

No 7000006259

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

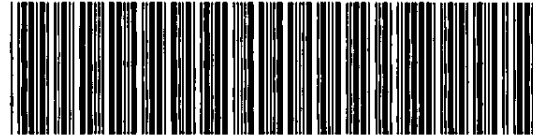
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100258366921

04/21/14--01043--019 **35.00

14 APR 21 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

C. LEWIS

APR 29 2014

EXAMINER



WESTERMAN
WHITE
ZETROUER, P.A.
Attorneys & Counselors at Law

146 2nd St. N., Suite 100
St. Petersburg, FL 33701

Telephone: 727/329-8956
Facsimile: 727/329-8960
www.wwz-law.com

Marielle E. Westerman, Esq.
mwesterman@wwz-law.com

Alexandra O. White, Esq.
awhite@wwz-law.com

Shannon L. Zetrouer, Esq.
szetrouer@wwz-law.com

April 16, 2014

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

VIA US REGULAR MAIL

RE: Harbor Ridge of Palm Harbor Homeowners Association, Inc.

Dear Sir/Madam:

Enclosed please find the following:

1. Certificate of Amendment to the Articles of Incorporation of Harbor Ridge of Palm Harbor Homeowners Association, Inc., with the text of the Amended and Restated Articles of Incorporation;
2. Articles of Merger;
3. A check to cover the cost of filing fees for \$35.00 for the Certificate of Amendment to the Articles of Incorporation of Harbor Ridge of Palm Harbor Homeowners Association, Inc.;
4. A check to cover the cost of filing fees for \$35.00 for the Articles of Merger for the "Surviving Corporation", Harbor Ridge of Palm Harbor Homeowners Association, Inc.;
and
5. A check to cover the cost of filing fees for \$35.00 for the Articles of Merger for the "Dissolving Corporation", Harbor Ridge of Palm Harbor, Phase II Homeowners Association, Inc.

N1300000 7999

Please file the Certificate and Amended and Restated Articles of Incorporation of Harbor Ridge of Palm Harbor Homeowners Association, Inc. along with the Articles of Merger.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



Kimberly B. Cook, Esq.

KBC/jh
Enclosures as stated

146 2nd St. N., Suite 100, St. Petersburg, FL 33701
Telephone: 727/329-8956 Facsimile: 727/329-8960 www.wwz-law.com

Marielle E. Westerman, Esq.
mwesterman@wwz-law.com

Alexandra O. White, Esq.
awhite@wwz-law.com

Shannon L. Zetrouer, Esq.
szetrouer@wwz-law.com

AMENDED AND RESTATED

CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
HARBOR RIDGE OF PALM HARBOR HOMEOWNERS ASSOCIATION, INC.

NO 7000006259

The undersigned officers of Harbor Ridge of Palm Harbor Homeowners Association, Inc., the corporation in charge of the operation and control of Harbor Ridge of Palm Harbor Homeowners Association, Inc., according to the Declaration of Covenants, Conditions and Restrictions thereof as recorded in Official Records Book 16579, Page 355 et seq., of the Public Records of Pinellas County, Florida, hereby certify that the following attached Amended and Restated Articles of Incorporation was proposed and approved by majority vote of the Board of Directors at a board meeting held on 12-2-13, and approved by vote of not less than two-thirds of the entire membership at the membership meeting held on 12-2-13. The undersigned further certify that the amendment was proposed and approved in accordance with the applicable law.

IN WITNESS WHEREOF, Harbor Ridge of Palm Harbor Homeowners Association, Inc. has caused this Certificate to be executed in its name on 12-16, 2013.

Witness

By: Annette J. Noffz
(name, typed or printed)

Harbor Ridge of Palm Harbor Homeowners Association, Inc.

By: [Signature] PRESIDENT
Signature

Witness

Signature: Annette J. Noffz

GEORGE C. ZUTES, PRES.
(name, typed or printed)
President

Witness

By: Kathy Horner
(name, typed or printed)

ATTEST: [Signature]
By: [Signature]
Signature

Witness

Signature: KATHY HORNER

DAVID C. NORTON, SEC/TRES.
(name, typed or printed)
Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

Sworn to or affirmed and signed before me on 12/16, 2013 by GEORGE C. ZUTES
(president, name of person making statement).

Personally Known
 Produced Identification
Type of Identification
Driver License

Produced

Kathy Horner
(Signature of Notary Public- State of Florida)

KATHY HORNER
(Print, Type, or Stamp Commissioned Name of Notary Public)



APPROVED AND FILED
14 APR 21 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

14 APR 21 AM 11:14

SECRETARY OF STATE
STATE OF FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
HARBOR RIDGE OF PALM HARBOR HOMEOWNERS ASSOCIATION, INC.

ND700006259

Pursuant to the provisions of Section 617.1007, Florida Statutes, Harbor Ridge of Palm Harbor Homeowners Association, Inc., a Florida not-for-profit corporation, whose original Articles of Incorporation were filed by the Florida Department of State on June 22, 2007, by resolution duly adopted by its board of directors, and as approved by a vote of no less than two-thirds of the membership, and in accordance with applicable law hereby adopts the following Restated Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is Harbor Ridge of Palm Harbor Homeowners Association, Inc., a Florida corporation not for profit, (hereinafter called the 'Association' in these Articles.)

ARTICLE II
DEFINITIONS

The definitions set out in the Declaration of Covenants, Conditions and Restrictions of Harbor Ridge of Palm Harbor recorded May 8, 2009 at Official Records Book 16579, Pages 355 et seq., Public Records of Pinellas County, Florida (hereinafter referred to as the "Original Declaration") and the definitions set out in the Declaration of Covenants, Conditions and Restrictions of Harbor Ridge of Palm Harbor, Phase II recorded 3-4-14, at Official Records Book 18327, Pages 495 et seq., Public Records of Pinellas County, Florida (hereinafter referred to as the "Phase II Declaration") are hereby incorporated by reference. To the extent any word used herein has more than one definition assigned to it by the Original Declaration and the Phase II Declaration, both definitions shall be given full effect.

ARTICLE III
OFFICE AND REGISTERED AGENT

This Association's principal office and registered office is 325 South Boulevard, Tampa, Florida 33606, Hillsborough County, Florida, and its registered agent is Judith L. James, who maintains a business office at 325 South Boulevard, Tampa, Florida 33606. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE IV
PURPOSE

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of all common areas and other residence Lots (hereinafter the term 'Lot' shall have the meaning set forth in the Original Declaration and Phase II Declaration as applicable and as burdening the subject land) within the certain tract of land as described in the Original Declaration and the certain tract of land as described in the Phase II Declaration.

ARTICLE V
POWERS

Without limitation this Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association set forth in the Original Declaration and the Phase II Declaration as they may be amended from time to time as set forth respectively therein, said Original Declaration and Phase II Declaration being incorporated herein as if set forth in full.

(b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, grant easements upon and over, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs, specifically including the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Original Declaration and the Phase II Declaration respectively; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property; and contract for services, such as to provide for operation and maintenance of facilities including surface water management system facilities.

(e) Borrowing. Borrow money and, with the approval of two-thirds of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(f) Dedications. With the approval of three-fourths of the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as seventy-five percent (75%) of the members determine.

(g) Mergers. With the approval of a majority of the members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes.

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots, Common Area, and Corporate Property consistent with the rights and duties established by the Original Declaration and Phase II Declaration respectively as well as these Articles.

(i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Original Declaration or Phase II Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted.

(j) Enforcement. To enforce by legal means the obligations of the members of the corporation; the provisions of the Original Declaration and Phase II Declaration respectively, and the provisions of a dedication or conveyance of the Corporate Property to the corporation with respect to the use and maintenance thereof; to sue and be sued.

ARTICLE VI MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Original Declaration or the Phase II Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Original Declaration and Phase II Declaration respectively, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by conveyance of title of a Lot.

ARTICLE VII VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. So long as there is Class B membership, Class A Members shall be all Owners, except the Declarant as defined in the Original Declaration and the Phase II Declaration as

applicable and burdening the subject land (hereinafter "Declarant"), and shall be entitled to one vote for each Lot owned. Upon termination of Class B membership, Class A Members shall be all Owners, including Declarant so long as Declarant is an Owner, and each Owner shall be entitled to one vote for each Lot owned. If more than one (1) person owns an interest in any Lot, all such persons are Members; but there may be only one (1) vote cast with respect to such Lot. Such vote may be exercised as the Owners determine among themselves; but no split vote is permitted.

Class B. The Class B Member shall be the Declarant and as long as there is a Class B voting membership the Declarant shall be entitled to nine (9) votes for each Lot owned. Class B membership shall cease and be converted to Class A membership and any Class B Lots then subject to the terms of this Declaration shall become Class A Lots upon the happening of any of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, including Class B votes for any Property annexed or planned for annexation by Declarant,

(b) on the anniversary date ten years from the date when the first Lot is conveyed to an individual purchaser, or

(c) on a date when the Declarant shall record notice terminating its Class B membership status.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, but at all times it must be an odd number of three or more but not to exceed five (5). The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one year. Before any such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by ballot. Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association members.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Name:	David C. Norton
	George Zutes
	Sonia Bermudez

Address: 46 W. Lemon Street
Tarpon Springs, Florida 34689

ARTICLE IX
INCORPORATOR

The name and residence of the incorporator is:

NAME: Judith L. James
ADDRESS: 325 South Boulevard
Tampa, Florida 33606

ARTICLE X
DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets including the control or right of access to the property containing the surface water management system facilities, must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however may any assets inure to the benefit of any member or other private individual.

ARTICLE XI
DURATION

This Association exists perpetually.

ARTICLE XII
BY-LAWS

This Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be altered, amended, or rescinded with the approval of a majority of each class of members, except as to those provisions for Amendment to the By-Laws which are provided in the Original Declaration and the Phase II Declaration respectively in which case those provisions shall control such Amendments.

APPROVED
AND
FILED

14 APR 21 AM 11:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE XIII
AMENDMENTS**

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of two thirds (2/3) of the entire membership, except as to those provisions for Amendment which are provided in the Original Declaration and the Phase II Declaration respectively in which case those provisions shall control such Amendments.

**ARTICLE XIV
INTERPRETATION**

Express reference is made to the Original Declaration and the Phase II Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Original Declaration and the Phase II Declaration respectively have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporators intend its provisions to be consistent with the provisions of the respective Declarations and to be interpreted, construed, and applied with those of the Original Declaration and the Phase II Declaration to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, the undersigned officers of the corporation have executed these Amended and Restated Articles of Incorporation on the 16 day of DEC., 2013.

Harbor Ridge of Palm Harbor Homeowners Association, Inc.

By: [Signature] PRESIDENT

GEORGE C. ZUTES, PRES
(name, typed or printed)
President

By: [Signature] Sec.

DAVID C. NORTON, SEC.
(name, typed or printed)
Secretary