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BASIC AMENDMENT
OAKS II HOMEOWNERS ASSOCIATION, INC.

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| Certificate of Status | 1 |
| Certified Copy | 0 |
| Page Count | 08 |
| Estimated Charge | \$43.75 |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED
ARTICLES OF INCORPORATION
OF
OAKS II HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)

The undersigned incorporators hereby file these Articles of Incorporation in order to form a not-for-profit corporation under the laws of the State of Florida.

I. NAME

The name of this corporation shall be OAKS II HOMEOWNERS ASSOCIATION, INC., hereinafter sometimes referred to as "Association."

II. PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be 2940 South Tamiami Trail, Sarasota, Florida 34239.

III. PURPOSE

The general nature, objects and purpose of the Association are as follows:

- A. To promote the health, safety, welfare, and quiet enjoyment of the Owners of Property within that Property referred to as "OAKS II" in the "Amended Declaration of Covenants and Restrictions OAKS II".
- B. To maintain and replace landscaping in any Common Area, including without limitation, parks, parkways, circles, walkways, streets and other Common Areas, structures, and other improvements in "OAKS II".
- C. To formulate and enforce Rules and Regulations regarding the use of Common Areas not inconsistent with the OAKS plat and Declaration.
- D. To control the specifications, architecture, design, appearance, elevation and location of and landscaping around all buildings and improvements of any type, including walls, fences, swimming pools, antenna, sewers, drains, moorings, pilings, or other structures constructed, placed or permitted to remain in "OAKS II" as well as the alteration, improvement, additions or changes thereto.
- E. To provide, or cause to be provided, security, and such other services the responsibility for which has been or may be accepted by the Association.
- F. To provide, purchase, acquire, replace, improve, maintain or repair such buildings, structures, aerating equipment, and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and welfare of the

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Members of the Association, as the Board of Directors in its discretion determines necessary, appropriate, or convenient.

G. To preserve the ecological integrity of the estuarine areas in the "OAKS II" development.

H. To operate without profit for the sole and exclusive benefit of its Members.

I. To perform all of the functions contemplated of the Association and undertaken by the Board of Directors of the Association in the Declaration.

IV. GENERAL POWERS

The general powers that the Association shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of the Association.

D. To purchase, lease, hold, sell, mortgage, grant, or accept easements or licenses or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

E. To establish a budget and to fix assessments (which shall be made in writing and delivered to all Members) to be levied against all property located in "OAKS II" to defray expenses and the cost of effectuating the objects and purposes of the Association, and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.

F. To charge recipients for services rendered by the Association and the user of Association Property when such is deemed appropriate by the Board of Directors of the Association.

G. To pay taxes and other charges, if any, on or against property or investments owned or accepted by the Association.

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H. To have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

I. To collect assessments and enforce collection thereof, including the placement of liens.

J. To hire attorneys, accountants, employees and agents to assist in the conduct of the business of this corporation.

V. MEMBERS

A. The Members shall consist of Property Owners in "OAKS II," the Property comprising "OAKS II" being described in Article IV, Section B of this Article, and all such Property Owners shall be Members of the Association. Applicants for membership shall be of good moral character and shall otherwise fully comply with such other qualifications as may be prescribed in the Declaration of Covenants and Restrictions and By-Laws of the Association or in the Rules and Regulations adopted by the Board of Directors. Approved applicants shall automatically become Members upon the closing of the purchase of said Property. Members shall have no right to attend meetings and shall have no voting rights upon failure to pay assessments within 30 days of the date when due. Such rights to attend meetings and to vote shall be restored when the delinquent account becomes current.

B. "OAKS II" consists of that certain real property situated in Sarasota county, Florida, described as follows:

1. All that property described on Exhibit "A" of the Original Declaration, including without limitation:

(a) All that property of the OAKS II, Phase I plat, identified as "OAKS II, Phase I" according to the Plat thereof, as recorded in the Plat Book 30, Page 4, of the Public Records of Sarasota County, Florida; and

(b) All future portions of the property described on Exhibit "A" as such may be platted according to the rules and regulations of Sarasota County, Florida.

VI. VOTING AND ASSESSMENTS

A. Subject to the restrictions and limitations hereinafter set forth, all Members shall be entitled to one (1) vote for each Homesite which they own. When one or more persons holds such interest or interests in any Homesite, all such persons shall be Members, but the vote for such Homesite shall be pro-rata as to the interest held by each Owner, but in no event shall more than one vote be cast with respect to any Homesite. Except where otherwise required under the provisions of these Articles, the Declaration or by law, the affirmative vote of the Owners of a majority of Homesites

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represented at any meeting of the Members duly called and at which a quorum is present, shall be binding upon the Members.

B. The Association will obtain funds with which to operate by assessment of its Members in accordance with the provisions of the Declaration, as supplemented by the provisions of these Articles and By-Laws of the Association relating thereto.

VII. BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting of five (5) Directors, all of whom shall be Members of the Association. The term of each Director shall be two (2) years, with two (2) Members elected in the odd years and three (3) Members elected in the even years. No Director shall serve more than three (3) consecutive two year terms. Any Director appointed to the Board mid-term shall serve until the expiration of the term to which such Director was appointed and such partial term shall not be included in determining the number of consecutive terms served. A Director may be removed from office with or without cause by the affirmative vote of a majority of Members, if such Director was elected by Members, or a majority of the Board of Directors, if such Director was appointed by the Board of Directors.

B. All Directors shall be Members of the Association and shall be elected at the annual meeting of the Association by secret ballot. The Board of Directors, at its option, may appoint a nominating committee of Members not less than sixty (60) days prior to the annual Members meeting. The committee shall nominate one or more persons for each Director's seat to be voted upon by Members. Whether a nominating committee is appointed or not, nominations may be made by any Member prior to sending out ballots to the membership as well as directly from the floor at the annual meeting. Voting shall be for the number of seats open, and those candidates receiving the greatest number of votes shall be determined to be elected.

VIII. OFFICERS

The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board may by resolution create. Officers shall be elected for one(1) year terms in accordance with the procedures set forth in the By-Laws. Officers shall be chosen from among the Board of Directors by vote of the Board.

IX. REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 2940 South Tamiami Trail, Sarasota, Florida 34239, and the name of the registered agent of this corporation at that address is Richard A. Ulrich.

X. CORPORATE EXISTENCE

The Association shall have perpetual existence.

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XI. BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles.

XII. AMENDMENTS

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

Section 1. Proposal. A proposal for any amendment to these Articles 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 members of the Association. In the event that a proposal for an amendment is made, it shall be considered at the next regularly scheduled meeting of the Board of Directors or of the members, whichever shall first occur.

Section 2. Notice. Notice of the subject matter of any proposed amendment shall be included in the notice of the Meeting of the Board of Directors or of the members at which the amendment is to be proposed and considered.

Section 3. Resolution. At the meeting at which the amendment is to be proposed and considered, a resolution for the adoption of the proposed amendment may be made by any member of the Board of Directors of the Association, or by any member of the Association, present in person or by proxy.

Section 4. Approval. Except as elsewhere provided, the approval of a resolution for the adoption of a proposed amendment to these Articles shall require the affirmative vote of not less than sixty-six (66%) percent of the total voting membership of the Association. Members of the Association not present in person or by proxy at the meeting at which the amendment is to be considered may express their approval (or disapproval) of the amendment in writing, provided that it is delivered to the Secretary of the Association prior to the commencement of the meeting.

Section 5. Limitation. As elsewhere provided, however, no amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members, without approval in writing by all members and the joinder of all record owners of mortgages upon units. No amendment shall be made that is in conflict with the Covenants and Restrictions.

Section 6. Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes.

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XIII. SUBSCRIBERS

The names and addresses of subscribers are as follows:

R.L. Propps 6301 North Kings Highway
Myrtle Beach, SC 29577
803-449-1562

Daniel T. Kusic 1515 Ringling Boulevard, Suite 850
Sarasota, FL 33577
813-365-2400

XIV. INDEMNIFICATION OF OFFICERS AND DIRECTORS

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 proceeding:

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 capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' 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 belief 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 or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he 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 being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, whether for negotiation, trial, or appellate work, actually and necessarily incurred by him 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 duty to the Association unless, and only to the extent that the court, administrative agency, or investigative body before which

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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 or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he 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 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 of indemnification allowed by law.

XV. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

XVI. DISSOLUTION OF THE ASSOCIATION

A. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expense of such dissolution shall be distributed in the following manner:

1. Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such and which the authority is willing to accept.


2. Remaining assets shall be distributed among the Members, subject to the limitations set forth below, as tenants in common, each Members' share of the assets to be determined in accordance with its voting rights.

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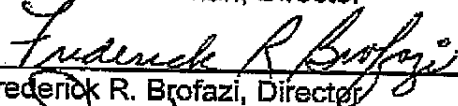
B. The Association may be dissolved upon a resolution to that effect being recommended by four-fifths (4/5) of the members of that Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.05 or statute similar import, and approved by two-thirds (2/3) of the voting rights of the Members.

XVII. DEFINITIONS

All terms used herein which are defined in the "Declaration of Covenants and Restrictions Oaks II" (the "Declaration") shall be used herein with the same meanings as defined in the Declaration.




Ronald H. Rothman, Director



Frederick R. Brofazi, Director



Sandra I. Tobias, Director



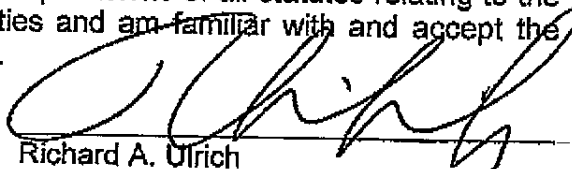
Jerome P. Baroch, Director



Lawrence G. Laiks, Director

ACKNOWLEDGMENT

Having been named to accept service of process for the corporation, at the place designed above, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and am familiar with and accept the obligations of the position as registered agent.



Richard A. Ulrich