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DANIEL J. LOBECK
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LAW OFFICES
LOBECK HANSON & WELLS

PROFESSIONAL ASSOCIATION

CONDOMINIUM
COOPERATIVE AND
COMMUNITY
ASSOCIATIONS

CIVIL LITIGATION
PERSONAL INJURY
FAMILY LAW
LAND USE LAW
ESTATES AND TRUSTS

January 20, 2005

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

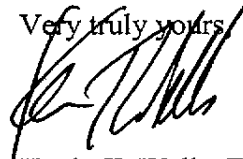
Re: Certificate of Amendment
Longwood Run Subdivision Association, Inc.

Dear Sir or Madam:

Please file the enclosed original Certificate of Amendment and attached Amended and Restated Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$43.75 for the filing fee and the fee for providing us a certified copy of the Articles.

Thank you for your assistance in this matter.

Very truly yours,



Kevin T. Wells, Esquire

KTW/elp
Enclosures

FILED
05 JAN 24 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT
ARTICLES OF INCORPORATION
OF
LONGWOOD RUN SUBDIVISION ASSOCIATION, INC.

We hereby certify that the attached amendments to the Articles of Incorporation of Longwood Run Subdivision Association, Inc. were duly adopted at the annual membership meeting of Longwood Run Subdivision Association, Inc. (herein, the "Association") held on December 2, 2004 and January 13, 2005, by the affirmative vote of not less than two-thirds of the voting interests of the Association, pursuant to Article 14 of the Articles of Incorporation and Section 720.306(1)(b), Florida Statutes. The original Declaration of Covenants of Longwood Run Subdivision was recorded at Official Records Book 1766, Page 821 et seq., of the Public Records of Sarasota County, Florida.

DATED this 19TH day of January, 2005.

Signed, sealed and
delivered in the presence of :

LONGWOOD RUN SUBDIVISION
ASSOCIATION, INC.

sign: Maggie Gattisletti

By:

Jim Grimshaw, President

print: MAGGIE GATTISLETTI

sign: Becky Snow

print: BECKY SNOW

Signed, sealed and delivered
in the presence of :

sign: Maggie Gattisletti

By:

Augusta Stevens, Secretary

print: MAGGIE GATTISLETTI

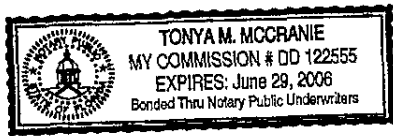
sign: Becky Snow

print: BECKY SNOW

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 19 day of January, 2005, by Jim Grimshaw as President of **LONGWOOD RUN SUBDIVISION ASSOCIATION, INC.**, a Florida corporation, on behalf of the corporation. He She is personally known to me or has produced FDL seen as identification.



NOTARY PUBLIC

sign

print

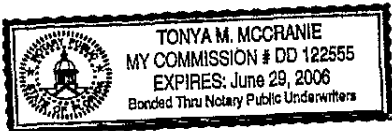
Tonya McCranie

State of Florida at Large (Seal)

My Commission expires:

STATE OF Florida
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 19 day of January, 2005, by Augusta Stevens as Secretary of **LONGWOOD RUN SUBDIVISION ASSOCIATION, INC.**, a Florida corporation, on behalf of the corporation. He/She is personally known to me or has produced FDL seen as identification.



NOTARY PUBLIC

sign

print

Tonya McCranie

State of Florida at Large (Seal)

My Commission expires:

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

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

LONGWOOD RUN SUBDIVISION ASSOCIATION, INC.

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

The membership of LONGWOOD RUN SUBDIVISION ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida does hereby adopt the following as amendments to its Articles of Incorporation:

**ARTICLE 1.
NAME**

The name of this corporation shall be LONGWOOD RUN SUBDIVISION ASSOCIATION, INC., herein, the "ASSOCIATION".

**ARTICLE 2.
NATURE OF ASSOCIATION**

The general nature of the ASSOCIATION shall be that of a civic society not for profit for the purpose of providing for community, recreational, improvement, social and protective benefits for its members and LONGWOOD RUN SUBDIVISION located in Sarasota County, Florida.

**ARTICLE 3.
OBJECTS AND PURPOSES**

The objects and purposes of the ASSOCIATION shall include without limitation the following:

A. To promote the collective and individual property and civic interests and rights of all persons, firms and corporations owning lot(s) or tracts in LONGWOOD RUN SUBDIVISION.

B. To ensure to all property owners in LONGWOOD RUN SUBDIVISION that the subdivision shall at all times be occupied by a colony of compatible and congenial persons and, in addition, to ensure such grantees and owners of property in this subdivision of a continuing and concerted program for the repair, maintenance, replacement and management of the common property and facilities in the subdivision, including enforcement of the subdivision restrictions and covenants wherever applicable and appropriate, so as to establish, protect and preserve the quality of the subdivision; provided, however, that the restrictions shall not be construed or applied so as to preclude anyone from membership in the ASSOCIATION based upon race, color, creed or national origin or any other protected class or group. Any applicant for membership shall submit such information as may reasonably be deemed appropriate by the ASSOCIATION.

C. To maintain, repair and replace, if owned by it, the private roads and streets shown on the Plat of LONGWOOD RUN SUBDIVISION, and all subdivision drainage areas, structures and facilities, and to levy assessments.

D. To cooperate with the owners of all improved and unimproved lots now or hereafter existing in keeping them in good order and condition, and to take any action with reference to such improved or unimproved lots as may be necessary or desirable for such purpose.

E. To cooperate with all property owners in the enforcement of conditions, covenants and restrictions on and appurtenant to their property.

F. In general, to do any and all things necessary to promote the general welfare of the owners of lots in LONGWOOD RUN SUBDIVISION and to protect and preserve property values.

G. To acquire, sell, alter, improve, own, lease and mortgage such real and personal property as may be necessary or convenient for the accomplishment of the ASSOCIATION'S purposes.

H. To arrange social and recreational functions for its members.

ARTICLE 4. POWERS

The ASSOCIATION may own, maintain, alter and improve property, real and personal, which is necessary or incidental to the attainment of its corporate purposes, contract for, buy and sell services and property necessary or incidental to the attainment of its corporate purposes; and shall have all of the corporate powers of a corporation under Chapters 617 and 720, Florida Statutes, as amended from time to time, except as may be limited or otherwise provided by these Articles or the Declaration of Covenants and Restrictions.

**ARTICLE 5.
MEMBERS**

All persons owning any interest in the fee title to any lot in LONGWOOD RUN SUBDIVISION located in Sarasota County, Florida, as evidenced by a duly recorded deed or other instrument of conveyance, shall be eligible for membership in the ASSOCIATION and shall become a member of the ASSOCIATION and shall, during the term of such membership, pay the assessments prescribed by the ASSOCIATION'S Board of Directors. Notwithstanding anything herein contained to the contrary, membership in the ASSOCIATION shall terminate automatically and immediately when a member's vested interest in the fee title terminates. In the event any lot is owned by a legal entity other than a natural person, the officer, director or other official so designated by such legal entity shall exercise its membership rights. Change of membership in the ASSOCIATION shall be evidenced in the ASSOCIATION'S official records by delivery to the Secretary a true and correct copy of the deed or other instrument of conveyance.

**ARTICLE 6.
VOTING RIGHTS**

Each entire lot shall be entitled to one vote at ASSOCIATION membership meetings, notwithstanding that the same owner may own more than one lot or that lots may be joined together and occupied by one owner. Votes shall be cast in accordance with the Bylaws.

**ARTICLE 7.
INCOME DISTRIBUTION**

No part of the income of this ASSOCIATION shall be distributed to its members and no stock shall be issued.

**ARTICLE 8.
EXISTENCE**

This ASSOCIATION shall exist perpetually unless dissolved according to law.

**ARTICLE 9.
PRINCIPAL OFFICE**

The principal place of business of this ASSOCIATION shall be 8466 N. Lockwood Ridge, #187, Sarasota, Florida 34243, with the privilege of having a branch or other offices at other places within Sarasota County, Florida. The ASSOCIATION'S Board of Directors may change the principal office from time to time in the manner provided by law.

**ARTICLE 10.
BOARD OF DIRECTORS**

The business and affairs of the ASSOCIATION shall be managed by the ASSOCIATION'S Board of Directors which shall consist of not less than three (3) persons, as shall be designated by the Bylaws.

**ARTICLE 11.
OFFICERS**

The executive officers of the ASSOCIATION shall be a President, a Vice-President, a Secretary, and a Treasurer. Executive officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. Executive officers shall be chosen from among the Board of Directors by vote of the Board. The Board of Directors may by resolution create other officer and assistant officer positions. All other officers and assistant officers shall be elected by the Board and shall serve at the pleasure of the Board.

**ARTICLE 12.
REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation is 2831 Ringling Boulevard, Suite 218F, Sarasota, Florida 34237, and the name of the registered agent of this corporation at that address is All Florida Services. The ASSOCIATION'S Board of Directors may change the registered agent's name and address from time to time as permitted by law.

**ARTICLE 13.
INDEMNIFICATION**

A. The ASSOCIATION hereby indemnifies 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:

1. 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 believe 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.

2. 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.

B. The Board of Directors shall 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.

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

D. 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 14. BYLAWS

The Bylaws of the ASSOCIATION may be altered, amended or rescinded in the manner provided in the Bylaws.

B. Upon dissolution or final liquidation of this non-profit ASSOCIATION, all of its assets remaining after payment of all costs and expenses of such dissolution or final liquidation shall be distributed to the membership as permitted by law.

**ARTICLE 18.
DUES, ASSESSMENTS, COLLECTION
AND ENFORCEMENT OF LIEN RIGHTS**

A. Each member of the ASSOCIATION shall be obligated to pay promptly, when due, any and all membership dues, fees, costs, charges or assessments for operating or expense funds of the ASSOCIATION.

B. Each lot owned by a member of the ASSOCIATION shall be encumbered by an automatic lien on behalf of the ASSOCIATION which shall attach immediately upon demand by the ASSOCIATION for payment of such dues, costs, fees, charges or assessments incurred by the ASSOCIATION for performance of its duties and activities and in the event any such member shall fail or refuse to pay same within thirty (30) days from date of demand, the ASSOCIATION shall be entitled to proceed to foreclose this lien by institution of suit in any competent court having jurisdiction in the premises to foreclose such lien and to receive such fees and costs for such prosecution of suit as are provided for within the Declaration of Covenants and Restrictions.

C. If the Board of Directors in its discretion shall determine that the funds produced from the dues as provided by this Article are inadequate to enable the ASSOCIATION to accomplish its objects, duties, purposes and activities, then the Board of Directors may borrow such additional funds as may be reasonably necessary or require each member to pay an additional annual or special assessment.

D. The ASSOCIATION may in the execution and performance of its duties and powers, whether by statute, the Declaration of Covenants and Restrictions or otherwise, incur indebtedness. The Board of Directors may in its discretion by a majority vote confirm said indebtedness. Said indebtedness shall be incurred solely for those objectives and purposes of the ASSOCIATION as enumerated in the ASSOCIATION'S governing documents or by law.

**ARTICLE 15.
SUBSCRIBERS**

The name and post office address of each original subscriber to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
ROBERT BOREL-SALADIN	4401 Mangrove Place Sarasota, FL 33581
PIEBO RIVOLTA	215 Robin Drive Sarasota, FL 33581
STEPHEN D. REES	2041 Main Street Sarasota, FL 33577

**ARTICLE 16.
AMENDMENTS**

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

A. 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 voting interests of the ASSOCIATION. 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.

B. Except as elsewhere provided, the approval of a proposed amendment to these Articles shall require the affirmative vote of not less than two-thirds (2/3rds) of the voting interests of the ASSOCIATION present (in person or by proxy) and voting at a membership meeting. A copy of each amendment shall be filed with the Secretary of State and recorded in the Public Records of Sarasota County, Florida, along with a Certificate of Amendment.

**ARTICLE 17.
DISSOLUTION OF ASSOCIATION
AND DISTRIBUTION OF ASSETS**

A. The ASSOCIATION may be dissolved pursuant to Section 617.05, Florida Statutes.