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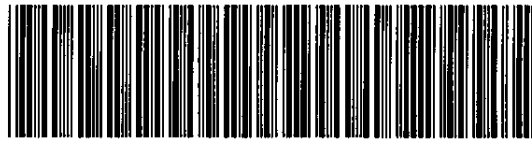
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THE LAW OFFICES OF
LOBECK & HANSON

PROFESSIONAL ASSOCIATION

CONDOMINIUM
COOPERATIVE AND
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FAMILY LAW
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ESTATES AND TRUSTS
*FLORIDA SUPREME COURT
CERTIFIED MEDIATOR

November 22, 2006

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

Re: Certificate of Amendment
Longwood Run Community Association, Inc.

To whom it may concern:

Please find enclosed an original Certificate of Amendment and attached Amendment to the 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,


Daniel J. Lobeck

DJL/pft
Enclosure

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LONGWOOD RUN COMMUNITY ASSOCIATION, INC.
a not-for profit Florida corporation

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

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The membership of LONGWOOD RUN COMMUNITY ASSOCIATION, INC., a Corporation Not For Profit under the laws of the State of Florida, does hereby adopt the following as amendments to the Articles of Incorporation:

ARTICLE 1.
NAME AND PRINCIPAL OFFICE

The name of this corporation is: **LONGWOOD RUN COMMUNITY ASSOCIATION, INC.** (herein, the "Association"). The principal office and street address of the Association shall be 2831 Ringling Boulevard, Suite 218F, Sarasota, Florida 342237. The Association's Board of Directors may change the principal office and street address of the Association from time to time as it determines to be in the interests of the Association. The original Articles of Incorporation of the Association were filed with the Department of State on March 4, 1985, Charter Number N07935, and are recorded at Official Records Book 1784, Page 0753 et seq. of the Public Records of Sarasota County, Florida.

ARTICLE 2.
PURPOSES

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purposes of the Association include without limitation the following:

2.1 Health, Safety and Welfare. To promote the health, safety and welfare of the property owners in that certain Planned Unit Development in Sarasota County, Florida known as **LONGWOOD RUN** (herein, the "Properties"); and

2.2 Properties. To own, acquire, operate, improve, alter, repair and maintain certain streets, roads, security, lighting and recreation facilities, all for the benefit of the owners of the Properties, including but not limited to: lakes, docks, open spaces, streets, equestrian trails, paths and footways, buildings, structures and personal properties incident thereto (herein, the "Common Properties"); and

2.3 Assessments. To fix annual and special assessments or charges to be levied against the Properties and/or the owners of any part or parcel within the Properties; and

2.4 Enforcement. To enforce the Declaration of Master Covenants and Restrictions for Longwood Run originally recorded at Official Records Book 1784, Page 0722 et seq. of the Public Records of Sarasota County, Florida, as amended from time to time (herein, the "Declaration") and any and all rules and regulations and other agreements applicable thereto; and

2.5 Taxes. To pay taxes, if any, and insurance on the Properties, Common Properties and any other portions of the Properties provided for in the recorded Declaration and to purchase other insurance policies with reasonable deductibles as deemed appropriate by the Association's Board of Directors; and

2.6 Obligations. To perform those obligations of the designated Property Owners Association not being performed by other members associations within this Development under the Resolution No. 84-164; and

2.7 Miscellaneous. Insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of the Properties.

ARTICLE 3. POWERS

The powers of the Association shall include without limitation the following:

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 under Chapters 617 and 720, Florida Statutes, as amended from time to time, not in conflict with the terms of these Articles of Incorporation, the Bylaws or the Declaration.

3.2 Specific Powers. The Association shall have all the powers and duties set forth in the Declaration in addition to all of the powers and duties reasonably necessary to own, operate, maintain, repair and replace the Properties, Common Properties and to provide such services as are required for the benefit of the Owners of Lots or Dwelling Units contained in the Properties from time to time including, but not limited to, the following:

A. To establish, amend, levy and assess, and collect such annual or special assessments as may be necessary to operate the Association and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate in the discretion of the Board of Directors.

B. To purchase insurance upon the Properties and Common Properties and for the protection of the Association and its Members;

C. To reconstruct improvements after casualty and to make additional improvements to the Properties and Common Properties;

D. To promulgate and amend reasonable regulations respecting the use of the Common Properties, the Lots, Dwelling Units, and all the Properties;

E. To enforce by legal means the provisions of Declaration, these Articles, the Bylaws and the Rules and Regulations of the Association;

F. To contract for the management of the Properties and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration or state law to have approval of the Board of Directors or the Membership of the Association;

G. To contract for the management and operation of portions of the Properties susceptible to separate management or operation, and to lease such portions;

H. To employ personnel to perform the services required for proper operation of the Properties; and

I. To contract with public or private utility companies for purposes of providing utility services to the Properties and private companies for private television and services.

3.3 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration, these Articles, the Bylaws and Chapters 617 and 720, Florida Statutes.

ARTICLE 4. MEMBERSHIP

4.1 Membership. Each Neighborhood Association shall be a Member of the Association. At the recording of this Amended and Restated Articles of Incorporation, the Neighborhood Association Members are as follows:

- 1) Longwood Run Subdivision Association, Inc.
- 2) Griffon Woods Association, Inc.
- 3) Magnolia Place Association, Inc.
- 4) Callista Village Association, Inc.
- 5) Del Sol Village Association, Inc.
- 6) Riviera Club Village Homeowners Association, Inc.; and
- 7) Longwood Villas of Sarasota, Inc. (Tivoli).

B. Owner Member. There are no Owner Members of the Association.

4.2 Interest in Common Properties. The interest of any Member in the Common Properties or in the funds and assets of the Association cannot be conveyed, assigned,

mortgaged, hypothecated or transferred in any manner, except as authorized by the Declaration, these Articles, or the Bylaws.

4.3 Additional Membership Categories. The Bylaws may provide for additional membership categories, which categories shall not have any voting privileges. The term "Member" or "Membership" as used in the Declaration, the Bylaws or these Articles shall not apply to any such additional membership categories. The Bylaws shall provide for the rights and obligations of any additional membership categories.

**ARTICLE 5.
TERM**

This Association shall have perpetual existence.

**ARTICLE 6.
THE SUBSCRIBERS**

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

Robert Borel-Saladin	4401 Mangrove Place Sarasota, Florida 33581
Piero Rivolta	215 Robin Drive Sarasota, Florida 33577
Stephen D. Rees	2041 Main Street Sarasota, Florida 33577

**ARTICLE 7.
OFFICERS**

The executive officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer. The Association's Board of Directors may appoint such assistant officers as it determines necessary to manage the affairs and operation of the Association. The Board of Directors shall elect officers as provided in the Bylaws.

**ARTICLE 8.
BOARD OF DIRECTORS**

The business and affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) persons nor more than eleven (11), with the exact number to be stated in the Bylaws.

**ARTICLE 9.
BYLAWS**

The Bylaws of the Association may be amended in the manner provided in the Bylaws.

**ARTICLE 10.
AMENDMENT**

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

10.1 Proposal. A proposal for an amendment to these Articles of Incorporation may be made by the Board of Directors of the Association at any meeting of the Board. A proposal may also be made upon the written request of not less than twenty-five (25%) percent of the votes of all the Representatives of Members. Notice of the subject matter of any proposed amendment shall be included in or with the notice of the members at which the amendment is to be proposed and considered.

10.2 Approval. The approval of a proposed amendment to these Articles shall require the affirmative vote of not less than two-thirds (2/3rds) of the votes of the Representatives of the Members present (in person or by proxy) and voting at a membership meeting. A copy of each amendment shall be filed with the Florida Secretary of State and recorded in the Public Records of Sarasota County, Florida, along with a Certificate of Amendment. No such amendment may materially affect or interfere with the rights of Owners or lienors.

**ARTICLE 11.
VOTING RIGHTS**

11.1 Voting Rights.

A. Each Member (as defined in Article 4 of these Articles of Incorporation) shall be entitled to one vote. No Owners shall have any right to be present at or to vote or act at any meeting, unless the person is specifically invited by the Board.

B. Each president of a Neighborhood Association, or another officer or director thereof with the President's proxy, shall be the Director of the Association for that Neighborhood Association and that Neighborhood Association's Representative at all membership meetings.

C. A Representative or Director shall cast only one (1) vote on all matters, except voting on increases in the Association's annual budget in excess of 15% over the prior year's budget in which case the Representative or Director shall be entitled to vote the number of votes equal to the number of Lots, Dwelling Units, and Property Units in that Neighborhood.

11.2 Longwood Run.

A. The Developer developed upon a portion of the Properties a multi-staged, planned community to be known as Longwood Run. Land areas within the Properties were designated as a Neighborhood from time to time by the Developer.

B. "Neighborhood Association" means a Florida corporation not-for-profit: (i) responsible for administering one or more condominiums which may be created in Longwood Run; or (ii) responsible for operating non-condominium "Neighborhoods" and non-condominium dwelling units and/or Lots, the owners of which are members of the Neighborhood Association.

C. "Neighborhood" means any portion of the Properties designated by the Developer as a Neighborhood based on product types and phasing of the development, each of which may or may not be administered by a Neighborhood Association depending on the existence of common areas within a Neighborhood not owned by this Association.

D. "Neighborhood Declaration" means: (i) the Declaration of Condominium by which a particular condominium in Longwood Run is submitted to the condominium form of ownership and all amendments thereto; or (ii) a land use document recorded in the Public Records of Sarasota County and all amendments thereto which establishes that the Owners of non-condominium Dwelling Units and/or Lots within portions of the Properties are members of a Neighborhood Association and whereby certain covenants and use restrictions have been impressed upon portions of that Neighborhood.

ARTICLE 12. ADDITIONS TO PROPERTIES

Additions to the Properties may be made only in accordance with the provisions of the Declaration or any other recorded covenants and restrictions applicable to the Properties. Such additions, when properly made under the Declaration or other applicable covenants and restrictions, shall extend the jurisdiction, functions, duties and membership of this Association to such properties.

ARTICLE 13. MERGER AND CONSOLIDATIONS

Subject to the provisions of the Declaration or any other recorded covenants and restrictions applicable to the Properties, and to the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, according to the manner and procedure provided by state law.

ARTICLE 14.
DEDICATION OF PROPERTIES OR TRANSFER
OF FUNCTION TO PUBLIC AGENCY OR UTILITY

The Association shall have power to dispose of its real properties as authorized by state law and/or in the Declaration.

ARTICLE 15.
DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Association which shall require the consent of two-thirds (2/3) of the members of each class (or their representatives) of membership, the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No such disposition of the Association's properties shall be effective to divest or diminish any right or title vested in any Member under the recorded covenants and deeds applicable to the Properties unless made in accordance with the provisions of such covenants and deeds.

ARTICLE 16.
INDEMNIFICATION

The Association will indemnify and hold harmless any Director or officer made a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceedings as follows:

A. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his or her capacity as Director, officer, or agent if the person served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, whether for negotiation, trial, or appellate work, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable believe that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director, officer or agent did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he or she had reasonable grounds for belief that such action was unlawful.

B. By or in the right of the Association to procure a judgment in its favor by reason of his or her being or having been a Director or officer of the Association, or by reason of his or her being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Association, against the reasonable expenses, including attorney's fees, whether for negotiation, trial, or appellate work, actually and necessarily incurred by him or her in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his or her duty to the Association unless, and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

C. The Board of Directors shall exclusively determine whether amounts for which a Director, officer or agent seeks indemnification were properly incurred and whether such Director, officer or agent acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties or interested person to such action, suit or proceeding.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

E. Should any aspect of this indemnification be determined to exceed the maximum indemnification allowed by law, then this indemnification shall not be void but shall be interpreted to conform to the maximum extent or indemnification allowed by law.

ARTICLE 17. DEFINITIONS

All terms used in these Article of Incorporation shall have the same meanings as stated in Article 1 of the Declaration.

ARTICLE 18. PRIORITY OF DOCUMENTS

In the event of a conflict, the governing documents of the Association shall take priority in the following order: (1) Declaration; (2) Articles of Incorporation; (3) Bylaws; and (4) Rules and Regulations.

CERTIFICATE OF AMENDMENT

**ARTICLES OF INCORPORATION
LONGWOOD RUN COMMUNITY ASSOCIATION, INC.**

We hereby certify that the attached Amended and Restated Articles of Incorporation of Longwood Run Community Association, Inc. (herein, "the Association"), was approved at a Special Meeting of Longwood Run Community Association, Inc. held on August 17, 2006, by not less than two-thirds (2/3) of the entire Association Board of Directors, which vote is sufficient for adoption.

DATED this 20th day of November, 2006.

Witnesses:

LONGWOOD RUN COMMUNITY
ASSOCIATION, INC.

sign Diane M. Roseneck
print DIANE M. ROSENECK

By: Jim Winding
Jim Winding, President

sign Linda C. Duda
print LINDA C. DUDA

Witnesses:

sign Diane M. Roseneck
print DIANE M. ROSENECK

Attest: Scott Alcock
Scott Alcock, Secretary

sign Linda C. Duda
print LINDA C. DUDA

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 20th day of November, 2006, by Jim Winding as President of Longwood Run Community Association, Inc., on behalf of the corporation. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC

sign *Gerald F Bishop*
print _____

State of Florida at Large (Seal)

My Commission expires:



Gerald F Bishop
My Commission DD242636
Expires October 24, 2007

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this ____ day of November, 2006, by Scott Alcock as Secretary of Longwood Run Community Association, Inc., on behalf of the corporation. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC

sign *Gerald F Bishop*
print _____

State of Florida at Large (Seal)

My Commission expires:



Gerald F Bishop
My Commission DD242636
Expires October 24, 2007

Prepared by: Daniel J. Lobeck
2033 Main Street, Suite 403
Sarasota, Florida 34237