

744800

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THE LAW OFFICES OF
LOBECK & HANSON

PROFESSIONAL ASSOCIATION

CONDOMINIUM
COOPERATIVE AND
COMMUNITY
ASSOCIATIONS

PERSONAL INJURY
FAMILY LAW
ESTATES AND TRUSTS
CRIMINAL DEFENSE
CIVIL LITIGATION

February 28, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

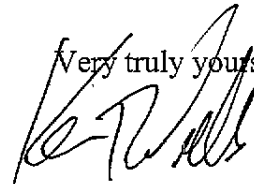
Re: Certificate of Amendment
Wildewood Springs II Condominium Association, Inc.

Dear Sir or Madam:

Please file the enclosed original Certificate of Amendment and attached Amended and Restated Articles of Incorporation for the above-referenced corporation and a check in the amount of \$35.00 for the filing fee.

Thank you for your assistance in this matter.

Very truly yours,


Kevin T. Wells

KTW/dw
Enclosure

FILED
00 MAR 27 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated Art.

V. SHEPARD MAR 30 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 13, 2000

KEVIN T. WELLS
2033 MAIN STREET, STE. 301
SARASOTA, FL 34237

SUBJECT: WILDEWOOD SPRINGS II CONDOMINIUM ASSOCIATION, INC.
Ref. Number: 744800

We have received your document for WILDEWOOD SPRINGS II CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 200A00013805

RECEIVED
MARCH 27 AM 9:16
DIVISION OF CORPORATIONS

DANIEL J. LOBECK
MARK A. HANSON
KEVIN T. WELLS

2033 MAIN STREET, SUITE 301
SARASOTA, FL 34237
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CRIMINAL DEFENSE
CIVIL LITIGATION

March 23, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

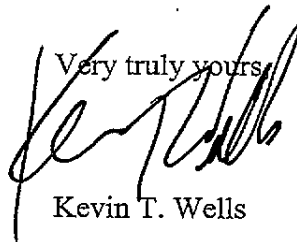
Re: Certificate of Amendment
Wildewood Springs II Condominium Association, Inc.

Dear Sir or Madam:

As requested, enclosed is a Statement of Change of Registered Agent and Registered Office signed by the registered agent. Also enclosed is the original Certificate of Amendment and attached Amended and Restated Articles of Incorporation for the above-referenced corporation and a copy of the Department's letter of March 13, 2000 for filing.

Thank you for your assistance in this matter.

Very truly yours,



Kevin T. Wells

KTW/dw
Enclosure

CERTIFICATE OF AMENDMENT

AMENDED AND RESTATED

**ARTICLES OF INCORPORATION
WILDEWOOD SPRINGS II CONDOMINIUM ASSOCIATION, INC.**

FILED
00 MAR 27 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We hereby certify that the attached Amended and Restated Articles of Incorporation of Wildewood Springs II Condominium Association, Inc. ("the Association"), a Florida corporation not-for-profit, were adopted at a Special Meeting of the Association held on January 19, 2000, by the affirmative vote of not less than seventy-five (75%) percent of all members of the Association and upon proposal and approval by not less than seventy-five (75%) percent of the entire membership of the Board of Directors which is sufficient for adoption under Article 9.1(b) of the Articles of Incorporation of the Association.

DATED this 14 day of FEBRUARY, 2000.

Signed, sealed and
delivered in the presence of:

WILDEWOOD SPRINGS II
CONDOMINIUM ASSOCIATION, INC.

sign: Robert Wiebusch

By: Doug Schuler
Doug Schuler, President

print: ROBERT WIEBUSCH

sign: Antoinette Rizzo

print: ANTOINETTE RIZZO

(Corporate Seal)

Signed, sealed and
delivered in the presence of:

sign: Robert Wiebusch

Attest: David Hodge
David Hodge, Secretary

print: ROBERT WIEBUSCH

sign: Antoinette Rizzo

print: ANTOINETTE RIZZO

Prepared by Kevin T. Wells, Esq.
& Return to: Lobeck & Hanson, P.A.
2033 Main St., Suite 301
Sarasota, FL 34237

STATE OF FLORIDA

COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 14th day February 2000, by Doug Schuler as President of Wildewood Springs II Condominium Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or ~~has produced~~ as identification.

NOTARY PUBLIC

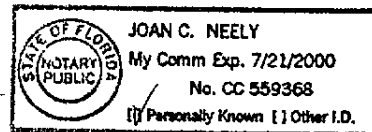
Sign: Joan C. Neely

Print: JOAN C. NEELY
State of Florida at Large (Seal)

My Commission expires: 7/21/2000

STATE OF FLORIDA

COUNTY OF Sarasota



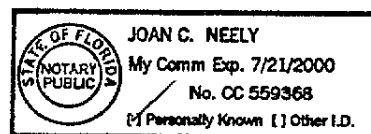
The foregoing instrument was acknowledged before me this 14th day February 2000, by David Hodge as Secretary of Wildewood Springs II Condominium Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or ~~has produced~~ as identification.

NOTARY PUBLIC

Sign: Joan C. Neely

Print: JOAN C. NEELY
State of Florida at Large (Seal)

My Commission expires: 7/21/2000



AMENDED AND RESTATED

ARTICLES OF INCORPORATION

WILDEWOOD SPRINGS II CONDOMINIUM ASSOCIATION, INC.

*[Substantial rewording of Articles of Incorporation.
See existing Articles of Incorporation for present text.]*

ARTICLE I. NAME AND ADDRESS

1.1 Name. The name of the corporation shall be Wildewood Springs II Condominium Association, Inc. (herein, "the Association"). The original Articles of Incorporation were filed with the Florida Department of State on November 2, 1978 and were recorded in the Public Records of Manatee County, Florida at Official Records Book 954, Page 1828 et seq.

1.2 Address. The street address of the principal office of the Association shall be 2055 Wood Street, Sarasota, Florida 34237, or as otherwise determined from time to time by the Association Board of Directors.

ARTICLE II. PURPOSE

2.1 Purpose. The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, as it may be amended from time to time (herein, "the Condominium Act"), for the operation of Wildewood Springs II, a Condominium (herein, "the Condominium"), located in Manatee County, Florida.

2.2 Distribution of Income. The Association shall be organized as a Florida corporation not for profit and as such shall make no distribution of income to its members, directors, or officers.

ARTICLE III. POWERS

3.1 Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not for profit, not in conflict with the terms of these Articles of Incorporation or the Condominium Act.

3.2 Specific Powers. The Association shall have all the powers and duties set forth in the Condominium Act, except as limited by these Articles of Incorporation and

the Declaration of Condominium of Wildewood Springs II, a Condominium (herein, "the Declaration"), and all the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, as it may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments against members as unit owners to defray the cost, expenses and losses of the Association, and to make special assessments or charges against individual members as unit owners for unpaid fines or for maintenance or repair which is the responsibility of the unit owner.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To maintain, repair, replace and operate the condominium property, which shall include the irrevocable right of access to each unit during reasonable hours when necessary for the maintenance, repair or replacement of any common elements or any portion of the unit to be maintained by the Association pursuant to the Declaration or as necessary to prevent damage to the common elements or a unit or units.

(d) To purchase insurance upon the condominium property, and insurance for the protection of the Association and its members as unit owners.

(e) To reconstruct the improvements after casualty and further improve the property.

(f) To make and amend reasonable rules regarding the use and occupancy of the units and the common elements of the Condominium.

(g) To approve or disapprove the transfer, mortgage, sale and lease of units in the Condominium.

(h) To enforce by legal means the provisions of the Condominium Act, the Declaration, these Articles, the Association Bylaws and the Association rules.

(i) To levy fines for violation of the provisions of the Declaration, these Articles, the Association Bylaws and the Association rules for the use of the property in the Condominium, in the manner set forth in the Bylaws and rules.

(j) To contract for the management, operation, maintenance, repair and replacement of the condominium property or any portion thereof. However, any such contract shall not be in conflict with the powers and duties of the Association or the rights of unit owners as provided in the Condominium Act, the Declaration, these Articles and the Association Bylaws and Association rules.

(k) To employ personnel for reasonable compensation to perform the services required for the proper administration and operation of the Condominium.

(l) To pay taxes and assessments which are liens against any part of the Condominium, other than any individual unit not owned by the Association, and the appurtenances thereto, and to assess the same against the unit and the owner of the unit which is subject to such liens.

(m) To enter into agreements whereby the Association acquires leasehold memberships and other possessory or use interest in lands or facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation, or other use benefits of the unit owners.

(n) To purchase a unit or units in the Condominium in accordance with the provisions of the Declaration and to hold, lease, mortgage and convey the same.

(o) To enter into agreements for construction of recreation facilities, buildings, master television antenna systems and other amenities or facilities for the benefit of the unit owners and to borrow money for the purpose of carrying out that construction and to mortgage, lease, or otherwise provide security for the repayment of those funds.

3.3 Assets Held in Trust. All funds and the title of all properties acquired by the Association and the proceeds thereof shall be held in trust for the members, in accordance with the provisions of the Declaration, these Articles and the Association Bylaws.

3.4 Limitation on Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the laws of the State of Florida, the Declaration, these Articles and the Association Bylaws.

ARTICLE IV. MEMBERS

4.1 Members. The members of the Association shall consist of all of the record owners of units in the Condominium and after termination of the Condominium shall consist of those who are members at the time of the termination and their successors and assigns.

4.2 Change of Membership. After receiving the approval of the Association required by the Declaration, change of membership in the Association shall be established by the recording in the Public Records of Manatee County, Florida, a deed or other instrument establishing a change of record title to a unit in the Condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thereby becomes a member of the Association and the membership of the prior owner is thereby terminated.

4.3 Limitation on Transfer of Shares of Assets. 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 to the member's unit.

4.4 Voting. The owner of each unit shall be entitled to one vote as a member of the Association, except there shall be no vote for any unit owned by the Association. The manner of exercising voting rights shall be determined by the Declaration, these Articles and the Association Bylaws.

ARTICLE V. DIRECTORS

The affairs of the Association shall be managed by a Board of Directors, which shall be elected as provided in the Bylaws. Only members of the Association shall be eligible to serve as Directors.

ARTICLE VI. OFFICERS

6.1 Officers. The affairs of the Association shall be administered by officers designated in the Association Bylaws.

6.2 Election of Officers. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association and shall serve at the pleasure of the Board of Directors.

ARTICLE VII. INDEMNIFICATION

7.1 Indemnification. Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed in connection with any proceeding or the settlement of any proceeding to which the Director or officer may be a party, or in which he or she may become involved by reason of being, or having been, a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful and wanton misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

7.2 Insurance. The Board of Directors may purchase liability insurance to insure Directors, officers and agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the members of the Association as a common expense.

ARTICLE VIII. AMENDMENTS

8.1 Amendments. Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

- (a) The text of a proposed amendment shall be included in or with the notice of any meeting at which a proposed amendment is considered.
- (b) An amendment may be proposed either by the Board of Directors or by members who call a special meeting of the Association in the manner provided in the Bylaws.
- (c) Except as elsewhere provided, approval of a proposed amendment must be by not less than a majority vote of the Board of Directors and by not less than a majority of the entire membership of the Association.

8.2 Alternative. In the alternative, an amendment may be made by an agreement signed and acknowledged by all of the record owners of the units in the manner required for the execution of a deed.

8.3 Limitation on Amendments. No amendment shall make any change in the qualifications for membership nor the voting rights of the members.

8.4 Effective Date. An amendment to the Articles of Incorporation shall be effective upon being filed with the Florida Secretary of State. Any such amendment shall also be recorded in the Public Records of Manatee County, Florida.

ARTICLE IX. TERM

The term of the Association shall be perpetual.

ARTICLE X. SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

Frank Buskirk	3801 Cortez Rd., Bradenton, FL 33507
Roy L. Reed	3801 Cortez Rd., Bradenton, FL 33507
Howard S. Adams	3801 Cortez Rd., Bradenton, FL 33507

ARTICLE XI. REGISTERED OFFICE AND AGENT

The registered office of the Association, until otherwise determined by the Board of Directors, shall be 2055 Wood Street, Sarasota, Florida 34237 and the registered agent of the Association at that office, until otherwise determined by the Board of Directors, shall be Robert Wiebusch.

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. If further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Robert Wiebusch
Robert Wiebusch, Manager

March 21, 2000
(Date)