

N08271

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

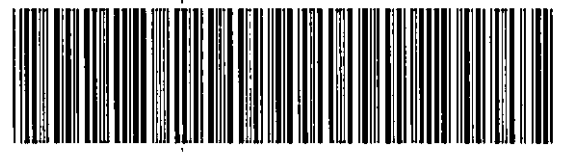
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:  
Leah Ellington  
verified that  
the voting members approved document  
on Nov. 7, 2017.  
JC  
11/30/17

Office Use Only



400305619694 ✓

11/14/17--01015--021 \*\*35.00

S TALLENT  
NOV 30 2017

FILED  
NOV 30 PM 4:17  
CLERK OF SUPERIOR COURT  
HARRISBURG, PENNSYLVANIA

Amended &  
Restated



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 16, 2017

LEAH E. ELLINGTON  
THE LAW OFFICE OF LOBECK & HANSON  
2033 MAIN STREET, SUITE 403  
SARASOTA, FL 34237

SUBJECT: BRADEN WOODS PHASE V HOMEOWNERS' ASSOCIATION, INC.  
Ref. Number: N08271

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6050.

Susan Tallent  
Regulatory Specialist II

Letter Number: 517A00023329

DANIEL J. LOBECK  
MARK A. HANSON\*

MICHELLE A. STELLACI  
DAVID J. FREDERICKS  
LEAH E. ELLINGTON

2033 MAIN STREET, SUITE 403  
SARASOTA, FL 34237  
(941) 955-5622  
FAX (941) 951-1469

E-MAIL [law@lobeckhanson.com](mailto:law@lobeckhanson.com)  
INTERNET [www.lobeckhanson.com](http://www.lobeckhanson.com)

THE LAW OFFICES OF  
**LOBECK & HANSON**

PROFESSIONAL ASSOCIATION

CONDOMINIUM  
COOPERATIVE AND  
COMMUNITY  
ASSOCIATIONS

CIVIL LITIGATION

PERSONAL INJURY

FAMILY LAW

LAND USE LAW

ESTATES AND TRUSTS

November 7, 2017

\*FLA. SUPR. CT. CERTIFIED MEDIATOR

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

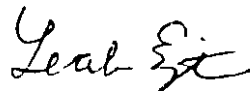
Re: Certificate of Amendment  
Braden Woods Phase V Homeowners' Association, Inc.

To Whom It May Concern:

Please find enclosed an 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.

Sincerely,



Leah E. Ellington

LEE/pft  
Enclosure

CERTIFICATE OF AMENDMENT

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

BRADEN WOODS PHASE V HOMEOWNERS' ASSOCIATION, INC.

We hereby certify that the attached Amended and Restated Articles of Incorporation of Braden Woods Phase V Homeowners' Association, Inc. were approved by a majority of the voting interests of the Association, which is sufficient for adoption pursuant to Article XI of the Articles of Incorporation and Chapter 617 of the Florida Statutes.

DATED this 7<sup>th</sup> day of Nov, 2017.

Witnesses:

sign: Dawn M. Honeycutt

print: Dawn M. Honeycutt

sign: Jennifer J. Wilson

print: Jennifer J. Wilson

sign: R. P. Burback

print: R. P. Burback

sign: Aileen Martin

print: Aileen Martin

sign: Dawn M. Honeycutt

print: Dawn M. Honeycutt

sign: Jennifer J. Wilson

print: Jennifer J. Wilson

BRADEN WOODS PHASE V  
HOMEOWNERS' ASSOCIATION, INC.

By: James Sartin  
James Sartin, President

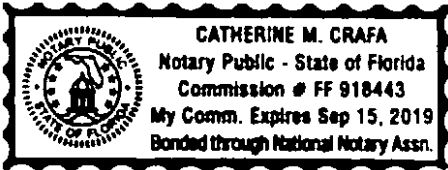
Attest: Freda Holbrook  
Freda Holbrook, Secretary

Timothy R. Baker  
Timothy Baker, Chairman,  
Organizing Committee

FILED  
17 NOV 30 PM 4:17  
NOTARY PUBLIC  
217 ALA. STAT. § 9-1-1

STATE OF FLORIDA  
COUNTY OF MANATEE SARASOTA

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of NOV, 2017, by James Sartin as President of Braden Woods Phase V Homeowners' Association, Inc., a Florida not for profit corporation, on behalf of the corporation. He is personally known to me or has produced FL HOUSES 1102152 as identification.



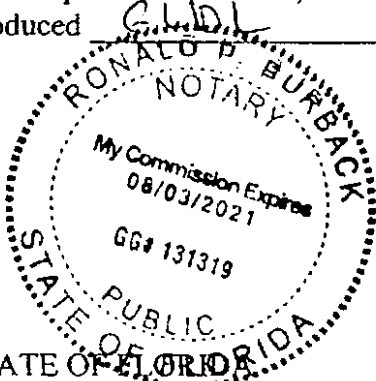
NOTARY PUBLIC

sign [Signature]

print Catherine M. Crafa  
State of Florida at Large (Seal)  
My Commission expires:

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of Oct, 2017, by Freda Holbrook as Secretary of Braden Woods Phase V Homeowners' Association, Inc., a Florida not for profit corporation, on behalf of the corporation. She is personally known to me or has produced [Signature] as identification.



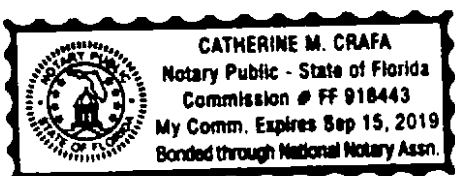
NOTARY PUBLIC

sign R. P. Burback

print R. P. Burback  
State of Florida at Large (Seal)  
My Commission expires:

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of NOV, 2017, by Timothy Baker as Chairman of the Organizing Committee of Braden Woods Phase V Homeowners' Association, Inc., a Florida not for profit corporation, on behalf of the corporation. He is personally known to me or has produced FL HOUSES 1102152 as identification.



NOTARY PUBLIC

sign [Signature]

print Catherine M. Crafa  
State of Florida at Large (Seal)  
My Commission expires:

Prepared by and return to:  
Leah E. Ellington, Esquire  
Lobeck & Hanson, P.A.  
2033 Main Street, Suite 403  
Sarasota, Florida 34237  
(941) 955-5622 (Telephone)  
(941) 951-1469 (Facsimile)

FILED  
17 NOV 30 PM 4: 17  
CLERK OF DISTRICT  
OF MANATEE COUNTY

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**BRADEN WOODS PHASE V HOMEOWNERS' ASSOCIATION, INC.**

**ARTICLE 1.**  
**NAME OF CORPORATION AND PRINCIPAL OFFICE**

The name of the corporation shall be BRADEN WOODS PHASE V HOMEOWNERS' ASSOCIATION, INC. (herein "the Association"). The principal office of the Association shall be located at 2477 Stickney Point Road, #118A, Sarasota, FL 34231. The Association Board (herein "the Board") may change the location of the principal office of the Association from time to time.

**ARTICLE 2.**  
**PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are to promote the health, safety and general welfare of the residents within all or any portion of BRADEN WOODS SUBDIVISION, PHASE V, a proposed residential subdivision lying and being in Manatee County, Florida, as said subdivision is more particularly described in Exhibit "A" attached hereto. For the foregoing purposes, this Association is empowered to:

(a) Exercise all of the powers and privileges, and to perform all of the duties and obligations, of this Association as set forth in the Declaration of Covenants, Conditions, Easements and Restrictions for BRADEN WOODS SUBDIVISION, PHASE V, recorded in the Public Records of Manatee County, Florida (herein "the Declaration"); and

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Association, including all licenses, taxes and governmental charges levied or imposed against the property of this Association; and

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of this Association; and

(d) Borrow money, and with the assent of not less than two-thirds (2/3) of the votes of each class of members present and voting, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(e) Dedicate, sell or transfer all or any part of this Association's property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members; provided that any such dedication or transfer shall have the assent of not less than two-thirds (2/3) of the votes of each class of members present and voting; and

(f) Participate in mergers and consolidations with other nonprofit corporations organized for similar purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each class of members; and

(g) From time to time adopt, alter, amend and rescind reasonable rules and regulations governing the use of the Association Area, as defined in the Declaration, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation; and

(h) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Florida Not for Profit Corporation Act may now or hereafter have or exercise.

Notwithstanding anything in the above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any member within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1954, nor shall the Association engage in any other activity prohibited by such section. The amount of earnings, if any, is not to be taken into account in any manner for the purpose of determining whether there should be a rebate of any assessment paid or the amount of the rebate.

### ARTICLE 3. MEMBERSHIP

Every person or legal entity who holds legal title of record to a present fee simple interest in any residential Lot being a part of BRADEN WOODS SUBDIVISION, PHASE V, a single family residential subdivision lying and being in Manatee County, Florida (a "Lot Owner"), shall be a member of this Association. A Lot Owner of more than one (1) such Lot shall have one (1) membership for each such Lot owned by him. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to the provisions of the Declaration.

**ARTICLE 4.  
TERM**

The Corporation shall exist perpetually.

**ARTICLE 5.  
VOTING RIGHTS**

Members shall be entitled to one (1) vote for each Lot owned, except as otherwise provided in the Bylaws. If more than one person or other legal entity owns a Lot so as to entitle such Owners to a vote under the provisions of the Bylaws, then such Lot Owners shall designate one individual as their "voting representative" who shall cast such vote. Said designation shall be submitted to the Secretary of the Association prior to the time for any meeting in accordance with the Bylaws of the Association.

**ARTICLE 6.  
BOARD OF DIRECTORS**

The business affairs of this Association shall be managed by a Board of Directors. This Association shall have at least three (3) Directors. The number of Directors may be changed from time to time as provided in the Bylaws, but their number shall never be less than three (3). The terms of office for all Directors shall be two (2) year staggered terms unless one (1) year terms are required initially for some Directors in order to establish staggered terms. Directors shall be elected by the members as provided in the Bylaws and Declaration.

Directors shall be eligible to serve successive terms in office without limitation. In the event of death, resignation, or removal of a Director, his or her successor shall be selected by the remaining members of the Board, even if less than a quorum, and shall serve for the unexpired term of his or her predecessor, unless he or she sooner dies, resigns, or is removed, or is otherwise disqualified to serve.

**ARTICLE 7.  
OFFICERS**

**7.1 ENUMERATION OF OFFICERS.** The officers of this Association shall be a president, a vice-president, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create. The president shall be a member of the Board of Directors. The offices of treasurer, secretary, or president shall not be combined in any manner whatsoever, except that the treasurer, or any other officer, may be a Director of this Association.

**7.2 ELECTION OF OFFICERS.** The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.



7.3 **TERM.** Each officer of this Association shall be elected annually by the Board and each shall hold office for two (2) years unless a one (1) year term is needed in order to establish staggered terms and until his successor shall be elected and qualify, unless he dies, resigns, or is removed, or is otherwise disqualified to serve.

**ARTICLE 8.  
DISSOLUTION**

This Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of all members. Upon the dissolution of this Association, other than incident to a merger or consolidation, the assets of this Association shall be dedicated to Manatee County, Florida or other appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

**ARTICLE 9.  
REGISTERED OFFICE AND REGISTERED AGENT**

The registered agent of the Association shall be Argus Property Management, Inc., located at 2477 Stickney Point Road, Suite 118A, Sarasota, FL 34231. The Board may change the Association's registered office and registered agent from time to time as permitted by law.

**ARTICLE 10.  
AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

**ARTICLE 11.  
INDEMNITY**

The corporation shall indemnify any person made a party or threatened to be made a party to any threatened, pending or contemplated action, suit, or proceeding, pursuant to the provisions contained in the Bylaws.

**ARTICLE 12.  
INTERPRETATION**

Express reference is hereby made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. The provisions of these Articles shall be consistent with the provisions of the Declaration and, to the extent not

prohibited by law, the provisions of these Articles and of the Declaration shall be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.