

Retn:
BECKER & POLIAKOFF
3003 TAMIAKI TR N #210
NAPLES FL 34103

2439211 OR: 2516 PG: 2320
RECORDED in the OFFICIAL RECORDS of COLLIER COUNTY, FL
02/25/1999 at 09:52AM DWIGHT H. BROCK, CLERK

RRC FEE 109.50

CERTIFICATE OF RECORDATION

ARTICLES OF INCORPORATION

BY-LAWS


HIGH POINT COUNTRY CLUB, INC.

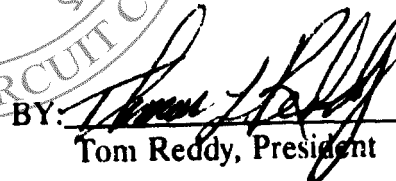
I HEREBY CERTIFY that the attached Amended and Restated Articles of Incorporation and Amended and Restated By-Laws were duly adopted by the Association membership at the duly noticed annual members' meeting of the Association on the 16th day of February, 1999. The original Articles of Incorporation for High Point Country Club, Inc. is recorded at O.R. Book 655, at Page 1591 et. seq. of the Collier County Public Records.

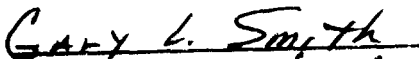
The Amended and Restated Articles of Incorporation of High Point Country Club, Inc. is attached hereto. The Amended and Restated By-Laws of High Point Country Club, Inc. are also attached. The Amended and Restated Articles of Incorporation and the Amended and Restated By-Laws shall take effect upon recordation of this Certificate of Recordation upon the Collier County Public Records and will remain in full force and effect until subsequently amended.

WITNESSES:
(TWO)

HIGH POINT COUNTRY CLUB, INC.


Signature

BY: 
Tom Reddy, President

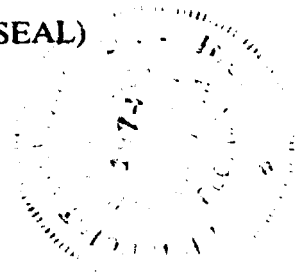

Printed Name

Date: 2-23-99


Signature

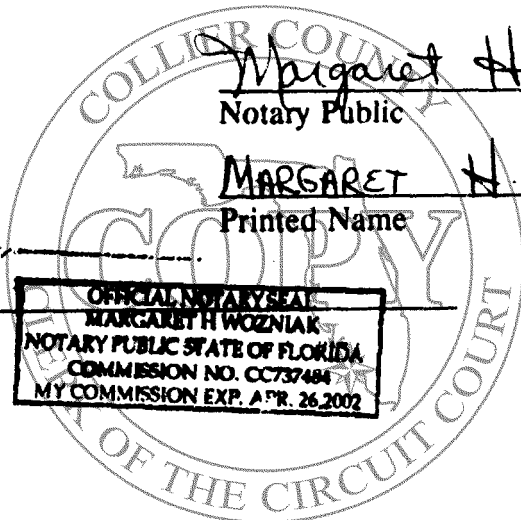
(CORPORATE SEAL)


Printed Name



STATE OF FLORIDA)
) SS:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 23 day of February 1999 by Tom Reddy as President of High Point Country Club, 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.



Margaret H. Wozniak
Notary Public

MARGARET H. Wozniak
Printed Name

My commission expires:

OFFICIAL NOTARY SEAL
MARGARET H WOZNIAK
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC737484
MY COMMISSION EXP. APR. 26, 2002

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HIGH POINT COUNTRY CLUB, INC.**

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION
SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT**

These are the Amended and Restated Articles of Incorporation of High Point Country Club, Inc., incorporated under the laws of the State of Florida, as a corporation not-for-profit. All prior Articles of Incorporation are hereby revoked and superseded in their entirety.

ARTICLE I - NAME

The name of the Corporation is HIGH POINT COUNTRY CLUB, INC., whose address is 1100 Highpoint Drive, Naples, Florida 34103.

ARTICLE II - PURPOSE

2.1 The purpose for which the Corporation is organized is to provide an entity pursuant to the Condominium Act (1997), as amended from time to time, which is Chapter 718, Florida Statutes, for the operation of HIGH POINT COUNTRY CLUB.

2.2 The Corporation shall make no distributions of income to its members, directors or officers.

ARTICLE III - POWERS

3.1 The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit not in conflict with the terms of these Articles or the By-Laws.

3.2 The Corporation shall have all of the powers and duties set forth in the Condominium Act and all of the powers and duties reasonably necessary to operate the property subject to its jurisdiction ("Corporation Property") pursuant to these Amended and Restated Articles of Incorporation and the By-Laws and as it may be amended from time to time, including but not limited to the following:

AMENDED AND RESTATED ARTICLES OF INCORPORATION

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3.2.1 To operate, maintain, and manage, the recreational facilities, including but not limited to the golf course, club house, club house facilities, swimming pools, and to maintain sewer lines, situate upon all or a portion of the real estate, situate in Collier County, Florida, set forth and described on Exhibit "1" of the Original Articles of Incorporation filed in the Official Records of Collier County, Florida at OR Book 665, Page 1591 et. seq.;

3.2.2 To operate, maintain, and manage, the tennis courts and parking facilities situate upon all or a portion of the real estate situate in Collier County, Florida, set forth and described on Exhibit "2" of the Original Articles of Incorporation;

3.2.3 To operate, maintain, and manage, the perimeter access roads and barriers situate upon all or a portion of the real estate, situate in Collier County, Florida, and set forth and described on a boundary survey made by Agnole, Barber and Brundage, Inc., May 2nd, 1997, and recorded in the public records of Collier County, Florida, of the Original Articles of Incorporation;

3.2.4 To enter into leases for additional recreational areas for the use and benefit of the Members of the Corporation, and to charge the cost of such leases and maintenance of the same to the Member-Corporations according to the number of individual apartment units in the condominium for which the respective Member-Corporations were organized;

3.2.5 To make payment of taxes, insurance, repairs, management expenses, and all other necessary and/or proper operating expenses of the Corporation Property;

3.2.6 To make and collect assessments against each Member Corporation according to the number of apartment units therein for its pro rata share of such operating expenses as determined by the annual budget (including reasonable reserves);

3.2.7 To use the proceeds of assessments in exercise of its powers and duties;

3.2.8 To provide for the maintenance, preservation, repair, replacement and operation of the Corporation Property.

3.2.9 To purchase insurance upon the Corporation Property.

3.2.10 To provide for the reconstruction of improvements after casualty and the future improvements of the Corporation Property;

3.2.11 To make and amend reasonable regulations respecting the use of the Corporation Property;

3.2.12 To enforce by legal means the provisions of the Condominium Act, these Articles of Incorporation, the By-Laws of the Corporation, and the regulations for the use of the Corporation Property;

3.2.13 To contract for the management of the Corporation Property and to delegate to such contractor all powers and duties of the Corporation except such as are specifically required by the By-Laws to have approval of the Board of Directors or the membership of the Corporation;

3.3 All funds and the title of all properties acquired by the Corporation and their proceeds shall be held in trust for the Members in accordance with the provisions of these Articles of Incorporation, and the By-Laws.

3.4 The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of these Amended and Restated Articles of Incorporation and the Amended and Restated By-Laws.

ARTICLE IV - MEMBERS

4.1 The Members of the Corporation shall consist of the following thirteen (13) Condominium Corporations:

| <u>Condominium</u> | <u>Number of Units</u> |
|---|------------------------|
| High Point Country Club, Group One, Inc. - A Condominium | 38 units |
| High Point Country Club, Group Two, Inc. - A Condominium | 35 units |
| High Point Country Club, Group Three, Inc. - A Condominium | 30 units |
| High Point Country Club, Group Four, Inc. - A Condominium | 30 units |
| High Point Country Club, Group Five, Inc. - A Condominium | 30 units |
| High Point Country Club, Group Six, Inc. - A Condominium | 30 units |
| High Point Country Club, Group Seven, Inc. - | 30 units |

A Condominium

High Point Country Club, Group Eight, Inc. - 30 units
 A Condominium

High Point Country Club, Group Nine, Inc. - 60 units
 A Condominium

High Point Country Club, Group Ten, Inc. - 40 units
 A Condominium

High Point Country Club, Group Eleven, Inc. - 60 units
 A Condominium

High Point Country Club, Group Twelve Inc. - 30 units
 A Condominium

High Point Country Club, Group Fourteen, Inc. - 30 units
 A Condominium

TOTAL 473 units

4.2 Each such Member-Corporation shall have one vote in this Corporation for each apartment unit in the Condominium for which the Member Corporation was organized; such vote shall be cast by the designated representative of such Member-Corporation or, in his absence, by the designated substitute representative of such Member-Corporation. The manner of exercising voting rights shall be determined by the By-Laws of the Corporation.

4.3 The share of a Member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner.

ARTICLE V - DIRECTORS

5.1 The affairs of the Corporation will be managed by a board consisting of thirteen Directors, who shall be seated as provided in the By-Laws.

5.2 Directors of the Corporation shall be seated at the annual meeting of the Members-Corporations in the manner determined by the By-Laws and shall consist of one representative from each member. Director vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

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ARTICLE VI - OFFICERS

The affairs of the Corporation shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors.

ARTICLE VII - INDEMNIFICATION

Every Director, every Officer, and every Committee Member of the Corporation shall be indemnified by the Corporation against all expenses and 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 of the Corporation, whether or not he is a director, officer, or committee member at the time such expenses are incurred, except when the director, officer, or committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. 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, including those rights contained in the By-Laws.

ARTICLE VIII - BY-LAWS

BY-LAWS: The By-Laws of the Corporation may be altered, amended or rescinded as provided therein.

ARTICLES IX - AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner.

9.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

9.2 An amendment may be proposed either by the Board of Directors or by 25% of the apartment unit owners, as defined in the By-Laws. Directors not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. A majority vote of the directors shall be

AMENDED AND RESTATED ARTICLES OF INCORPORATION

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required to pass a proposed amendment.

9.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of Article III, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act.

9.4 A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Collier County, Florida.

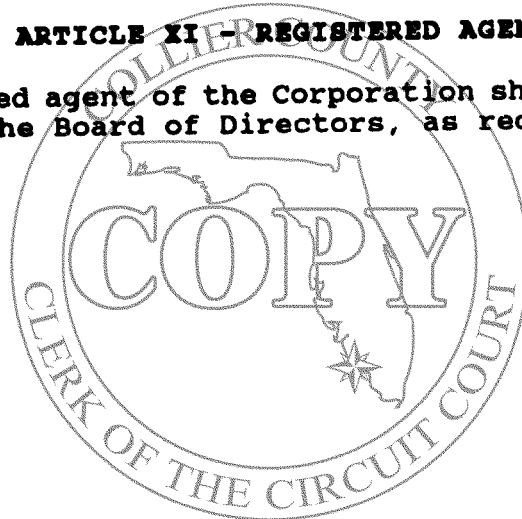
ARTICLE X - TERM

The term of the Corporation shall be perpetual.

ARTICLE XI - REGISTERED AGENT

The registered agent of the Corporation shall be selected from time to time by the Board of Directors, as required by law.

17182



AMENDED AND RESTATED BY-LAWS

OF

HIGH POINT COUNTRY CLUB, INC.

**SUBSTANTIAL REWORDING OF BY-LAWS
SEE CURRENT BY-LAWS FOR CURRENT TEXT**

1. **IDENTITY.** These are the Amended and Restated By-Laws (hereinafter "By-Laws") of HIGH POINT COUNTRY CLUB, INC., hereinafter referred to as the "Corporation," a corporation not-for-profit under the laws of Florida Statutes 617. All prior By-Laws are hereby revoked and superseded in their entirety.

1.1 **Office.** The office of the Corporation shall be at 1100 High Point Drive, Naples, Florida 34103 or such other location within Collier County as may from time to time be determined by the Board of Directors.

1.2 **Fiscal Year.** The fiscal year of the Corporation shall be April 1 to March 31, unless otherwise determined by the Board of Directors.

1.3 **Seal.** The seal of the Corporation shall be adopted and may be changed by the Board of Directors and shall bear the name or abbreviated name of the Corporation, the word "Florida," the year of establishment, and shall identify the Corporation as a not-for-profit corporation.

1.4 **Definitions.** All terms used in these By-Laws shall have the same meaning, to the extent applicable as set forth in the Articles of Incorporation, these By-Laws and the Florida Condominium Act (Chapter 718, Florida Statutes, 1997), all as amended from time to time.

1.4.1 "Apartment" or "Apartment Unit" shall have the same meaning as the term "unit" as defined in Chapter 718, Florida Statutes.

1.4.2 "Apartment Unit Owner" shall mean every owner of a dwelling unit within the thirteen Member Corporations of this Corporation.

1.4.3 "Assessment" shall mean any charges imposed by the Corporation on any or all Member Corporations including, but not limited to annual assessments and special assessments required for the payment of common expenses.

1.4.4 "Board of Directors" or "Board" shall mean

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and refer to the representative body which is responsible for the administration of the corporation.

1.4.5 "Common Expenses" shall mean and refer to that portion of expenditures for the maintenance and operation of the Corporation property and other services required or authorized to be performed by the Corporation.

1.4.6 "Governing Documents" shall mean and refer to the Articles of Incorporation, these By-Laws, and the Rules and Regulations promulgated pursuant thereto, all as filed and recorded and as may be amended from time to time.

1.4.7 "Member Corporations" and "Members" shall mean the thirteen condominium corporations as described in the Articles of Incorporation. Each condominium Corporation shall be a member of the High Point Country Club, Inc. The term "Member" may be interchangeably used with "Member Corporation."

1.4.8 "Neighborhood Documents" shall mean and refer to any of the governing documents of any Member Corporation.

1.4.9 "Voting Interests" shall mean the total number of apartment units in the Member Corporations.

1.4.10 Gender. The use of the term "he", "she", "his", "hers", "their", "theirs" and all other similar pronouns should be construed to include all genders and encompass the plural as well as the singular.

2. MEMBERS' MEETINGS

2.A Except as provided in Article 2.1 and 2.2 below, the following provisions shall apply to all meetings of the members.

2.1 Annual Meetings. Annual members' meetings shall be held at the office of the Corporation or such other convenient location as may be determined by the Board of Directors within the month of March of each year at a time to be determined by the Board of Directors for the purpose of transacting any business authorized to be transacted by the members.

2.2 Special Meetings. Special members' meetings shall be held whenever called by the President or the Vice-president in the absence of the President or by a majority of the Board of Directors and shall be called by the President when requested by written notice from a majority of the Member Corporations.

2.3 Notice of Members' Meetings. Notice of all members' meetings, stating the time, place and purpose(s) of meeting, shall be mailed or delivered by the Secretary to the representative of each Member Corporation as designated in Section 3.1, at least 14 days prior to any meeting. An officer of the Corporation or other person providing notice shall execute an affidavit of mailing per F.S. 718.112(2)(d)(2)(1997), as amended from time to time, which shall be retained in the official records of the Corporation as proof of such mailing. The notice of the meeting shall include an agenda for all known substantive matters to be discussed, or have such an agenda attached to it.

2.4 Voting Rights. There are a total of four hundred seventy-three (473) apartment units in the thirteen Member Corporations. At every meeting, the designated representative or substitute representative of each of the thirteen Member Corporations, as appointed per Section 3.1, shall be entitled to cast one vote for the Member Corporation represented; except for resolutions at annual or special meetings or resolutions covering the election of officers, adoption of the budget, adoption of amendments to By-Laws, or where specifically required by other sections of the By-Laws or Articles of Incorporation, each designated representative shall be entitled to cast one vote for each apartment unit in the Member Corporation represented. The total votes so tabulated shall be four hundred seventy-three (473). A majority of the votes cast, in person or by proxy, unless otherwise prescribed in the Articles of Incorporation or these By-Laws, shall be required to pass a resolution.

2.5 Quorum. A quorum for the transaction of business at any such meeting shall be present when a majority of the voting interests of the Corporation are represented in person or by proxy, but any meeting, though less than a quorum be present, may be adjourned to a future time.

2.6 Proxies. Votes may be cast in person or by proxy. Proxies shall be in writing, signed and dated and shall be valid only for the particular meeting designated therein or an adjournment thereof, but in no event for more than 90 days, and must be filed with the Corporation before the meeting, or adjournment thereof. Except as specifically otherwise provided by law, Member Corporations may not vote by general proxy, but may vote by limited proxies substantially conforming to a limited proxy form adopted by the Division of Florida Land Sales, Condominiums and Mobile Homes. Limited proxies and general proxies may be used to establish a quorum. Limited proxies shall be used for votes regarding reserves; for votes taken to waive financial statement requirements; for votes taken to amend the Articles of Incorporation or By-Laws; and for any other matter which F.S. 718 requires or permits a vote. General proxies may be used for other matters for which limited proxies are not required, and may also be

used in voting for non-substantive changes to items for which a limited proxy is required and given. An executed telegram or cablegram appearing to have been transmitted by the proxy giver, or a photographic, photostatic, facsimile or equivalent reproduction of a proxy is a sufficient proxy. Members may retroactively cure any alleged defect in a proxy by signing a statement ratifying the Member's intent to cast a proxy vote. The use of proxies is to be liberally construed.

2.7 Order of Business. The order of business at annual members' meetings and as far as applicable at all other members' meetings, shall be:

- (a) Call to order by the President;
- (b) At the discretion of the President, appointment by the President of a chairman of the meeting;
- (c) Call of the roll, certifying of proxies and determination of a quorum;
- (d) Proof of notice of the meeting or waiver of notice;
- (e) Disposal of unapproved minutes;
- (f) Reports of Officers;
- (g) Reports of Committees;
- (h) Unfinished business;
- (i) New business;
- (j) Adjournment.

3. BOARD OF DIRECTORS

3.1 Number, Term and Qualifications. The affairs of the Corporation shall be governed by a Board composed of thirteen Directors. Each Member Corporation shall appoint in writing a representative who may be the President of each Member Corporation or an apartment unit owner in the member corporation to serve on the Board of Directors of the Corporation. The Member Corporation may designate a person other than the President of the Member Corporation to serve on the Board, if designated in writing by the President of the Member Corporation. A substitute representative shall also be appointed to act for the member in the absence of the director-representative. The term of each Director's service shall extend until a successor is duly appointed and qualified or until

the Director is recalled in the manner provided in the Condominium Act, or resigns.

3.2 Removal. Any Director may be removed by the action of the board of directors of the member corporation which he or she represents.

3.3 Resignations. Any Director or other officer may resign his office at any time, such resignation to be in writing and to take effect from the time of its receipt by the Corporation, unless some time be fixed in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective.

3.4 Board Vacancies.

3.4.1 Directors. Vacancies occurring between the annual meetings of the members shall be filled by the appointment to the Board of Directors of a new representative of the respective Member Corporation whose seat was vacated.

3.5 Owner Participation in Board and Committee Meetings. Meetings of the Board of Directors and Committees (as defined in Chapter 718), at which a majority of the members of that committee are present, shall be open to all apartment unit owners, except as provided in Section 4.15 hereof. The right to attend such meetings includes the right to speak with reference to all designated agenda items provided, however, the Board may adopt reasonable rules governing the frequency, duration and manner of unit owner statements.

3.6 Presiding Officer. The presiding officer at Directors' meetings shall be the President, and in his absence, the Vice President shall preside. In the absence of the presiding officer, the Directors present shall designate one of their number to preside.

3.7 Director Compensation. Directors shall serve without pay but shall be entitled to reimbursement for expenses reasonably incurred when previously authorized.

4. Powers and Duties of the Board of Directors. All of the powers and duties of the Corporation existing under the Florida Corporation Statutes, the Condominium Act, the Articles of Incorporation, these By-Laws, and the Rules and Regulations of the Corporation, all as amended from time to time, shall be exercised exclusively by the Board of Directors, or its duly authorized agents, contractors, or employees subject only to the approval by the unit owners when such approval is specifically required. Such powers and duties of the Directors shall include, but shall not be limited to, the following:

AMENDED AND RESTATED BY-LAWS

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4.1 To exercise complete and exclusive control and management of the Corporation property including the use of the premises.

4.2 To adopt budgets and make and collect assessments against members to defray the costs of the Corporation.

4.3 To use the proceeds of assessments in the exercise of its powers and duties.

4.4 To maintain, preserve, repair, replace, and operate the Corporation property.

4.5 To enact rules and regulations concerning the use of the Corporation property, subject to any limitations contained in the Articles of Incorporation and these By-Laws.

4.6 To reconstruct Corporation property and improvements after casualty and to further improve the property.

4.7 To enforce by legal means the provisions of applicable laws and the Governing Documents, and to interpret said Governing Documents, as the final arbiter of their meaning.

4.8 To contract for the management of the Corporation property.

4.9 To carry insurance for the protection of the Members and the Corporation pursuant to requirements contained in Chapter 718, Florida Statutes, as amended from time to time.

4.10 To pay the cost of all utility services rendered to the Corporation and not billed to the Members.

4.11 To employ personnel and designate other officers to be paid a reasonable compensation and grant them such duties as seem appropriate for proper administration of the purposes of the Corporation.

4.12 To bring and defend suits, make and execute contracts, deeds, mortgages, notes, and other evidence of indebtedness, leases and other instruments by its officers and to purchase, own, lease convey and encumber real and personal property. To grant easements and licenses over the Corporation property necessary or desirable for proper operation of the Corporation property.

4.13 To enter into contracts for products and services. All contracts for the purchase, lease or renting of materials or equipment, or which are not to be fully performed within one year, and all contracts for services shall be in writing. As to any such

