



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 1, 2002

UCC FILING & SEARCH SERVICES, INC.

TALLAHASSEE, FL

Re: Document Number 747153

The Amended and Restated Articles of Incorporation for PELICAN BAY FOUNDATION, INC., a Florida corporation, were filed on May 1, 2002.

Should you have any questions concerning this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Cheryl Coulliette  
Document Specialist  
Division of Corporations

Letter Number: 202A00026953


CERTIFICATE OF AMENDMENT  
PELICAN BAY FOUNDATION, INC.  
ARTICLES OF INCORPORATION

FILED  
2002 MAY - 1 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED CERTIFIES the attached Amended and Restated Articles of Incorporation for Pelican Bay Foundation, Inc., were duly adopted as the Articles of Incorporation of the Pelican Bay Foundation, Inc. by a majority of the Board of Directors at a meeting called for that purpose on January 28, 2002. The vote of the Members was not required. These Amended and Restated Articles of Incorporation replace all previous Articles of Incorporation, including those Articles of Incorporation attached to the original Declaration and General Protective Covenants for Pelican Bay recorded in Official Records Book 825, Pages 1755, et seq. of the Public Records of Collier County, Florida.

IN WITNESS WHEREOF, we have affixed our hands this 23<sup>rd</sup> day of April, 2002, at Collier County, Florida.

PELICAN BAY FOUNDATION, INC.,  
a Florida non-profit corporation

By:   
Printed Name: DAVID J. TRECKER  
Its: Chairman

STATE OF FLORIDA        )  
  ) ss.  
COUNTY OF COLLIER     )

The foregoing instrument was sworn to, subscribed and acknowledged before me  
This 30<sup>th</sup> day of April, 2002 by David J. Trecker, as Chairman of  
PELICAN BAY FOUNDATION, INC., a Florida non-profit corporation, on behalf of  
said corporation. He/she is personally known to me or has produced \_\_\_\_\_  
as identification.

Suzanne Mindeo  
NOTARY PUBLIC  
Print Name: Suzanne Mindeo  
My Commission Expires:



Suzanne Mindeo  
Commission # CC 837936  
Expires July 2, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

CERTIFICATE OF AMENDMENT  
 PELICAN BAY FOUNDATION, INC.  
 ARTICLES OF INCORPORATION

THE UNDERSIGNED CERTIFIES the attached Amended and Restated Articles of Incorporation for Pelican Bay Foundation, Inc., were duly adopted as the Articles of Incorporation of the Pelican Bay Foundation, Inc. by a majority of the Board of Directors at a meeting called for that purpose on 1/28, 2002. These Amended and Restated Articles of Incorporation replace all previous Articles of Incorporation, including those Articles of Incorporation attached to the original Declaration and General Protective Covenants for Pelican Bay recorded in Official Records Book 825, Pages 1755, et seq. of the Public Records of Collier County, Florida.

IN WITNESS WHEREOF, we have affixed our hands this 13<sup>th</sup> day of March, 2002, at Collier County, Florida.

WITNESSES:

[Signature]  
 Witness #1  
W. H. WALTERS  
 Witness #1 - Printed Name

[Signature]  
 Witness #2  
DORFEN TUTTLE  
 Witness #2 - Printed Name

PELICAN BAY FOUNDATION, INC.,  
 a Florida non-profit corporation

By: [Signature]  
 Chairman

2951217 OR: 3002 PG: 0991

RECORDED in OFFICIAL RECORDS of COLLIER COUNTY, FL  
 03/20/2002 at 08:54AM DWIGHT E. BROCK, CLERK  
 REC FEE 24.00

Retn:  
 CHEFFY PASSIDOMO ET AL  
 821 FIFTH AVE S #201  
 NAPLES FL 34102

STATE OF FLORIDA        )  
   ) ss.  
 COUNTY OF COLLIER     )

The foregoing instrument was sworn to, subscribed and acknowledged before me this 13<sup>th</sup> day of March, 2002, by Alan Sauve, as Chairman of PELICAN BAY FOUNDATION, INC., a Florida non-profit corporation, on behalf of said corporation. He/she is personally known to me or has produced \_\_\_\_\_ as identification.

[Signature]  
 NOTARY PUBLIC  
 Print Name: Suzanne Minadeo  
 My Commission Expires: \_\_\_\_\_



Suzanne Minadeo  
 Commission # CG 837936  
 Expires July 2, 2003  
 Bonded Thru  
 Atlantic Bonding Co., Inc.

AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR  
PELICAN BAY FOUNDATION, INC.  
F/K/A  
PELICAN BAY OF NAPLES FOUNDATION, INC.

Whereas, Restated Articles of Incorporation for Pelican Bay of Naples Foundation, Inc., dated December 13, 1994 were filed with the Secretary of State of the State of Florida and recorded in Official Records Book 2010, Page 2186 of the Public Records of Collier County, Florida; and

Whereas, the Board of Directors of the Pelican Bay Foundation, Inc. (the "Foundation") desires to further amend and restate the Articles of Incorporation and by duly adopted resolution does hereby enact the following Amended and Restated Articles of Incorporation for Pelican Bay Foundation, Inc.

WITNESSETH:

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of this corporation is Pelican Bay Foundation, Inc. and its principal address is 6251 Pelican Bay Boulevard, Naples, Florida 34108.

ARTICLE II - PURPOSE

The general nature, objects and purposes of the Foundation are:

2.01 To provide for maintenance, preservation, control and operation of property within the community development located near the City of Naples in Collier County, Florida, and commonly known and referred to hereinafter as Pelican Bay; and

2.02 To acquire, construct, improve, maintain, repair, replace, operate or otherwise deal with the property and improvements of every nature or kind constituting the Foundation Common Area; and

2.03 To fix, establish, levy and collect assessments against Member's property and operate, without pecuniary profit, for the benefit of its Members; and

2.04 To enhance the civic, social and recreational interests of its Members;

2.05 To otherwise promote the health, safety and general welfare of its Members and their property within Pelican Bay.

ARTICLE III - POWERS

3.01 The Foundation shall have all the powers of a corporation not for profit which are not in conflict with the provisions of these Articles or prohibited by law.

ARTICLE IV - PROHIBITION AGAINST ISSUANCE  
OF STOCK AND DISTRIBUTION OF INCOME

4.01 The Foundation shall never have nor issue any shares of stock, nor shall the Foundation distribute any part of the income of the Foundation, if any, to its Members, Directors or Officers. All monies

and title to all properties acquired by the Foundation and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of these Articles and with the Bylaws of the Foundation.

4.02 Nothing herein, however, shall be construed to prohibit the Foundation from conferring benefits upon its Members or from making any payments or distributions to Members of monies or properties permitted by law. The Foundation may reimburse its Directors, Officers and Members for expenses authorized and approved by the Board of Directors and incurred for or on behalf of the Foundation and may pay compensation in a reasonable amount to its Directors, Officers and Members for actual services rendered to the Foundation, as authorized and approved by the Board of Directors.

#### ARTICLE V - MEMBERSHIP AND VOTING RIGHTS

5.01 The Foundation shall have one class of membership. Membership shall be appurtenant to and may not be separated from ownership of a Plot (as defined in the Declaration and General Protective Covenants for Pelican Bay (the "Declaration")) which is subject to assessment by the Foundation. Each Plot will be assigned Property Units (as defined in the Declaration) and one vote may be cast for each Property Unit assigned to a Plot. If two or more Members are the record owners of fee simple title to a Plot, then the Member who shall be entitled to cast the votes for the Property Units assigned to the Plot shall be determined as shall be provided in the Governing Documents.

#### ARTICLE VI - BOARD OF DIRECTORS

6.01 The administration of the affairs of the Foundation shall be the responsibility of its Board. The number, method of election, powers and other matters pertaining to the Board shall be as set forth in the Bylaws, as amended from time to time.

#### ARTICLE VII - OFFICERS

7.01 The Board may elect Officers as provided in the Governing Documents. The Officers of the Foundation shall be the Chairman, one or more Vice-Chairman, a Secretary, a Treasurer and such other Officers and assistant officers as may be decided upon and elected by the Board. The method of election, powers, term of office and other matters pertaining to Officers shall be as set forth in the Governing Documents, as amended from time to time.

#### ARTICLE VIII - TERM OF EXISTENCE

8.01 The Foundation shall have perpetual existence.

#### ARTICLE IX - BYLAWS

9.01 The original Bylaws of the Foundation shall be adopted by a majority vote of the Board. Thereafter, the Bylaws may be altered, amended or rescinded by resolution of the Board only in the manner provided for in the Bylaws.

#### ARTICLE X - INDEMNIFICATION OF OFFICERS, DIRECTORS AND COMMITTEE MEMBERS

10.01 Every Director, Officer and Committee Member of the Foundation shall be indemnified by the Foundation as shall be set forth in the Bylaws from time to time.

ARTICLE XI - DIRECTOR CONFLICTS OF INTEREST PROHIBITED

11.01 No contract or other transaction between the Foundation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be authorized and any such contract or transaction shall be void.

ARTICLE XII - DISSOLUTION

12.01 The Foundation may be dissolved in the following manner:

(a) A resolution to that effect has been approved by not less than three-fourths of the Members (i) at a meeting called at least in part for that purpose upon lawful notice; or (ii) by the execution of a written instrument; or

(b) An appropriate decree has been filed as set forth in the Florida Statutes or as provided in the Governing Documents.

12.02 Upon dissolution of the Foundation, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

(a) Property determined by the Board to be appropriate for dedication to an applicable governmental agency or utility shall be dedicated to such agency or utility. If such dedication is refused acceptance, such property shall be granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Foundation.

(b) Any remaining assets shall be distributed among the Members subject to the limitations set forth below, as tenants in common, each Member's share of the assets to be determined by the Governing Documents, or in the absence of such provision, in accordance with his voting rights.

(c) No disposition of Foundation property shall be effective to divest or diminish any right or title of any Member vested in him under a deed or other recorded instrument applicable to Plot owned by such Member unless made in accordance with provisions of such deed or instrument.

ARTICLE XIII - AMENDMENT

13.01 These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors, provided always that no amendment of these Articles shall be effective which impairs or dilutes any right or title of a Member vested in him under a deed or other recorded instrument applicable to the Plot in Pelican Bay owned by such Member unless made in accordance with provisions of such deed or instrument.

ARTICLE XIV - REGISTERED AGENT AND REGISTERED OFFICE

14.01 The Registered Agent for this corporation shall be Kyle R. Kinney and the Registered Office shall be located at 6251 Pelican Bay Boulevard, Naples, Florida 34108, or such other person or such other place as the Board shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with the law.

ARTICLE XV - MISCELLANEOUS

15.01 All capitalized terms herein shall have the same meaning as set forth in the Governing Documents.

In Witness Whereof, the undersigned Chairman and Secretary of the Corporation certify that the foregoing Amended and Restated Articles of Incorporation were approved by a Majority of the Board of Directors, at a duly noticed meeting at which a quorum was present, in this 28<sup>th</sup> day of January, 2002.

[Signature]  
Chairman

[Signature]  
Secretary

State of Florida  
County of Collier

I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Abd-Sauce, as Chairman, and Shirley Pacter, as Secretary, of the Pelican Bay Foundation, Inc., who are personally known to me or have produced \_\_\_\_\_ as identification.

In witness whereof, I have hereunto set my hand and affixed my official seal at Collier County, Florida, this 28<sup>th</sup> day of January, 2002.

[Signature]  
Notary Public  
Seal:

