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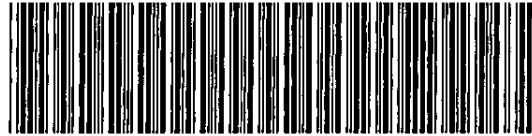
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¹ OF COUNSEL

April 13, 2007

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

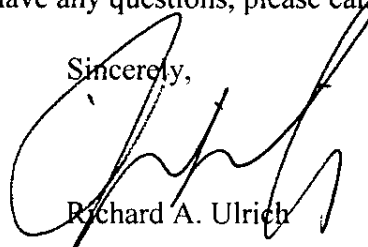
**Re: Certificate of Articles of Restatement
Arielle on Palmer Ranch Section I Condominium Association, Inc.**

Dear Sir or Madam:

Enclosed please find the original *Certificate of Articles of Restatement for Arielle on Palmer Ranch Section I Condominium Association, Inc.* Also enclosed is our firm check payable to Florida Department of State in the amount of \$43.75 for the filing fee (\$35.00) and to obtain a certified copy of the amendment (\$8.75).

If you should need anything further or have any questions, please call

Sincerely,



Richard A. Ulrich

RAU:lcr

Enclosures

cc: Client

**RESTATED ARTICLES OF INCORPORATION
OF
ARIELLE ON PALMER RANCH SECTION I CONDOMINIUM ASSOCIATION, INC.**

This is to certify that the Articles of Restatement of Arielle on Palmer Ranch Section I Condominium Association, Inc., a Florida not for profit corporation, document number N04000007335, duly adopted by the board of directors of the corporation, are hereinafter set forth.

**RESTATED ARTICLES OF INCORPORATION OF
ARIELLE ON PALMER RANCH CONDOMINIUM ASSOCIATION, INC.**

ARTICLE I

NAME: The name of the corporation, herein called the "Association," shall be Arielle on Palmer Ranch Condominium Association, Inc., and its address is 6945 Prosperity Circle, Sarasota, Florida 34238.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Arielle on Palmer Ranch Sections I, II, III, and IV, each a Condominium (collectively the "Condominiums"), located in Sarasota County, Florida. The Association is organized and shall exist 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. For the accomplishment of its purposes the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida and of a condominium association under the Florida Condominium Act, except as expressly limited or modified by the Governing Documents; and it shall have all of the powers and duties reasonably necessary to operate the condominiums pursuant to the Governing Documents as they may hereafter be amended, including but not limited to the following:

- (A) To make and collect assessments against members of the separate Condominiums to defray the costs, expenses and losses of the specific condominiums, and to use the funds in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the condominium property and association property.
- (C) To purchase insurance for the protection of the Association and its members.
- (D) To repair and reconstruct improvements after casualty, and to make further improvements of the condominium property.

- (E) To make, amend, and enforce reasonable rules and regulations in the manner set forth in the Bylaws and subject to any limitations in the Declaration of Condominium.
- (F) To approve or disapprove the transfer, leasing and occupancy of Units, as provided in the Declaration of Condominium.
- (G) To enforce the provisions of the Condominium Act and the Governing Documents.
- (H) To contract for the management and maintenance of the condominium and the condominium property, and to delegate any powers and duties of the Association in the connection therewith except such as are specifically required by law or by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- (J) To borrow money as necessary to perform its other functions hereunder.
- (K) To grant, modify or move any easement in the manner provided in the Declaration of Condominium.
- (L) To sue or to be sued.
- (M) To acquire, own, lease or convey real and personal property.

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 Governing Documents. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the condominium property, including any property or easements and related improvements that are dedicated to the Association by plat, shall be transferred and accepted by an entity that is acceptable to any applicable governmental authorities, prior to such termination, dissolution or liquidation.

ARTICLE III

MEMBERSHIP:

- (A) The members of the Association shall be the record owners of a fee simple interest in one or more Units in the Condominiums, as further provided in the Bylaws.
- (B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his Unit.

- (C) On all matters upon which the membership shall be entitled to vote, unless otherwise provided in the respective Declarations of Condominium of each respective member, there shall be only one (1) vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning two (2) or more Units shall be entitled to one vote for each Unit owned.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

BYLAWS: The Bylaws of the Association may be adopted by the Board of Directors and thereafter altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors specified in the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.
- (B) Directors shall be elected by the members in the manner set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors 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 each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE VII

INITIAL DIRECTORS: The initial Directors of the Association were:

Edwin D. Stackhouse
c/o Pulte Home Corporation
9148 Bonita Beach Road, Suite 102
Bonita Springs, FL 34135

W. Michael Meeks
c/o Pulte Home Corporation
9148 Bonita Beach Road, Suite 102
Bonita Springs, FL 34135

Laura Ray
c/o Pulte Home Corporation
9148 Bonita Beach Road, Suite 102
Bonita Springs, FL 34135

The initial officers were as follows:

Edwin D. Stackhouse - President
W. Michael Meeks - Vice President
Laura Ray - Secretary/Treasurer

ARTICLE VIII

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

- (A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by a written petition to the Board, signed by at least one-fourth (1/4th) of the voting interests of the Association.
- (B) Vote Required. A proposed amendment shall be adopted if it is approved by at least two-thirds (2/3rds) of the voting interests in the Association.
- (C) Certificate; Recording. An amendment shall become effective upon filing with the Department of State and recording the amendment in the Public Records of Sarasota County, Florida.

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every director and every officer of the Association against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on him 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 director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his or her actions or omissions to act were material to the cause adjudicated and involved.

- (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 director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being 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 Director or officer may be entitled.

ARTICLE X

INCORPORATOR: The name and address of the original Incorporator was:

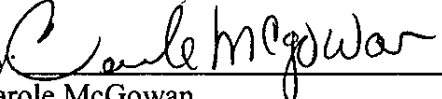
Edwin D. Stackhouse
c/o Pulte Home Corporation
9148 Bonita Beach Road, Suite 102
Bonita Springs, FL 34135

ARTICLE XI

INITIAL REGISTERED AGENT AND REGISTERED OFFICE: The initial Registered Office of the Association and the name and address of its Registered Agent shall be as designated by the Board of Directors.

The Association may change its registered agent and registered agent address from time to time by resolution of the Board of Directors of the Association.

ARIELLE ON PALMER RANCH
SECTION I CONDOMINIUM
ASSOCIATION, INC.

By: 
Carole McGowan
Its President

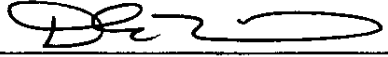
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT FOR ARIELLE ON PALMER RANCH CONDOMINIUM ASSOCIATION, INC.

Having been named to accept service of process for the above stated corporation, at Advanced Management of SW Florida, Inc., Douglas E. Wilson, President, 9031 Town Center Parkway, Bradenton, Florida 34202, the undersigned hereby acknowledges and accepts the

appointment and agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agent.

Dated: 3-27-07

Advanced Management of SW Florida, Inc.

By: 
Douglas E. Wilson, President

CERTIFICATE OF ARTICLES OF RESTATEMENT

ARIELLE ON PALMER RANCH SECTION I CONDOMINIUM ASSOCIATION, INC.

This is to certify that the Articles Of Restatement of Arielle on Palmer Ranch Section I Condominium Association, Inc., which are attached to this certificate, restate the association's articles of incorporation, and that:

1. the Articles Of Restatement does contain amendments to the articles requiring member approval, and was submitted to the members for approval in its entirety; that the Articles Of Restatement was adopted at a duly called meeting of the members on February 8, 2007, and that the number of votes cast for approval of the Articles Of Restatement was sufficient for approval;
2. that the board of directors of the association duly adopted the restatement.

IN WITNESS WHEREOF, the Association has caused this certificate to be executed by its president this 21 MARCH 2007.

Arielle on Palmer Ranch Section I
Condominium Association, Inc.

By: Carole McGowan
Carole McGowan
President

(SEAL)

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing was acknowledged before me this 21ST DAY OF MARCH 2007 by Carole McGowan, President of Arielle on Palmer Ranch Section I Condominium Association, Inc., a Florida not for profit corporation, on behalf of said corporation, [☒] who is personally known to me or [] who has produced _____, as identification.

L. Chris Ruhl
Notary Public
Print Name: L. CHRIS RUHL
My Commission Expires: 11/15/07

