

IMPORTANT NOTE: THIS DOCUMENT CONSTITUTES A SUBSTANTIAL REWORDING OF THE AMENDED AND RESTATED ARTICLES OF INCORPORATION. SEE PRIOR AMENDED AND RESTATED ARTICLES OF INCORPORATION, AS AMENDED, FOR CHANGES TO PRESENT TEXT.

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE PARKWAY CONDOMINIUM ASSOCIATION, INC.

These Second Amended and Restated Articles of Incorporation of The Parkway Condominium Association, Inc., a Florida not-for-profit corporation (the "Association"), are made effective this 8th day of December, 2018.

RECITALS:

WHEREAS, on December 9, 1995, the Amended and Restated Declaration of Condominium (inclusive of the Amended and Restated Articles of Incorporation and Amended and Restated By-Laws attached thereto as Exhibits) was recorded in Official Records Book 2694, Page 0053, in the Public Records of Lee County, Florida (the "Original Declaration"); and

WHEREAS, the Original Declaration, inclusive of the Amended and Restated Articles of Incorporation and Bylaws, was amended by that certain Amendment approved on December 7, 1996 and recorded in Official Records Book 2782, Page 2251; as amended by that certain Amendment recorded in Official Records Book 3202, Page 0801; and as further amended by that certain Amendment approved on April 20, 1998 and recorded in Official Records Book 04207, Page 0704 (Instrument no. 6157378), all in the Public Records of Lee County, Florida;

NOW, THEREFORE, this Second Amended Articles of Incorporation was approved by the affirmative vote of the proper percentage of members of the Association at a duly noticed Annual Members Meeting, at which quorum was present, held on December 8, 2018.

The undersigned, by these Second Amended and Restated Articles of Incorporation, associate ourselves together for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, pursuant to Chapters 617 and 718, Florida Statutes, and hereby certify as follows:

For purposes of these Second Amended and Restated Articles, the terms "Articles" or "Articles of Incorporation" means these Second Amended and Restated Articles, as amended from time to time.

ARTICLE I

The name of this corporation is: The Parkway Condominium Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Association."

ARTICLE II

The general purpose for which this Association is organized to be the "Association" (as defined in the Condominium Act (Chapter 718, Florida Statutes, as amended from time to time), for the operation of The Parkway Condominium, located in North Fort Myers, Lee County, Florida, created pursuant to the provisions of the Condominium Act, and as such Association, to operate and administer said condominium and carry out the functions and duties of said condominium, as set forth in the Declaration of Condominium establishing said condominium and exhibits attached to the original Declaration and all amendments to said Declaration and its exhibits and made a part of the Association's records.

ARTICLE III

All persons who are owners of condominium parcels within the condominium shall automatically be members of this corporation. Such membership shall automatically terminate when such person is no longer the owner of a condominium parcel. Membership in the corporation shall be limited to such condominium parcel owners.

Admission to and termination of membership shall be governed by the Declaration of Condominium that is filed for said Condominium among the Public Records of Lee County, Florida.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The principal officers of the corporation shall be a President, Vice President, Secretary and Treasurer.

The last two officers may be combined. The officers shall be elected from time to time, in the manner set forth in the By-Laws adopted by the Association.

ARTICLE VI

The affairs of the Association shall be managed and governed by a Board of Administrators composed of seven (7) members. The administrators shall be elected and have term limits as provided in the Declaration, the By-Laws and the Condominium Act.

ARTICLE VII

The By-Laws of the corporation shall be made and amended as provided therein.

ARTICLE VIII

These Articles of Incorporation may be amended by the affirmative vote of a majority of the members voting in person or proxy at a duly noticed and held meeting.

ARTICLE IX

The Association shall have all of the powers set forth in Florida Statute 617, all of the powers set forth in the Condominium Act, and all powers granted to it by the Declaration and Bylaws, which are made a part of the Association's records, including but not limited to the power to contract for the management of the condominium and recreational facilities.

ARTICLE X

There shall be no dividends paid to any of the members, nor shall any part of the income of the corporation be distributed to its Board of Administrators or officers.

The corporation is organized and operated solely for administrative and managerial purposes. It is not intended that the corporation show any net earnings, but no part of any net earnings that do occur shall inure to the benefit of any private member. If, in any taxable year, the net income of the corporation from all sources other than casualty insurance proceeds and other nonrecurring items exceed the sum of (1) total common expenses for which payment has been made or liability incurred within the taxable year, and (2) reasonable reserves for common expenses and other liabilities in the next succeeding taxable year, such excess shall be held by the corporation and used to reduce the amount of assessments that would otherwise be required in the following year. For such purposes, each unit owner will be credited with the portion of any excess that is proportionate to his interest in the common elements of the condominium.

This corporation shall issue no shares of stock of any kind thereof, as well as the number of members, shall be upon such terms and conditions as provided for in the Declaration and By-Laws. The voting rights of the owners of parcels in said condominium property shall be as set forth in the Declaration and By-Laws.

ARTICLE XI

The name and office address of the Registered Agent upon whom service of the Association may be effected is:

Robert A. Cooper, Esq.
Hahn Loeser & Parks LLP
2400 First Street, Suite 300
Fort Myers, FL 33901

The Registered Agent may be changed from time to time by the Board of Administrators of the Association.

ARTICLE XII

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every director/administrator, officer, volunteer and agent of the Association and person appointed to a committee of the Association by the Board from and against all expenses and liabilities, including attorneys' fees and costs, 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 or a person appointed to a committee of the Association by the Board. In the event of settlement, the right of indemnification shall not apply unless the Board approves 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, officer or committee member may be entitled, but such rights shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

A. Willful misconduct or a conscious disregard for the best interest 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, officer or committee member 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, officer or committee member derived an improper personal benefit.

D. Wrongful conduct by the director, officer or committee member, in a proceeding brought by or on behalf of the Association against said director/administrator, officer or committee member.

IN WITNESS WHEREOF, the President of The Parkway Condominium Association, Inc. has executed these Second Amended and Restated Articles of Incorporation effective as of the 8th day of December, 2018.

THE PARKWAY CONDOMINIUM ASSOCIATION, INC.

By: Krekel Green
Krekel Green, President

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 26 day of December, 2018, by Krekel Green, as President of The Parkway Condominium Association, Inc., a Florida not-for-profit corporation, on behalf of said corporation, who is (X) personally known to me or who has () produced _____ as identification.

Lee J. Van Tilburg
Notary Public

Printed Name

My Commission Expires:

8/3/2020

