representing at least twenty-five percent (25%) of the voting interests of the Association. Once so proposed, the amendments shall be submitted to a vote of the members at a meeting, which vote shall occur not later than the next annual meeting.

B. Vote Required. Except as otherwise provided for by Florida law, or herein, these Articles of Incorporation may be amended by vote of two-thirds (2/3) of the voting interests at any annual or special meeting, provided that notice of any proposed amendment has been given to the voting members of the Association, and that the notice contains a fair statement of the proposed amendment.

C. Exception. No amendment shall be made to Article III without the approval of eighty percent (80%) of the voting interests.

D. Procedure. An amendment shall become effective upon proper filing with the Florida Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

E. Developer's Rights. The Developer reserves the right to unilaterally amend these Articles of Incorporation, and to do so at such time, and for such purposes as it shall deem appropriate, by preparing and filing with the office of the Florida Secretary of State amended Articles, or Amendments to these Articles, in form complying with Chapter 617 Florida Statutes; however, this right of unilateral amendment shall expire at the time Class B membership ceases to exist.

ARTICLE VII

TERM: The term of the Association shall be perpetual.

ARTICLE VIII

DISSOLUTION:

The ASSOCIATION may be dissolved with the written consent of not less than two-thirds (2/3) of the voting interests. Upon dissolution of the Association, other than incident to a merger or consolidation, its assets, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was formed. In the event there is a refusal to accept such dedication, then such assets shall be granted, conveyed and assigned to a non-profit corporation, association, trust or other organization which is devoted to purposes similar to those of this Association.

ARTICLE IX

INDEMNIFICATION:

A. Officers and Directors. Every Director and every officer of the Association shall be indemnified by it against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding (or settlement of any proceeding) to which he may be a party by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement the indemnification shall apply only when Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to any and not exclusive of all other rights to which such Director or officer may be entitled.

B. Member-Representatives. Every Class A member-representative shall be indemnified by the association which appointed him 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 member-representative of the Association. The foregoing right of indemnification shall not apply to:

(1) Gross negligence or willful misconduct in office by any Director or officer.

(2) Any criminal action, unless the member-representative acted in good faith and in a manner he reasonably believed was in, or not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

To the extent that a member-representative has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsection (1) or subsection (2), or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection

therewith. In the event of a settlement, the indemnification shall apply only if the Board of Directors of the Association which appointed him approves the settlement and reimbursement as in its best interests.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which a member-representative may be entitled.

CERTIFICATE

The undersigned, being the authorized representative of the Developer, hereby certifies that the foregoing constitutes an amendment to the Articles of Incorporation which were unilaterally amended by the Developer pursuant to the authority granted in Paragraph 8.5 of Article XIII, in accordance with the requirements of the Articles of Incorporation for their amendment. The foregoing both amend and restate the Amended Articles of Incorporation in their entirety.

Executed this 19th day of January, 1984.

U.S. HOME CORPORATION

Witnesses:

[Signature]

By:

[Signature]
Paul S. Rainey, Vice-President

[Signature]
(Corporate Seal)

STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed to before me this 19th day of January, 1984, by Paul S. Rainey, as Vice-President of U.S. Home Corporation, a Delaware Corporation, on behalf of the Corporation.

[Signature]
Notary Public (SEAL)

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES AUG. 31, 1986
BONDED THROUGH MUROSKI-ASHTON, INC

Recorded and Verified
by the Notary Public of
COLLIER COUNTY, FLORIDA
WILLIAM J. REAGAN, CLERK
By LAURA PROKOP, D.C.