

EXHIBIT "C"

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

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GATEWAY GREENS COMMUNITY ASSOCIATION, INC.**

Pursuant to Section 617.1007, Florida Statutes, these Articles of Incorporation of Gateway Greens Community Association, Inc., a Florida corporation not for profit, which was originally incorporated on February 8, 1988, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 671.1002, Florida Statutes, and there is no discrepancy between the corporation's current Articles of Incorporation 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. Any defined terms in the Amended and Restated Master Declaration of Covenants, Conditions and Restrictions for the corporation shall have the same meaning in these Articles. The Amended and Restated Articles of Incorporation of Gateway Greens Community Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation is Gateway Greens Community Association, Inc., sometimes hereinafter referred to as the "Association", which is a homeowner's association governed by Chapter 720, Florida Statutes, as the same is amended from time to time.

ARTICLE II

PRINCIPAL OFFICE: The principal office of the corporation or Association shall be c/o Alliant Property Management, LLC, 13831 Vector Avenue, Fort Myers, Florida 33907, or such other office as designated by the Board.

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 homeowners' association which, subject to the Declaration and General Protective Covenants for Gateway Greens Community originally recorded in the Public Records of Lee County, Florida, at Instrument No. 2018000141529 et seq., and as amended and restated of even date herewith (hereinafter, the "Declaration"), 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 and shall have all of the powers and authority

reasonably necessary or appropriate for the operation and regulation of a residential community, subject to said recorded Declaration, as it may from time to time be amended. The powers that the Association, as a corporation, shall have are as follows:

- (A) to have all of the powers reasonably necessary to implement its purposes including those set forth herein, and to do all of the acts required to be performed by it in accordance with the Declaration;
- (B) to hold funds solely and exclusively for the benefit of the Members for purpose set forth in these Articles;
- (C) to charge recipients for services rendered by the Association or users for use of Association Property or Common areas when such is deemed appropriate by the Board of Governors;
- (D) to pay taxes and other charges, if any, on or against property owned, leased, licensed or accepted by the Association;
- (E) to enforce by legal means the obligations of the Members of the Association, the provisions of the Declaration, and other provisions of the Association's Governing Documents;
- (F) to contract with governmental or quasi-governmental entities and Neighborhood Associations requiring maintenance and administration;
- (G) to fix, levy, collect and enforce payment by any lawful means all 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 property or the corporation;
- (H) to make, amend and enforce reasonable rules and regulations governing the use of Lots, Units, Homes, Common Areas and Association Property, and the operation of the Association;
- (I) to sue and be sued, and to enforce the provisions of the Declaration, the Articles, the Bylaws and the reasonable rules of the Association;
- (J) to contract for the management and maintenance of the Common Areas and Association Property 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 Governors or the membership of the Association;
- (K) to employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of Gateway Greens;

(L) 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 first approved by two-thirds (2/3rds) of the Association's voting interests at a duly called meeting of the membership.

(M) to borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts;

(N) to maintain, repair, replace and provide insurance for the Common Areas and Association Property;

(O) to acquire, (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the corporation; and

(P) to exercise any and all powers, rights and privileges which a corporation organized under Chapters 617 and 720 of 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 Declaration and Bylaws of the Association.

#### 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 a) three-fourths (3/4) of the Board of Governors; and three-fourths (3/4) of the total voting interests of the Association. 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 amend 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 shall be proposed by a majority of the Board or upon petition of one-fourth (1/4th) of the voting interests and 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 or as provided elsewhere in these Articles, these Articles of Incorporation may be amended if the proposed amendment is approved by the affirmative vote of at least a majority of the total voting interests in the Association.
- (C) Effective Date: An amendment shall become effective upon filing with the Florida Secretary of State and recording a certified copy in the Public Records of Lee 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 Governors consisting of the number of Governors determined by the Bylaws. Governors must be Members of the Association, or the spouse of a Member.
- (B) Governors of the Association shall be elected by the members and shall serve in the manner determined by the Bylaws. Governors may be removed and vacancies on the Board of Governors 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 Governors at its first meeting following the annual meeting of the members of the Association 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 Governor and every officer of the Association against all expenses and liabilities including attorney fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of his or her being or having been a Governor 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 Governor or officer had no reasonable cause to believe his or her action was unlawful.
- (C) A transaction from which the Governor or officer derived an improper personal benefit.
- (D) Wrongful conduct by Governors 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 Governors vote that the settlement is 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 Governor or officer may be entitled.

#### ARTICLE X

##### REGISTERED OFFICE AND REGISTERED AGENT:

The street address of the registered office of the Association is Adamczyk Law Firm, PLLC, 9130 Galleria Court, Suite 201, Naples, Florida 34109, and the registered agent of the Association at that address shall be Mark E. Adamczyk, Esq., or such other registered agent as designated by the Board.

IN WITNESS WHEREOF, the Association has hereunto affixed its signature, this \_\_\_ day of \_\_\_\_\_, 2023.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

The undersigned hereby accepts the designation of Registered Agent as set forth in Article X of these Articles of Incorporation, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.

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Mark E. Adamczyk, Esq.