

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

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE SHORES AT BERKSHIRE LAKES MASTER HOMEOWNER’S ASSOCIATION, INC.**

Pursuant to Section 617., Florida Statutes, the Amended and Restated Articles of Incorporation of The Shores at Berkshire Lakes Master Homeowner’s Association, Inc., a Florida corporation not for profit (f/k/a Berkshire Pines Master Homeowner’s Association, Inc.), which were filed with the Secretary of State’s office for the State of Florida on October 1, 1998, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617, 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 Florida Statutes Chapter 617 and the omission of matters of historical interest. The Second Amended and Restated Articles of Incorporation (“Articles” or “Articles of Incorporation”) shall henceforth be as follows:

**ARTICLE I**

**NAME:** The name of the corporation is The Shores at Berkshire Lakes Master Homeowner’s Association, Inc., sometimes hereinafter referred to as the “Association”.

**ARTICLE II**

**PRINCIPAL OFFICE:** The street address of the principal office of the corporation is located at 7845 Berkshire Pines Drive, Naples, FL 34104 and the mailing address is 7845 Berkshire Pines Drive, Naples, FL 34104 or any other location as may be determined by the Board of Directors.

**ARTICLE III**

**PURPOSE AND POWERS:** The purpose for which the Association is organized is to provide an entity pursuant to the Florida Not-for-Profit Corporation Act and Chapter 720, Florida Statutes (the “Act”) for the operation of a community known as “The Shores at Berkshire Lakes”, located in Collier County, Florida. This Association will not permit pecuniary gain, or profit or distribution of its income to its members, officers or Directors. It is a corporation not for profit organized on a non-stock basis for the purpose of providing a corporate residential homeowners’ association. For the accomplishment of its purpose, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit and of a homeowner’s association under the laws of the State of Florida, except as limited or modified by these Articles and the Declaration of Restrictions and Protective Covenants recorded in the Public Records of Collier County, Florida, and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood subject to the said recorded Declaration, as it may from time to time be amended, including but not limited to the power to:

- (A) Fix, levy, collect and enforce payment by any lawful means all charges or assessments levied pursuant to the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all license fees, taxes or governmental charges, and to use the funds in the exercise of its powers and duties. Enforce any and all covenants, conditions, restrictions, rules and agreements applicable to the residential

neighborhood known as The Shores at Berkshire Lakes, as well as the provisions of the laws of the State of Florida that are applicable to The Shores at Berkshire Lakes and the Association's governing documents.

(B) With the assent of a majority of the Members present in person or by proxy at a meeting at which a quorum is present, acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association, including the right to grant, modify or move any easement.

(C) With the assent of a majority of the Members present in person or by proxy at a meeting at which a quorum is present, borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property, including assessment income, as security.

(D) With the assent of a majority of the Members present in person or by proxy at a meeting at which a quorum is present, 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 required by or agreed to by the members.

(E) Purchase policies of insurance upon the Properties and use the proceeds from such policies to effectuate its purposes.

(F) Participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes, or to annex additional property and common areas, provided that merger, consolidation or annexation shall have the consent of at least two-thirds (2/3rds) of the voting interests of the Association.

(G) To protect, maintain, repair, replace and operate the common area of The Shores at Berkshire Lakes.

(H) To repair and reconstruct improvements after casualty, and to make further improvements to the common area of The Shores at Berkshire Lakes.

(I) To sue and be sued.

(J) Exercise any and all powers, rights and privileges which a corporate homeowners association organized under Chapter 617 and Chapter 720, Florida Statutes, may now or hereafter have or exercise; subject always to the Declaration as amended from time to time.

**ARTICLE IV**

**MEMBERSHIP AND VOTING RIGHTS:** Membership and voting rights shall be as follows:

(A) Every person or entity that is a record Owner of a fee simple interest in any Parcel within Property shall be a member of the Association.

(B) Membership is appurtenant to, runs with, and shall not be separate from, the real property interest upon which membership is based.

The members of the Association are entitled to one (1) vote in Association affairs for each Parcel owned by them. Votes shall be cast as provided in the Bylaws.

**ARTICLE V**

**TERM:** The term of the Association shall be perpetual.

**ARTICLE VI**

**BYLAWS:** The Bylaws of the Association may be altered, amended or rescinded in the manner provided therein.

**ARTICLE VII**

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

(A) **Proposal.** Amendments to these Articles may be proposed by a majority of the Board or by petition to the Board signed by at least twenty-five percent (25%) of the Voting Interests.

(B) **Vote Required.** Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by at least a majority of the Voting Interests present in person or by proxy and voting, at any annual or special meeting called for the purpose at which a quorum has been established, or by written approval without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains the text of the proposed amendment.

(C) **Effective Date.** An adopted 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 required for recording an amendment to the Bylaws as set forth in the Bylaws.

**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 set in the Bylaws, but never less than three (3), and in the absence of a Bylaw provision shall consist of seven (7) Directors.

(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 after the annual meeting of the Members 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's fees, actually and reasonably incurred by or imposed on them in connection with any legal proceeding (or settlement or appeal of such proceeding) to which they may be a party because of their

being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that their actions or omissions to act were material to the cause adjudicated and involved:

- (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 a Director or officer had no reasonable cause to believe his or her action was unlawful or had reasonable cause to believe it was lawful.
- (C) A transaction from which the Director or officer derived improper personal benefit.
- (D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Association or a member.

In the event of a settlement, there is no right to indemnification unless a majority of the disinterested Directors approve such settlement as being 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.

