

CERTIFICATE OF RECORDATION

AMENDED AND RESTATED ARTICLES OF INCORPORATION AMENDED AND RESTATED BY-LAWS SEVEN LAKES ASSOCIATION, INC.

I HEREBY CERTIFY that the attached Amended and Restated Articles of Incorporation and Amended and Restated By-Laws were duly adopted by the Association membership at the duly noticed annual members' meeting of the Association on the 5th day of March, 2003. The original Declarations of Condominium are recorded as follows:

<u>Condominium Name</u>	<u>Declaration Recording*</u>	<u>Plat**</u>
Seven Lakes Condominium 1	O.R. Book 2151, page 4234	CPB 17-95
Seven Lakes Building No. 2, A Condominium	O.R. Book 636, page 503	CPB 2-18
Seven Lakes Building No. 3, A Condominium	O.R. Book 654, page 731	CPB 2-44
Seven Lakes Building No. 4, A Condominium	O.R. Book 770, page 348	CPB 2-125
Seven Lakes Building No. 5, A Condominium	O.R. Book 872, page 16	CPB 3-9
Seven Lakes Building No. 6, A Condominium	O.R. Book 929, page 199	CPB 3-94
Seven Lakes Building No. 7, A Condominium	O.R. Book 929, page 238	CPB 3-96
Seven Lakes Building No. 8, A Condominium	O.R. Book 930, page 438	CPB 3-103
Seven Lakes Condominium 20	O.R. Book 1715, page 1910	CPB 9-15
Seven Lakes Condominium 21	O.R. Book 1718, page 1150	CPB 9-31
Seven Lakes Condominium 21B	O.R. Book 2034, page 1114	CPB 17-15
Seven Lakes Condominium Building No. 22	O.R. Book 1397, page 1718	CPB 6-63
Seven Lakes Condominium Building 23	O.R. Book 1568, page 1330	CPB 7-232
Seven Lakes Building No. 24, A Condominium	O.R. Book 1079, page 1263	CPB 4-200
Seven Lakes No. 25, a Condominium	O.R. Book 930, page 479	CPB 3-105
Seven Lakes Condominium Building No. 39	O.R. Book 1496, page 499	CPB 7-48
Seven Lakes Condominium 40	O.R. Book 1546, page 2141	CPB 8-53
Seven Lakes Condominium No. 41	O.R. Book 1454, page 7	CPB 6-208
Seven Lakes Condominium 42	O.R. Book 1315, page 664	CPB 5-221
Seven Lakes Condominium 43	O.R. Book 1315, page 712	CPB 5-227
(as amended)	O.R. Book 1361, page 1634	CPB 5-377

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Seven Lakes Condominium No. 44A
Seven Lakes Condominium No. 45
Seven Lakes Building 46
Seven Lakes Condominium 47
Seven Lakes Condominium 48
Seven Lakes Condominium 49
Seven Lakes Condominium 50A
Seven Lakes Condominium 50B
Seven Lakes Condominium 52

O.R. Book 1259, page 1483 CPB 5-118
O.R. Book 1270, page 2064 CPB 5-151
O.R. Book 663, page 763 CPB 2-57
O.R. Book 1971, page 1372 CPB 16-28
O.R. Book 1975, page 1273 CPB 16-18
O.R. Book 2019, page 4262 CPB 17-13
O.R. Book 2077, page 3357 CPB 16-98
O.R. Book 2110, page 4668 CPB 17-33
O.R. Book 2114, page 2504 CPB 17-37

* Official Records, Lee County, Florida.

** Condominium Plat Book, and First Page of Recordation of Plat.

WITNESSES:
(TWO)

SEVEN LAKES
ASSOCIATION, INC.

[Signature]
Signature
JAMES E SCHNEIDER

BY: [Signature]
Alex Cameron, President

Date: 3-13-03

[Signature]
Signature
MARGARET C GIBSON
Printed Name

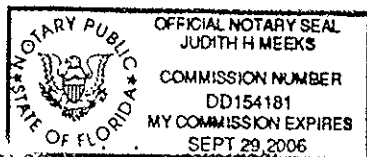
(CORPORATE SEAL)

ATTEST: [Signature]
Helen Crombe, Secretary

Date: 3-13-03

STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 14th day of March, 2003 by Alex Cameron as President of Seven Lakes Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) as identification and did take an oath.



[Signature]
Notary Public
Judith H Meeks
Printed Name

My commission expires: Sept 29, 2006
205820_1.DOC

ARTICLES OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Seven Lakes Association, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 5th day of March, 2003.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:
(TWO)

SEVEN LAKES
ASSOCIATION, INC.

FILED
03 MAR 25 AM 10:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

[Signature]
Signature
JAMES E SCHNEIDER
Printed Name

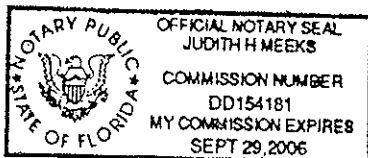
BY: Alex Cameron
Alex Cameron, President
Date: 3-13-03

[Signature]
Signature
MARGARET C GIBSON
Printed Name

(CORPORATE SEAL)
ATTEST: Helen Crombe
Helen Crombe, Secretary
Date: 3-13-03

STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 14th day of March, 2003 by Alex Cameron as President of Seven Lakes Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) _____ as identification and did take an oath.



[Signature]
Notary Public
Judith H Meeks
Printed Name

My commission expires: Sept 29, 2006

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF SEVEN LAKES ASSOCIATION, INC.

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION –
SEE CURRENT AMENDED AND RESTATED ARTICLES
OF INCORPORATION FOR CURRENT TEXT**

These are the Amended and Restated Articles of Incorporation for Seven Lakes Association, Inc. originally filed with the Florida Department of State the 27th day of October 1970, under Charter Number 719590. Matters of only historical interest have been omitted. Amendments included have been added pursuant to F.S. 617.

1. **NAME.** The name of the corporation shall be SEVEN LAKES ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", The Declarations of Condominiums as "Declarations", these Articles of Incorporation as the "Articles", and the Bylaws of the Association as the "Bylaws".

2. **PURPOSE.** The purpose for which the Condominium Association is organized is to manage, operate and maintain twenty-nine condominiums known as:

<u>Condominium Name</u>	<u>Declaration Recording*</u>	<u>Plat*</u>
Seven Lakes Condominium 1	O.R. Book 2151, page 4234	CPB 17-95
Seven Lakes Building No. 2, A Condominium	O.R. Book 636, page 503	CPB 2-18
Seven Lakes Building No. 3, A Condominium	O.R. Book 654, page 731	CPB 2-44
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Seven Lakes Condominium 21B	O.R. Book 2034, page 1114	CPB 17-15
Seven Lakes Condominium Building		

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No. 22	O.R. Book 1397, page 1718	CPB 6-63
Seven Lakes Condominium Building		
23	O.R. Book 1568, page 1330	CPB 7-232
Seven Lakes Building No. 24, A		
Condominium	O.R. Book 1079, page 1263	CPB 4-200
Seven Lakes No. 25, a Condominium	O.R. Book 930, page 479	CPB 3-105
Seven Lakes Condominium Building		
No. 39	O.R. Book 1496, page 499	CPB 7-48
Seven Lakes Condominium 40	O.R. Book 1546, page 2141	CPB 8-53
Seven Lakes Condominium No. 41	O.R. Book 1454, page 7	CPB 6-208
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Seven Lakes Condominium 49	O.R. Book 2019, page 4262	CPB 17-13
Seven Lakes Condominium 50A	O.R. Book 2077, page 3357	CPB 16-98
Seven Lakes Condominium 50B	O.R. Book 2110, page 4668	CPB 17-33
Seven Lakes Condominium 52	O.R. Book 2114, page 2504	CPB 17-37

* Official Records, Lee County, Florida.

and certain Association Property, including recreational facilities. Said Condominiums shall be operated on a not-for-profit basis for the mutual use, benefit, enjoyment and advantage of the individual residents of said Condominiums; to make such improvements, additions and alterations to said Condominiums as may be necessary or desirable from time to time; to purchase and own real or personal property; and to conduct and transact all business necessary and proper in the management, operation and maintenance of said Condominiums as authorized by the respective Declarations of said Condominiums and the By-Laws of the Association, all as agents of the Owners of the Condominium Parcels of the said Condominiums.

3. DEFINITIONS. The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declarations of the Condominium recorded in the Public Records of Lee County, Florida, 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 these Articles or of the Act.

4.2 Enumeration. The Association shall have all the powers and duties set forth in the Act and as it may be amended from time to time, except as limited by the Declarations of Condominium, as they may be amended from time to time, these Articles and as they may be amended from time to time, 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 Unit Owners, 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 Condominiums or Association Property.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property, Association Property or any other property acquired or leased by the Association for use by Unit Owners, subject to Article 4.19 of the By-Laws.

4.2.4 To purchase insurance upon the Condominium Property and Association Property and insurance for the protection of the Association, its Officers, Directors, and members as Unit Owners.

4.2.5 To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and Association Property the health, comfort, safety and welfare of the Unit Owners, and for the administration of the Association.

4.2.6 To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of units as may be provided by the respective Declarations.

4.2.7 To enforce by legal means the provisions of the Act, the Declarations, these Articles, the Bylaws, and the Rules and Regulations for the use of the Condominium Property and Association Property.

4.2.8 To contract for the management of the Condominiums and Association Property and any facilities used by the Unit Owners, 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.

4.2.9 To employ personnel to perform the services required for proper operation of the Condominiums and the Association.

4.3 Condominium 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 Declarations, 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 Declarations and the Bylaws.

5. MEMBERS. The members of the Association shall consist of all of the record owners of units in the Condominiums, and after termination of the Condominium or Condominiums shall consist of those who were members at the time of the termination and their successors and assigns.

5.1 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.2 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declarations and Bylaws. Any person or entity owning more than one unit shall be entitled to one vote for each Unit owned, subject to the procedure contained in the Condominium Documents. Cumulative voting is not permitted.

5.3 Meetings. The Bylaws shall provide for an annual meeting of members, and shall make provision for regular and special meetings of members other than the annual meeting.

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 Florida Condominium Act, the Declarations, these Articles, and the Bylaws shall be exercised exclusively by the Board of Directors, subject only to approval by Unit Owners 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 by the Bylaws.

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

10. AMENDMENTS. Except as elsewhere specifically provided herein to the contrary, amendments to these Articles of Incorporation may be effected as follows:

10.1 Proposal of Amendments. An amendment may be proposed by either a majority of the Directors or by ten percent (10%) of the entire voting interests.

10.2 Proposed Amendment Format. Proposals to amend existing Articles of Incorporation shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be ~~lined through~~ with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER FOR PRESENT TEXT."

10.3. Notice. Copies of proposed amendments shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.

10.4 Adoption of Amendments. A resolution for the adoption of a proposed amendment may be adopted by a majority vote of the voting interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present, or by the written agreement of a majority of the entire voting interests. 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.

10.5 Effective Date. An amendment when adopted shall become effective after being recorded in the Lee County Public Records according to law and filed with the Secretary of State according to law.

10.6 Automatic Amendment. These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Declarations of Condominium. Whenever Chapter 718, Florida Statutes (2002) Chapter 617, Florida Statutes (2002) or other

applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than set forth in these Articles, the Board may operate the Association pursuant to the less stringent requirements. The Board of Directors, without a vote of the owners, may adopt by majority vote, amendments to these Articles as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607, 617, and 718 of the Florida Statutes (2002), or such other statutes or administrative regulations as required for the operation of the Association, all as amended from time to time.

10.7. Proviso. Provided, however, that no amendment shall change the configuration of any unit or the share in the common elements appurtenant to it, or increase the owner's share of the common expenses, unless the record owner of the unit concerned and all record owners of the mortgages on such apartment shall join in the execution of the amendment, and all other unit owners approve the amendment.

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.

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