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(Requestor's Name)

Tree Lakes Association
2215 73rd Street East
Palmetto, FL 34221

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

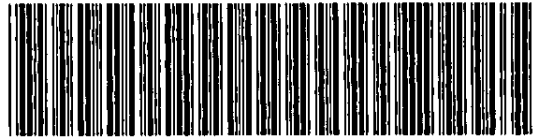
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TALLAHASSEE, FLORIDA

*Paul P. Kent
6/17/13*

CERTIFICATE OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

TREE LAKES ASSOCIATION, INC.

We hereby certify that the attached Amended and Restated Articles of Incorporation were approved and adopted at a Meeting of the Association membership held on April 11, 2013, by not less than sixty-six and two-thirds percent of the entire membership of the Board of Directors and not less than a majority of the entire membership, which is sufficient for adoption pursuant to Article 14 of the Articles of Incorporation.

DATED this 29 day of May, 2013.

Signed, sealed and delivered
in the presence of:

sign: Dennis E. Hoelsbeck

print: DENNIS E. HOELSBECK

sign: Charles J. Heist

print: Charles J Heist

TREE LAKES ASSOCIATION, INC.

By:

Richard Judkins, President
Richard Judkins, President

Signed, sealed and delivered
in the presence of:

sign: Evelyn Northrup

print: Evelyn Northrup

sign: James Northrup

print: JAMES NORTHUP

By:

Betty MacPherson
Betty MacPherson, Secretary

(Corporate Seal)



STATE OF FL
COUNTY OF manatee

The foregoing instrument was acknowledged before me this 29 day of may, 2013, by Richard Judkins as President of Tree Lakes Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced personally known as identification.

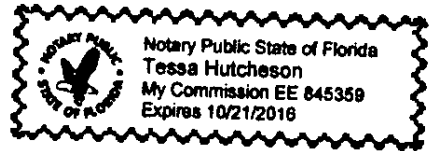
NOTARY PUBLIC

sign Tessa Hutcheson

print Tessa Hutcheson

State of Florida at Large (Seal)

My Commission expires:



STATE OF FL
COUNTY OF manatee

The foregoing instrument was acknowledged before me this 29 day of may, 2013, by Betty MacPherson as Secretary of Tree Lakes Association, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced personally known as identification.

NOTARY PUBLIC

sign Tessa Hutcheson

print Tessa Hutcheson

State of Florida at Large (Seal)

My Commission expires:

Prepared by: Jeremy V. Anderson, Esq.
2033 Main Street, Suite 403
Sarasota, FL 34237



AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
TREE LAKES ASSOCIATION, INC.
Adopted by Membership, April 11, 2013

FILED
13 JUN 11 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1
NAME

The name of the Corporation shall be TREE LAKES ASSOCIATION, INC. For convenience, the Corporation shall be referred to in this instrument as the "Corporation" or the "Association." These Articles of Incorporation shall be referred to in this instrument as the "Articles," and the By-Laws of the Corporation or Association as the "By-Laws."

ARTICLE 2
PURPOSE

The purpose for which the Corporation is organized is to provide an entity pursuant to the Florida Cooperative Act (the "Act") Chapter 719, Florida Statutes for the operation, management, and administration of the Association and TREE LAKES RESORT, a Cooperative, hereinafter referred to as the "Cooperative," which is to be situated upon the lands legally described herein.

ARTICLE 3
IDENTIFICATION AND COOPERATIVE BOUNDARIES

3.1 The Cooperative units and all other improvements constructed on the Cooperative property and the phase development plan are set forth in detail in Exhibit "B" entitled "Plot Plan, Survey and Graphic Descriptions," attached hereto and made a part hereof. Each Cooperative unit is described on the record plat in such a manner that there can be determined therefrom the identification, location, and dimensions of such unit and the common areas of the Cooperative. Each unit is identified by a number or letter or combination thereof as shown on the record plat so that no unit bears the same designation as any other unit.

3.2 Unit Boundaries. Each unit shall include that part of the Cooperative Property consisting of the space bounded by the vertical projection of the respective unit boundary as shown on the record plat attached hereto and shall include the property running from the plane of the ground as may exist to a plane parallel to the ground and eighteen (18)

feet above said ground. Nothing shall be placed upon the unit which shall exceed eighteen (18) feet in height unless first approved in writing by the Board of Directors except as mandated by Manatee County.

ARTICLE 4 **DEFINITIONS**

The terms used in these Articles shall have the same definitions and meaning as those set forth in the By-Laws of the Cooperative and the Proprietary Lease unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 5 **POWERS**

The powers of the Corporation shall include and be governed by the following:

5.1 General. The Corporation shall have all of the common-law and statutory powers of a Corporation not for profit under the laws of Florida that are not in conflict with the provisions of these Articles or of the Act.

5.2 Enumeration. The Corporation shall have all the powers and duties set forth in the Act except as limited by these Articles and the By-Laws of the Corporation, and all of the powers and duties reasonably necessary to operate the Cooperative pursuant to the By-Laws and as they may be amended from time to time, including, but not limited to, the following:

- a. To make and collect assessment and other charges against members as owners and to use the proceeds thereof in the exercise of its powers and duties.
- b. To buy, own, operate, lease, sell, mortgage, and trade both real and personal property as may be necessary or convenient in the administration of the Cooperative.
- c. To maintain, repair, replace, reconstruct, add to, and operate the Cooperative and other property acquired or leased by the Corporation for the use by unit owners.
- d. To purchase insurance upon the Cooperative and insurance for the protection of the Corporation, its officers, directors, and members as unit owners, and such other parties as the Corporation may determine is in the best interest of the Corporation.
- e. To make and amend reasonable rules and regulations for the maintenance, conservation, and use of the Cooperative and for the health, comfort, safety, and welfare of the unit owners.
- f. To approve or disapprove the leasing, transfer, and possession of a unit as may be provided by the By-Laws and the Proprietary Leases.

- g. To enforce by legal means the provisions of the Act, these Articles, the By-Laws, the Proprietary Leases and the rules and regulations for the use of the Cooperative.
- h. To contract for the management of the Cooperative, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Corporation, except (1) those which require specific approval of the Board of Directors or the membership of the Corporation, (2) those which are incapable of being delegated as same may be contrary to the By-Laws of the Cooperative (3) those which are contrary to the Statutes of the State of Florida, and (4) wherein a delegation is a power and duty which by its very nature is a decision or fiduciary responsibility to be made by the Board of Directors and is therefore not susceptible to delegation.
- i. To employ personnel to perform the services required for proper operation of the Cooperative.

5.3 Assets of the Corporation. All funds and the titles of all properties acquired by the Corporation and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of these Articles and the By-Laws.

5.4 Limitation. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of these Articles and the By-Laws.

ARTICLE 6

PROPRIETARY LEASES AND MEMBERSHIP CERTIFICATES

6.1 Pursuant to the By-Laws of the Corporation, the Board of Directors shall adopt a form of Proprietary Lease to be issued by the Corporation for the leasing of all units in the Cooperative to be leased to members under Proprietary Leases. The Board of Directors shall allocate to each unit to be leased under a Proprietary Lease one (1) membership certificate of the Corporation which must be owned by the Proprietary Lessee thereof. The ownership of said Proprietary Lease and the accompanying membership certificate pursuant to the By-Laws of the Corporation shall entitle the holder thereof to occupancy of the unit as specified in the Proprietary Lease subject to the covenants and agreement contained in such Proprietary Lease.

ARTICLE 7

MEMBERS

7.1 Membership. The members of the Corporation shall consist of all of the record owners of Proprietary Leases and appurtenant membership certificates in the Cooperative; and, after termination of the Cooperative, if same shall occur, the members of the Corporation shall consist of those who are members at the time of termination and their successors or assigns. Membership shall be established by the acquisition of ownership of a Proprietary Lease and an appurtenant membership certificate to a unit in

the Cooperative, whether by assignment, conveyance devise, judicial decree, or otherwise subject to the provisions of these Articles and the By-Laws, and by the issuance of a membership certificate to the member and recordation in the Public Records of Manatee County, Florida, of the Proprietary Lease or a memorandum of Proprietary Lease owned by the member establishing the acquisition and designation of the unit affected thereby and by delivery to the Corporation of a true copy; of such Proprietary Lease. The new owner designated in such Proprietary Lease and appurtenant membership certificate shall thereupon become a member of the Corporation and the membership of the prior owner as to the unit designated shall be terminated. An original owner of a Proprietary Lease for a unit shall be issued a Proprietary Lease in the form as designated by the Corporation; however, all subsequent owners shall own said Proprietary Lease by virtue of an assignment of Proprietary Lease on a form approved and designated by the Corporation or, in the alternative, at the discretion of Corporation, the originally issued Proprietary Lease shall be cancelled of record and a new Proprietary Lease shall be issued to the new owner and a memorandum of Proprietary Lease shall be recorded in the Public Records of Manatee County, Florida, as hereinbefore described. The foregoing provisions for assignment or conveyance shall be subject to the terms and conditions of the Proprietary Lease and these Articles and the By-Laws.

7.2 Assignment. The equity share of a member in the funds and assets of the Corporation and its common surplus and membership in the Corporation, cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to the Cooperative for which that share is represented by duly assigning the Proprietary Lease and its accompanying membership certificate for the particular unit.

7.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each unit owned, which vote shall be exercised or cast in the manner provided by the By-Laws. Any person or entity owning more than one (1) unit shall be entitled to one (1) vote for each unit owned. Holders of unsold certificates shall be entitled to one (1) vote for each unsold membership certificate.

7.4 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 **TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

ARTICLE 9 **OFFICERS**

The affairs of the Corporation shall be administered by the officers designated below and as set out in the By-Laws. The officers shall be elected by the Board of Directors of the

Corporation at its first meeting following the annual meeting of the members of the Corporation, and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, the filling of vacancies, and for the duties of the officers.

ARTICLE 10 **DIRECTORS**

10.1 Number and Qualification. The property, business, and affairs of the Corporation shall be managed by a Board consisting of the number of directors determined by the By-Laws, but which shall consist of not less than five (5) directors.

10.2 Duties and Powers. All of the duties and powers of the Corporation existing under the Act, these Articles, and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by unit owners when that is specifically required.

10.3 Election; Removal. Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws and as provided by law.

ARTICLE 11 **INDEMNIFICATION**

11.1 Indemnity. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, employee, officer, or agent of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement of actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interest of the Corporation; and, with respect to any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit is brought shall determine, upon application the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. 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 reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful.

11.2 Expenses. To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 11.1 above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

11.3 Approval. Any indemnification under Section 11.1 above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 11.1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by a majority of the members.

11.4 Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

11.5 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 a By-Law, agreement, vote of members, or otherwise, both as to action in his official capacity while holding such office, and shall continue to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

11.6 Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE 12
BY-LAWS

The By-Laws of the Corporation may be altered, amended, or rescinded by the directors and members in the manner provided by the By-Laws. The Amended and Restated By-Laws shall be attached hereto.

ARTICLE 13
AMENDMENTS

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

13.1 Notice. Notice of the subject matter of a proposed amendment to be considered.

13.2 Adoption. A resolution for the adoption of a proposed amendment shall be proposed only by a majority of the Board of Directors. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that approval is delivered to the Secretary at or prior to the meeting. The approvals must be either: (a) Not less than sixty-six and two-thirds percent (66 2/3%) of the entire membership of the Board of Directors and not less than a majority of the votes of the entire membership of the Corporation; or (b) By not less than seventy-five percent (75%) of the votes of the entire membership of the Corporation.

13.3 Limitation. Unless approved in writing by all members and with the joinder of all institutional lenders holding liens upon units, no amendment to these Articles shall change or alter: (a) membership qualifications; (b) membership voting rights; (c) the property rights of the members; or, (d) Sections 5.3 and 5.4 of Article 5 of these Articles.

13.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Manatee County, Florida.

ARTICLE 14
LIABILITY OF MEMBERS

The private property of the members shall not be subject to the payment of Corporation debts.

ARTICLE 15
ADDRESS

The principal place of business of the Corporation shall be located at 2215 73rd Street East, Palmetto, Florida, 34221, but the Corporation may maintain offices and transact

business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE 16
REGISTERED OFFICE ADDRESS
AND NAME OF REGISTERED AGENT

The registered office of this Corporation shall be located at 2215 73rd Street East, Palmetto, Florida, 34221, and the registered agent of the Corporation shall be the law offices of Lobeck & Hanson, P.A., located at 2033 Main Street, Suite 403, Sarasota, FL, 34237. The Board may change the registered office and the registered agent of the Corporation from time to time without amendment to these Articles.

ARTICLE 17
HOUSING FOR OLDER PERSONS

17.1 It is the purpose and intent of this provision to enable the Association and Tree Lakes Resort to qualify under the Fair Housing Amendment Act of 1988 as an exempt community of primarily older persons, and this provision shall be liberally construed to that end.

17.2 No unit may be occupied by any person who is not a member of a household in which there is at least one (1) member of the household actually living in the unit as that person's principal place of dwelling, which member of the household is at least fifty-five (55) years of age.

17.3 The Board of Directors is empowered to take all reasonable actions useful to impose, collect, and expend funds for, and provide, or arrange for provision of significant facilities within the common areas and services within the Cooperative specifically designed to meet the physical or social needs of older persons, as contemplated by the Fair Housing Act and the regulations promulgated thereunder, as they may from time to time be amended.

17.4 The Association shall publish and adhere to policies and procedures which demonstrate an intent by the Association to provide housing for persons fifty-five (55) years of age or older including, but not limited to, application of the restrictions contained in this Article.

17.5 In the event there is a change in the occupants of a unit for any reason whatsoever so that there is no longer at least one (1) occupant who is at least fifty-five (55) years of age or older, the owner, and occupant, if not the owner, shall immediately notify the Association of the change in writing.