

**NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION. FOR PRIOR TEXT, SEE ORIGINAL ARTICLES OF INCORPORATION.**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
MAPLEWOOD HOMEOWNERS’ ASSOCIATION, INC.**

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation of Maplewood Homeowners’ Association, Inc., a Florida not-for-profit corporation, originally incorporated on March 30, 1994, are hereby amended and restated in their entirety. All amendments herein have been duly adopted in accordance with Chapter 617, Florida Statutes. There is no inconsistency between these Amended and Restated Articles and the previous Articles, other than the inclusion of authorized amendments and the omission of matters of historical interest.

The Amended and Restated Articles of Incorporation of Maplewood Homeowners’ Association, Inc. shall henceforth read as follows:

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**ARTICLE I**

**NAME:** The name of the corporation is Maplewood Homeowners’ Association, Inc., hereinafter referred to as the “Association.”

**ARTICLE II**

**PRINCIPAL OFFICE:** The principal office of the Association is located at 300 5<sup>th</sup> Avenue South, Suite 203A, Naples, Florida 34102, or such other address as may be designated in the records of the Florida Department of State, Division of Corporations.

### ARTICLE III

**PURPOSE AND POWERS:** The Association is a not-for-profit corporation and shall not permit the distribution of income or assets to its members, officers, or directors for pecuniary gain. It is formed for the purpose of operating a residential community homeowners' association, pursuant to that certain Declaration of Covenants, Conditions, Restrictions and Easements recorded in O.R. Book 1935, Page 560, *et seq.*, of the Public Records of Collier County, Florida, as amended from time to time.

The Association shall have all of the common law and statutory powers of a Florida not-for-profit corporation consistent with these Articles, the Bylaws of the Association, and with said Declaration and shall have all of the powers and authority reasonably necessary or appropriate for the operation and regulation of a residential community, subject to said recorded Declaration, as it may be amended from time to time, including, but not limited to, the power to:

- (A) Fix, levy, collect, and enforce payment by any lawful means all assessments, charges, or liens pursuant to the terms of the Declaration; pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all license fees, taxes, or governmental charges levied or imposed against the property or the Association.
- (B) Make, amend, and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Association.
- (C) Sue and be sued; enforce the provisions of the Declaration, Articles, Bylaws, and Association rules.
- (D) Contract for the management and maintenance of the Common Areas and delegate powers and duties of the Association in connection therewith, except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
- (E) Employ professionals such as accountants, attorneys, architects, engineers, and others necessary for the proper operation of the Association.
- (F) Dedicate, sell, or transfer all or any part of the Common Areas to a public agency or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication, sale, or transfer shall be effective unless first approved by two-thirds (2/3rds) of the voting interests, present and voting, in person or by proxy at a duly called meeting of the membership.
- (G) Borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property or assessment authority as security for money borrowed or debts incurred if first approved by Board.
- (H) Maintain, repair, replace, and insure the Common Areas.

(I) Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the Association.

(J) Grant, modify, rescind, or relocate easements.

(K) Regardless of any other provision of the governing documents, take such action as may reasonably appear to be necessary under emergency conditions, including a medical crisis or other state of emergency. This authority includes, but shall not be limited to, the authority to expend any and all available Association funds, including reserves, levy special assessments for heightened costs related to an Owner's (or his/her tenant, occupant, guest, invitee and/or licensee) behavior in the midst of a medical crisis or other state of emergency, delay any prospective purchaser and/or tenant's move-in date in the midst of a medical crisis or other state of emergency, suspend rental activity in the midst of a medical crisis or other state of emergency, and suspend any alterations or improvements to a Home or the Common Areas in the midst of a medical crisis or other state of emergency.

(L) Implement a disaster response plan before, during, or after an impending casualty, medical crisis, or other state of emergency.

(M) Exercise all powers, rights, and privileges which a corporation organized under Chapters 617 and 720 of the Florida Statutes may now or hereafter have or exercise; subject always to the Declaration, as amended from time to time.

All funds and title to all property acquired by the Association shall be held for the benefit of the members in accordance with the Declaration, these Articles, and the Bylaws.

#### **ARTICLE IV**

**MEMBERSHIP AND VOTING RIGHTS:** Membership and voting rights shall be as set forth in the Association's Bylaws, as amended from time to time.

#### **ARTICLE V**

**TERM; DISSOLUTION:** The term of the Association shall be perpetual. The Association may be dissolved upon the written consent of not less than two-thirds (2/3rds) of total voting interests. Upon dissolution, other than through merger or consolidation, the Association's assets, both real and personal, shall be dedicated to an appropriate public agency for use consistent with the purposes for which the Association was formed. In the event there is a refusal to accept such dedication, then the 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 VI**

**BYLAWS:** The Bylaws of the Association may be adopted, altered, amended, or repealed as provided therein.

## ARTICLE VII

### AMENDMENTS:

- (A) Proposal. Amendments may be proposed by a majority vote of the Board of Directors or by petition of at least twenty-five percent (25%) of the voting interests at any regular or specially called meeting of the Members. Any such proposal shall be submitted for a vote of the members not later than the next annual meeting.
- (B) Vote Required. Except as otherwise provided by Florida law or these Articles, an amendment shall be adopted upon the affirmative vote of at least two-thirds (2/3rds) of the voting interests who are present and voting, in person or by proxy, at a duly called meeting of the members of the Association.
- (C) Effective Date. Amendments shall become effective upon filing with the Florida Secretary of State and recording a certified copy in the Official Records of Collier County, Florida.

## ARTICLE VIII

### 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 three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors are required to meet all qualifications imposed by the Bylaws.
- (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 in the Bylaws. 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, as provided in the Bylaws.

## ARTICLE IX

### INDEMNIFICATION:

- (A) Indemnity. The Association shall indemnify any director, officer, or committee member who is or was a party to a legal proceeding or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, or committee member of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, unless (i) a court of competent

jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors, and committee members as permitted by Florida law.

(B) Defense. To the extent that a director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section (A) above, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorney's fees/costs and appellate attorney's fees/costs) actually and reasonably incurred by him or her in connection therewith.

(C) Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding on behalf of the affected director, officer, or committee member. The director, officer or committee member shall repay such amount if it shall ultimately be determined that said director, officer or committee member is not entitled to be indemnified by the Association as authorized by this Article.

(D) Non-Exclusivity. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

(E) Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, employee, or agent of the Association, or a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

(F) Amendment. Anything to the contrary herein notwithstanding, this Article may not be amended without the written consent of all individuals whose indemnification rights would be adversely affected.

**ARTICLE X**

**REGISTERED OFFICE AND REGISTERED AGENT:**

The street address of the registered office of the Association is c/o ADG4 Properties, 300 5th Avenue South, Suite 203A, Naples, Florida 34102, and the registered agent of the Association at that address shall be James W. Frazitta, LCAM.

The undersigned hereby accepts the designation of Registered Agent as set forth in this Article of these Articles of Incorporation and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Not-for-Profit Corporation Act (Chapter 617, Florida Statutes).

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James W. Frazitta, Registered Agent