

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CYPRESS PINES PROPERTY OWNERS ASSOCIATION, INC.**

These are the Amended and Restated Articles of Incorporation for Cypress Pines Property Owners Association, Inc., originally filed with the Florida Department of State the 3rd day of August, 1995, under Charter Number N95000003704. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapters 617 and 720, Florida Statutes.

1. **NAME.** The name of the corporation shall be Cypress Pines Property Owners Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Association", the Declaration of Restrictions and Covenants as "Declaration", these Articles of Incorporation as the "Articles", and the Bylaws of the Association as the "Bylaws".

2. **PURPOSE.** The purpose for which the Association is organized is to serve as a "Homeowners' Association" as described in Section 720.301, Florida Statutes, to operate, maintain and administer the Common Areas in Cypress Pines, to operate the surface water management system for Cypress Pines, to take such actions as are authorized by the Governing Documents, and to promote the health, safety, welfare and recreational opportunity of its Members and their property within Cypress Pines.

3. **DEFINITIONS.** The terms used in these Articles shall have the same definitions and meaning as those set forth in the original Declaration of Restrictions and Covenants for Cypress Pines, recorded in Official Records Book 1642, at Page 2161, *et seq.*, of the Public Records of Lee County, Florida, and as subsequently amended, unless herein provided to the contrary, or unless the context otherwise requires.

4. **POWERS** The powers of the Association shall include and be governed by the following:

4.1 **General.** The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of the Declaration, these Articles, the Bylaws or prohibited by law.

4.2 **Enumeration.** The Association shall have all the powers and duties set

forth in Chapters 617 and 720, Florida Statutes, as amended from time to time, except as they may be limited by the Declaration and as it may be amended from time to time, these Articles and as they may be amended from time to time, and the Bylaws and as they may be amended from time to time, including but not limited to the following:

4.2.1 To make and collect assessments and other charges against Members, as Owners of Parcels within Cypress Pines, and to use the proceeds thereof in the exercise of its powers and duties.

4.2.2 To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Association.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Common Area property and other property acquired or subject to the jurisdictions of the Association.

4.2.4 To purchase insurance upon the Common Areas and insurance for the protection of the Association, its officers, Directors, and Members.

4.2.5 To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Common Areas and Parcels and for the health, comfort, safety and welfare of the Owners.

4.2.6 To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, and the Rules and Regulations.

4.2.7 To contract for the management of the Association and any facilities used by the Members, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific approval of the Board of Directors or the membership of the Association.

4.2.8 To employ personnel to perform the services required for proper operation of the Association.

4.3 Association property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

4.4 Distribution of income. The Association shall make no distribution of income to its Members, Directors or Officers.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration, these Articles and the Bylaws.

5. MEMBERS AND VOTING. The qualification of Members, the manner of their admission to membership and voting by Members shall be as follows:

5.1 Members. The membership of the Association shall be comprised of the Owner Members. Membership shall be established as follows:

5.1.1 Owner Members.

The Owner of every Parcel subject to Assessment shall be an Owner Member upon recordation in the Public Records of an instrument establishing the ownership by said Owner of such Parcel. Each such Owner shall notify this Association of said recordation within thirty (30) days thereof and shall transmit to the Association true copies of such instrument.

5.2 Voting Rights. The voting rights of the Members shall be as follows:

5.2.1 Number of Votes. Each Member shall possess one vote for any Parcel owned by such Member.

5.3 Each and every Member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the Governing Documents.

6. TERM OF EXISTENCE. The Association shall have perpetual existence.

7. OFFICERS. The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

8. DIRECTORS.

8.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors.

8.2 Duties and powers. All of the duties and powers of the Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to members when such approval is specifically required.

8.3 Election; removal. Directors of the Association shall be elected at the annual meeting of 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

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by the Bylaws.

9. BYLAWS. The Bylaws of this Association may be altered, amended or replaced in the manner provided in the Bylaws.

10. AMENDMENTS. These Articles may be amended in the following manner:

10.1 Method of proposal. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than twenty-five percent (25%) of the voting interests of the Association.

10.2 Notice. The subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

10.3 Adoption. An amendment so proposed may be approved by a majority of the voting interests of the Association, present, in person or by proxy, and voting at a duly noticed meeting of the Association at which a quorum is present. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for Association membership vote.

10.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Lee County, Florida.

11. REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT.

The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.