

March 20, 2002

NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION
FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VILLAGE WALK HOMEOWNERS ASSOCIATION OF NAPLES, INC.

Pursuant to Section 617.1007, Florida Statutes, these Articles of Incorporation of Village Walk Homeowners Association of Naples, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on August 24, 1994, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1002, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these 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. The Amended and Restated Articles of Incorporation of Village Walk Homeowners Association of Naples, Inc., shall henceforth be as follows.

NAME. The name of the corporation is Village Walk Homeowners Association of Naples, Inc., sometimes hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE. The principal office of the corporation shall be 3200 Village Walk Circle, Suite 100 Naples, FL 34109.

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 homeowner's association which, subject to a Declaration of Covenants and Restrictions for Village Walk, originally recorded in the Public Records of Collier County, Florida, at O.R. Book 2037 at Page 1675 *et seq.*, 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 of Covenants and Restrictions for Village Walk and shall have all of the powers and authority reasonably necessary or appropriate to 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 fix, levy, collect and enforce payment by any lawful means all fines, 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 Properties or the corporation;

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(B) to make, amend and enforce reasonable Rules and Regulations governing the use of the Common Areas and the operation of the Association;

(C) to sue and be sued, and to enforce the provisions of the Declaration, these Articles, and the Bylaws of the Association;

(D) 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; any such contract may not exceed one (1) year, and must provide for termination by either party without cause and without payment of a termination fee on not more than ninety (90) days written notice.

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

(F) 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 the approval of the Voting Member Council shall have been obtained agreeing to such dedication, sale or transfer, as provided in paragraphs 4.7 and 4.8 of the Bylaws;

(G) with the prior approval of the Voting Member Council as provided in paragraphs 4.7 and 4.8 of the Bylaws, to borrow money and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

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

(I) subject to the prior approval of the Voting Member Council as provided in paragraph 2.10 of the Declaration, to acquire (by gift, purchase or otherwise) own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the corporation; and

(J) to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617 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.

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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 the Voting Interests. 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 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 upon petition of one-fourth (1/4) of the Voting Interests, and thereafter shall be submitted to a vote of the Members not later than the next annual meeting.

(B) Vote Required. Except as otherwise required by Florida law, these Articles of Incorporation may be amended if the proposed amendment is approved by at least a majority of the Voting Interests at any annual or special meeting.

(C) Amendment by Consent of Members. These Articles of Incorporation may also be amended by a majority of the Voting Interests consenting to same in writing without a meeting, provided the notice of any proposed amendment has been given to the Members of the Association and that the notice contains a fair statement of the proposed amendment. The consent of the Members to the amendment shall be evidenced by a writing(s) signed by the required number of Members and deposited with the Secretary of the Association. A certificate executed by the Secretary, acknowledging the receipt of the consent(s) shall be attached to the amendment.

(D) 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, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

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(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. The President and Vice-President shall be Members of the Association.

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 in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his 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 action was unlawful or had reasonable cause to believe his action was lawful.

(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 approves the 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.