

EXHIBIT “B”

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

NAPLES LAKES COUNTRY CLUB
HOMEOWNERS ASSOCIATION, INC.

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

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF NAPLES LAKES COUNTRY CLUB HOMEOWNERS ASSOCIATION, INC.

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of NAPLES LAKES COUNTRY CLUB HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.0201 (4), 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 617.0201(4), Florida Statutes, and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of NAPLES LAKES COUNTRY CLUB HOMEOWNERS ASSOCIATION, INC. shall henceforth be as follows:

ARTICLE I NAME AND ADDRESS

The name of the Corporation is NAPLES LAKES COUNTRY CLUB HOMEOWNERS ASSOCIATION, INC. (the "Association"), a Florida corporation not-for-profit, and its address is 4784 Inverness Club Drive, Naples, Florida 34112.

ARTICLE II PURPOSE AND POWERS

A. The Association is organized to carry out the duties and obligations and receive the benefits given the Association by the Declaration of Covenants, Conditions and Restrictions of Naples Lakes Country Club ("Declaration") dated September 8, 1999 and duly recorded October 5, 1999 in Official Records Book 2598, at page 2100 *et. seq.*, Public Records of Collier County, Florida, as said Declaration may be amended from time to time, for the use, benefit and enjoyment of the owners within the Naples Lakes community.

B. The Association shall have all of the common law and statutory powers of a corporation not-for-profit under Florida law and any other powers necessary and proper for the governance and operation as the Association, including the powers set forth in the Declaration, except as expressly prohibited, limited or modified by these Articles, the Declaration, or Chapter 720, Florida Statutes.

C. The Association shall operate and maintain the surface water management system located in the Community, as permitted by the South Florida Water Management System District, including, but not limited to, operating and maintaining all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances. If the Association is ever dissolved, the property comprising the surface water management system shall be conveyed to an appropriate agency of the local government and, if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

D. The Association shall exist on a non-stock basis as a corporation not-for-profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association.

ARTICLE III DEFINITIONS

The definitions contained in the Declaration are incorporated into these Articles of Incorporation and made a part hereof, unless specified to the contrary herein.

ARTICLE IV DIRECTORS AND OFFICERS

The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws.

A. Directors of the Association shall be elected by the Unit Owners 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.

B. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors after the annual meeting of the Members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE V AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

A. Amendments to these Articles may be proposed by a majority of the Board or by written petition specifying the terms of the amendment signed by at least ten percent (10%) of the Members.

B. Properly proposed amendments to these Articles shall be submitted to a vote of the Members following the voting procedures outlined in the Bylaws not later than the next Annual Meeting.

C. Unless otherwise required by law, adoption of amendments to these Articles shall require approval by two-thirds (2/3) vote of the Members present at any duly convened membership meeting.

D. Written notice of any proposed amendment to these Articles, including a fair statement of the proposed amendment, must be provided to the Members at least thirty (30) days prior to the date of voting.

E. An amendment shall become effective upon proper filing with the Secretary of State and recording in the Public Records of Collier County, Florida.

ARTICLE VI INDEMNIFICATION

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director, officer and volunteer of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding whether civil or criminal (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director, officer or volunteer of the Association.

A. The foregoing right of indemnification 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:

1. 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.

2. Violation of criminal law, unless the person seeking indemnification had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

3. A transaction from which the person seeking indemnification derived an improper personal benefit.

4. Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Association or a member.

B. In the event of a settlement, the right to indemnification is subject to the finding by at least a majority of the disinterested Directors that the settlement is in the best interest of the Association.

C. 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.

CERTIFICATE

The undersigned, being the duly elected and acting President of NAPLES LAKES COUNTRY CLUB HOMEOWNERS ASSOCIATION, INC., hereby certifies that the foregoing were duly proposed by the Board of Directors acting upon a majority vote at a meeting called for that purpose. The undersigned further certifies that the foregoing were approved by the affirmative vote of not less than two-thirds (2/3) of the voting interests at a Special Meeting of the Association held on the 22nd day of September, 2010, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said vote is sufficient for their amendment. The foregoing both amend and restate the amended Articles of Incorporation in their entirety.

Executed this _____ day of November, 2010.

**NAPLES LAKES COUNTRY CLUB
HOMEOWNERS ASSOCIATION,
INC.**

Signature of Witness #1

By: _____
Jay Whalen, President

Print name of Witness #1

Signature of Witness #2

Print name of Witness #2

STATE OF FLORIDA
COUNTY OF COLLIER

I hereby certify that on the _____ day of November, 2010, personally appeared before me Jay Whalen, as President of NAPLES LAKES COUNTRY CLUB HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation, who executed the foregoing certificate in the name and on behalf of said corporation. He is well known to me or did show _____ as identification, and did not take an oath.

Signature of Notary Public

Print name of Notary Public (SEAL)