

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE VILLAGE OF HOLIDAY LAKE OF CHARLOTTE COUNTY
PROPERTY OWNERS' ASSOCIATION, INC.

The Village of Holiday Lake of Charlotte County Property Owners' Association, Inc. has duly amended and does hereby restate the Articles that were filed on June 20, 1980 for the purpose of forming a not-for-profit Corporation under the laws of the State of Florida.

ARTICLE 1. NAME. The name of this Corporation is **THE VILLAGE OF HOLIDAY LAKE OF CHARLOTTE COUNTY PROPERTY OWNERS' ASSOCIATION, INC.**

ARTICLE 2. PURPOSES AND POWERS. The Corporation does not contemplate pecuniary gain or profit, direct or indirect to its members. The purpose for which it is formed is:

To promote the health, safety, and welfare of the property owners in those certain lots or blocks of land more particularly described in Schedule "A" attached hereto and incorporated herein by reference and situated in that certain subdivision entitled **VILLAGE OF HOLIDAY LAKE** subdivision plat recorded in Plat Book 15 at Pages 5A through 5F in the Public Records of Charlotte County, Florida as the same may be amended or replatted and such additions thereto as may hereafter be provided in Article XII herein, hereinafter referred to as "The Properties", and for this purpose to:

- (a) Own, acquire, build, operate and maintain recreation facilities for the benefit of property owners, including but not limited to: parks, playgrounds, commons, open spaces, streets; including buildings, structure and personal properties incident thereto, hereafter referred to as "the common properties and facilities";
- (b) Maintain unkempt land or trees;
- (c) To fix and collect assessments (or charges) to be levied against The Properties and;
- (d) Enforce any and all covenants, restrictions and agreements applicable to The Properties;
- (e) Pay taxes, if any, on the common properties and facilities and;
- (f) Insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors will promote the common benefit and enjoyment of the owners of The Properties.

ARTICLE 3. MEMBERSHIP. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment of THE VILLAGE OF HOLIDAY LAKE OF CHARLOTTE COUNTY PROPERTY OWNERS' ASSOCIATION, INC. from the date such member acquires title to his Lot, provided that such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

ARTICLE 4. TERM. This Corporation shall have perpetual existence.

This is an unrecorded, integrated copy of the Articles of Incorporation of The Village of Holiday Lake, Inc. The purpose of this document is for reading only. This is not the official document.

ARTICLE 5. THE SUBSCRIBERS. The names and post office address of each subscriber of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
C. C. Crump	1111 S. Bayshore Dr Miami, FL 33131
Wayne L Allen	1111 S. Bayshore Dr Miami, FL 33131
Harold W. Fenno	1111 S. Bayshore Dr Miami, FL 33131

ARTICLE 6. OFFICERS. The officers shall be a President, a Vice-President, a Secretary and a Treasurer. The President and the Vice-President shall be members of the Board of Directors. All officers shall hold office during and serve at the pleasure of the Board of Directors.

ARTICLE 7. INITIAL OFFICERS.

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
C. C. Crump	President	1111 S. Bayshore Dr Miami, FL 33131
John W. Sheridan	Vice-President	1111 S. Bayshore Dr Miami, FL 33131
Wayne L. Allen	Secretary	1111 S. Bayshore Dr Miami, FL 33131
Harold W. Fenno	Treasurer	1111 S. Bayshore Dr Miami, FL 33131

ARTICLE 8. BOARD OF DIRECTORS. The affairs of the Corporation shall be managed by a Board of Directors, the number of which shall be determined according to the By-Laws, but shall not be less than three (3). Directors must be members of the Association. Vacancies on the Board of Directors shall be filled in such manner as provided in the By-Laws.

The names and addresses of those persons who are to act as Directors until their prior resignation or until the election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
C. C. Crump	1111 S. Bayshore Dr Miami, FL 33131
Wayne L Allen	1111 S. Bayshore Dr Miami, FL 33131
Harold W. Fenno	1111 S. Bayshore Dr Miami, FL 33131

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ARTICLE 9. INDEMNIFICATION. Every Director and every Officer of the Association shall be indemnified by the Association against all liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been 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 a settlement of the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being for the best interests of the Association.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE 10. BY-LAWS. The By-Laws of the Corporation may be made, amended, altered or rescinded in the manner provided in the By-Laws.

ARTICLE 11. AMENDMENTS TO THE ARTICLES OF INCORPORATION. These Articles may be amended, altered, or rescinded in accordance with law, provided that no amendment shall be effective to impair or dilute any rights of the members that are governed by the recorded Covenants and Restrictions applicable to The Properties(as for example, membership and voting rights) which are part of the property interests created thereby at a regular or special meeting of the members, by a vote of two-thirds of all the members of the Corporation voting in person or by proxy. A copy of each amendment shall be certified by the Secretary of the State of Florida and recorded in the Public Records of Charlotte County, Florida.

ARTICLE 12. ADDITIONS TO THE PROPERTIES. Additions to The Properties described in Article 2 may be made only in accordance with provisions of the recorded Covenants and Restrictions applicable to said Properties. Such additions when properly made under the applicable Covenants shall extend the jurisdiction, functions, duties and membership of the Corporation to such approval and must have the assent of two-thirds of the votes of members who are voting in person or by proxy at a meeting called for this purpose.

ARTICLE 13. MERGERS AND CONSOLIDATIONS. Subject to the provisions of the recorded Covenants and Restrictions applicable to The Properties described in Article 2, and to the extent permitted by Law, the Corporation may participate in mergers and consolidations with other Not-For-Profit Corporations organized for the same purposes provided that any such merger or consolidation shall have the assent of two-thirds of the votes of members who are voting in person or by proxy at a meeting called for this purpose.

ARTICLE 14. MORTGAGES: OTHER INDEBTEDNESS. The Corporation shall have the power to mortgage The Properties only to the extent authorized under the recorded Covenants and Restrictions applicable to said Properties. The total debts of the Corporation including the principal amount of such mortgages outstanding at any time shall not exceed the total of two years' assessments current at that time, provided that authority to exceed said maximum in any particular case may be given by an affirmative vote of two-thirds of the votes of members who are voting in person or by proxy at a meeting called for this purpose.

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ARTICLE 15. QUORUM FOR ALL ACTIONS IN THE ARTICLES OF INCORPORATION. The presence at the meeting of the members entitled to cast or proxies entitled to cast, one-third of the votes of the membership shall constitute a quorum for any action governed by the Articles of Incorporation.

ARTICLE 16. DEDICATION OF PROPERTIES OR TRANSFER OF FUNCTION TO PUBLIC AGENCY OR UTILITY. The Corporation shall have the power to dispose of its real properties only as authorized under the recorded Covenants and Restrictions applicable to said properties.

ARTICLE 17. DISSOLUTION. The Corporation may be dissolved only with the assent given in writing and signed by the members entitled to cast two-thirds of its membership votes. Written notice of a proposal to dissolve, setting forth the reasons thereof and the disposition to be made of the assets (which shall be consistent with Article 18 hereof) shall be mailed to every member at least ninety (90) days in advance of any action taken.

ARTICLE 18. DISPOSITION OF ASSETS UPON DISSOLUTION. Upon dissolution of the Corporation, the assets, both real and personal of the Corporation, shall be dedicated to an appropriate public agency or utility to be devoted to the purposes as nearly practicable the same as those to which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any Non-Profit Corporation, Association, trust or other organization devoted to the purposes as nearly practicable the same as those which they were required to be devoted by the Corporation. No such disposition of THE VILLAGE OF HOLIDAY LAKE OF CHARLOTTE COUNTY PROPERTY OWNERS' ASSOCIATION, INC. properties shall be effective to divest or diminish any right or title to any member vested in him under the recorded Covenants and deeds applicable to The Properties unless made in accordance with the provisions of such Covenants and deeds.

AMENDED AND RESTATED IN WITNESS WHEREOF, the undersigned have executed these **ARTICLES OF INCORPORATION** at 7500 Loris Court, Port Charlotte, Florida for the uses and purposes aforesaid this 21st day of March 2008

_____ President
Paul Dow

_____ Secretary
Mariann Bond

STATE OF FLORIDA
COUNTY OF CHARLOTTE

I hereby certify that on the _____, this instrument was executed by Paul Dow, President and Mariann Bond, Secretary, of the VILLAGE OF HOLIDAY LAKE OF CHARLOTTE COUNTY PROPERTY OWNERS ASSOCIATION, INC., both of whom is personally known to me.

Notary Public

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Witness

Witness

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