

**NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE AMENDED AND RESTATED ARTICLES OF INCORPORATION. FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION.**

**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PARK PLACE WEST ASSOCIATION, INC.**

Pursuant to Section 617.1007, Florida Statutes, these Second Amended and Restated Articles of Incorporation of Park Place West Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on June 29, 1990, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 671.1002, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Second Amended and Restated Articles other than the inclusion of amendments, adopted pursuant to Section 617.1002, Florida Statutes, and the omission of matters of historical interest. Any capitalized terms herein shall have the same meaning or definition as used in the Second Amended and Restated Declaration of Restrictions and Protective Covenants. The Second Amended and Restated Articles of Incorporation of Park Place West Association, Inc., shall henceforth be as follows:

**ARTICLE I**

**NAME:** The name of the corporation is Park Place West Association, Inc., sometimes hereinafter referred to as the "Association".

**ARTICLE  
II**

**PRINCIPAL OFFICE:** The principal office of the corporation shall be at Sentry Management, Inc., 2180 West SR 434, Ste. 5000, Longwood, FL 32779, or at such other address as the Board of Directors determines from time to time.

**ARTICLE  
III**

**PURPOSE AND POWERS:** This Association will not permit pecuniary gain or profit nor distribution of its income to its members, officers or Directors. It is a nonprofit corporation formed for the purpose of establishing a corporate residential community homeowners' association which, subject to the Declaration of Restrictions and Protective Covenants for Park Place West, originally recorded in the Public Records of Collier County, Florida, at O.R. Book 1539 at Page 2338 et seq., and that on April 10, 2002, the Amended and Restated Declaration of Restrictions and Protective

Covenants for Park Place West was recorded in Official Record Book 3016, at Page 0513 *et seq.*, of the Public Records of Collier County, Florida, and as further amended, has the powers described herein. The Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles, the Bylaws of the corporation, 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 from time to time be amended, including but not limited to the power:

(A) to declare any portion of the Property unavailable for occupation or use by Owners, tenants, or guests after casualty, medical crisis or other state of emergency, including during the rebuilding process. Such decision by the Board shall be made only if necessary, to protect the health, safety, or welfare of the Association, Owners, tenants or guests, and to further prevent access by non-residents when the safety of residents and staff so requires it;

(B) to fix, levy, collect and enforce payment by any lawful means all charges, Assessments, or liens pursuant to the terms of the Declaration; to 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 corporation;

(C) to make, amend and enforce reasonable rules and regulations governing the use of the Common Areas, Parcels, Units and the operation of the Association;

(D) to sue and be sued, and to enforce the provisions of the Declaration, the Articles, the Bylaws and the reasonable rules of the Association;

(E) to contract for the management and maintenance of the Common Areas and to delegate any 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;

(F) to employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the properties;

(G) to dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, 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 of the Association.

(H) to borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts;

(I) to maintain, repair, replace and provide insurance for the Common Areas;

(J) to acquire, (by gift, purchase or otherwise), own, hold, improve, build upon,

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operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the corporation;

(K) to, 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 cleaning costs related to an Owner's (or his tenant, occupant, guest, invitee and/or licensee) behavior in the midst of a medical crisis, 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, and suspend any interior alterations or improvements in a Unit or the Property in the midst of a medical crisis;

(L) to implement a disaster plan prior to, during or after an impending casualty, medical crisis or other state of emergency including, but not limited to, shutting down elevators, electricity, security systems, and air conditioners; and

(M) to exercise any and 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 the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

#### **ARTICLE IV**

**MEMBERSHIP AND VOTING RIGHTS:** Membership and Voting Rights shall be as set forth in the Bylaws of the Association, as they may be amended.

#### **ARTICLE V**

**TERM; DISSOLUTION:** The term of the Association shall be perpetual. The Association may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3rds) of total voting interests of the Association. 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 any 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 altered, amended or rescinded in the manner

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provided therein.

## **ARTICLE VII**

**AMENDMENTS:** Amendments to these Articles shall be proposed and adopted in the following manner:

(A) **Proposal.** Amendments to these Articles shall be proposed by a majority of the Board or upon petition of twenty percent (20%) of the voting interests, and shall be submitted to a vote of the members not later than the next annual meeting.

(B) **Vote Required:** These Articles of Incorporation may be amended if the proposed amendment is approved by a majority of the voting interests, voting in person or by proxy, at any annual or special members meeting called for the purpose where a quorum exists.

(C) **Effective Date:** An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida with the same formalities as are required in the Declaration for recording amendments to the Declaration.

## **ARTICLE VIII**

**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 Bylaws. Directors must be members of the Association.

(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.

## **ARTICLE IX**

**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 fees, actually and reasonably incurred by or imposed on him or her in connection with

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any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of his or her being or having been a director or officer of the Association. The foregoing right of indemnification shall not apply to:

(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 or her action was unlawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

(D) Wrongful conduct by Directors or officers, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors vote that the settlement is 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.

## **ARTICLE X**

### **REGISTERED OFFICE AND REGISTERED AGENT:**

The street address of the registered office of the Association is Adamczyk Law Firm, PLLC, 9130 Galleria Court, Suite 201, Naples, Florida 34109, and the registered agent of the Association at that address shall be Mark E. Adamczyk, Esq.

The undersigned hereby accepts the designation of Registered Agent as set forth in Article X 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.

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Mark E. Adamczyk, Esq., Registered Agent

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