

EXHIBIT I

CORKSCREW WOODLANDS ASSOCIATION, INC.

ARTICLES OF INCORPORATION

REVISED NOVEMBER 2011

**ARTICLES OF INCORPORATION
FOR
CORKSCREW WOODLANDS ASSOCIATION, INCORPORATED**

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EXHIBIT I

AMENDED AND RESTATED

ARTICLES OF INCORPORATION
FOR
CORKSCREW WOODLANDS ASSOCIATION,
INCORPORATED

INTRODUCTION

These amended and restated Articles of Incorporation contain substantial reorganization and rewording of the original Articles.

The undersigned subscribers by these Articles associate themselves for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, and hereby adopt the following Articles of Incorporation:

ARTICLE 1 NAME

The name of the corporation shall be **CORKSCREW WOODLANDS ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the By-Laws of the Association as the "By-Laws".

ARTICLE 2 PURPOSE

The purpose for which the Association is organized is to provide an entity for the operation of that certain Community located in Lee County, Florida, and known as **CORKSCREW WOODLANDS ASSOCIATION, INC.** (the Community).

ARTICLE 3 DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Covenants, Conditions and Restrictions to be recorded in the Public Records of Lee County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 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 and a Homeowners Association under the Laws of Florida that are not in conflict with the provisions of these Articles, the Declaration and the By-Laws. All funds and the title to 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 Declaration, these Articles and the By-Laws. The Association shall make no distribution of income to its Members, Directors or Officers.
- 4.2 ENUMERATION** – The Association shall have all the powers and duties as set forth in these Articles, the By-Laws and the Declaration and all of the powers and duties reasonably necessary to operate the Community pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the following:
- 4.2.1 MAKE AND COLLECT ASSESSMENTS** – To make and collect Assessments, Fees, Fines and other charges against Members as Unit Owners and their respective Units; and to use the proceeds thereof in the exercise of its powers and duties.
- 4.2.2 BUY, OWN, & OPERATE PROPERTY** – To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
- 4.2.3 MAINTAIN PROPERTY** – To maintain, repair, replace, reconstruct and add to the Community and other property acquired or leased by the Association.
- 4.2.4 PURCHASE INSURANCE** – To purchase insurance upon the Community and insurance for the protection of the Association, its Officers, Directors and Unit Owners.
- 4.2.5 MAKE RULES AND REGULATIONS** – To make and amend reasonable rules and regulations for the Association.
- 4.2.6 APPROVE OR DISAPPROVE TRANSFERS** – To approve or disapprove the leasing, transfer, ownership and possession of Units as provided by the Declaration.
- 4.2.7 ENFORCE DOCUMENTS** – To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the Rules and Regulations for the use of the Community.

4.2.8 CONTRACT FOR MANAGEMENT AND MAINTENANCE – To contract for the management and maintenance of the Community and to authorize a Management Agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals; collection of Assessments; preparation of records; enforcement of rules; and maintenance, repair and replacement of Common Elements with such funds as shall be made available by the Association for such purposes.

4.2.9 EMPLOY PERSONNEL – To employ personnel to perform the services required for the proper operation of the Community.

4.3 LIMITATION – The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration and the By-Laws.

ARTICLE 5 DIRECTORS

5.1 NUMBER – The property, business and affairs of the Association shall be managed by a Board consisting of the number of directors determined in the manner provided in the By-Laws, but which shall consist of not less than three (3) Directors.

5.2 DUTIES AND POWERS – All of the duties and powers of the Association existing under the laws of the State of Florida, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board, its agents, contractors or employees subject only to approval by the Members when such approval is specifically required.

5.3 ELECTION AND REMOVAL – Directors of the Association shall be elected at the Annual Meeting of the Members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided in the By-Laws.

5.4 CURRENT DIRECTORS – The names and addresses of the members of the current Board who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are available at the association business office.

PLEASE REFER TO FOLLOWING PAGE FOR CURRENT DIRECTORS

ARTICLE 6 OFFICERS

The affairs of the Association shall be administered by the Officers holding the positions designated in the By-Laws. The officers shall be elected by the Board at its first meeting following the Annual Meeting of the Members of the Association and shall serve at the pleasure of the Board. The By-Laws provide for the removal from office of Officers, for filling vacancies and for the duties of the Officers.

ARTICLE 7 MEMBERS

7.1 MEMBERSHIP – The Association shall have voting membership as follows:

Members shall be all Owners and shall be entitled to one vote per Unit owned. When more than one person holds an interest in any Unit, all such persons shall be Members. In the event that a Unit is owned by a Corporation or a similar entity, that entity shall designate one natural person as its voting representative. The vote for each Unit shall be exercised as such Members may determine among themselves, but in no event shall more than one vote be cast with respect to any Unit.

7.1.1 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 of the Unit for which that share is held.

7.1.2 VOTING – There shall be only one vote for each Unit which shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

7.2 MEETINGS – The By-Laws shall provide for an Annual Meeting of Members and may make provision for Regular and Special Meetings of Members other than the Annual Meeting.

ARTICLE 8 INDEMNIFICATION

8.1 INDEMNITY – The Association shall indemnify any Directors, Officers or Committee Members, who were or are a party or are threatened to be made a party to any pending or contemplated action, suit, proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a Director, employee, Officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually

and reasonably incurred by him or her in connection with such action, suit or proceeding, unless: [a] a court of competent jurisdiction determined, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful ; and [b] such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of “nolo contendere” or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

- 8.2 EXPENSES** – To the extent that a Director, Officer or Committee Member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of a claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys’ fees and appellate attorneys’ fees) actually and reasonably incurred by him in connection therewith. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, Employee or Agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.
- 8.3 MISCELLANEOUS** – The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of Members or otherwise; shall continue as to a person who has ceased to be a Director, Officer or Committee Member to the benefit of the heirs and personal representatives of such person.
- 8.4 INSURANCE** – The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee Member, employee or agent of the Association, or is or was serving, at the request of the Association, as a Director, Officer, Committee Member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

8.25 LIMITATION – Anything to the contrary herein notwithstanding, the provisions of this Article 8 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE 9 TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 10 REGISTERED OFFICE AND AGENT

Pavese Law Firm
Christopher J. Shield, Esq.
1833 Hendry Street
Ft. Myers, FL. 33901

ARTICLE 11 BY-LAWS

The By-Laws of the Association shall be approved by the Members and adopted by the Board and may be altered, amended or rescinded in the manner provided in the By-Laws.

ARTICLE 12 AMENDMENTS

Amendments to this Document shall be made in accordance with the following:

12.1 PROPOSAL – An amendment may be proposed by either a majority of the Board or ten percent (10%) of the Membership of the Association. Any proposal to amend existing Articles shall contain the full text of the Articles 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 preceding the proposed amendment saying “substantial rewording of Articles.”

~~**CORKSCREW WOODLANDS ASSOCIATION, INC.**~~

~~**REGISTERED AGENT:**~~

~~Christopher J. Shields, Esq. Of The Law Firm:~~

~~Pavese, Haverfield, Dalton, Harrison & Jensen, L.L.P.
1833 Hendry Street
Fort Myers, FL 33901~~

