

N12566

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(Address)

(Address)

(City/State/Zip/Phone #)

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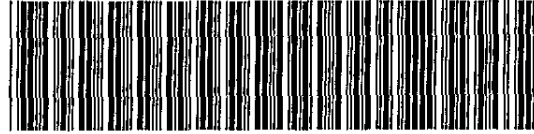
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03/04/05--01021--007 **43.75

*Amended &
Restated
w/ NAME CHANGE
03/14/05
bc*

DANIEL J. LOBECK
MARK A. HANSON
KEVIN T. WELLS
DAVID C. MEYER

LAW OFFICES
LOBECK HANSON & WELLS

PROFESSIONAL ASSOCIATION

2033 MAIN STREET, SUITE 403
SARASOTA, FL 34237
(941) 955-5622
FAX (941) 951-1469
E-MAIL law@lobeckhanson.com
INTERNET www.lobeckhanson.com

March 10, 2005

CONDOMINIUM
COOPERATIVE AND
COMMUNITY
ASSOCIATIONS

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

Florida Secretary of State
Division of Corporations
Attention: Ms. Darlene Connell
Amendments Sections
P.O. Box 6327
Tallahassee, FL 32314

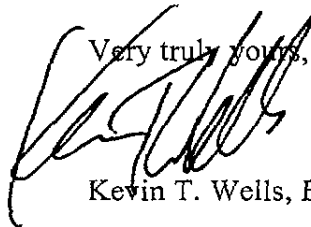
Re: Oaks Clubside Homeowners Association, Inc.
Document No. N12566

Dear Ms. Connell:

As requested, enclosed is an Acceptance of Appointment as Registered Agent which I have executed on behalf of the above-referenced corporation.

If you require anything further, please do not hesitate to contact me.

Very truly yours,



Kevin T. Wells, Esquire

KTW/elp
Enclosure

DANIEL J. LOBECK
MARK A. HANSON
KEVIN T. WELLS
DAVID C. MEYER

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February 22, 2005

CONDOMINIUM
COOPERATIVE AND
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ASSOCIATIONS

CIVIL LITIGATION
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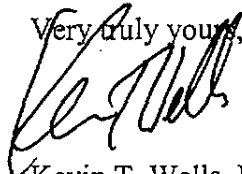
Re: Certificate of Amendment
Oaks II Homeowners Association, Inc.

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
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAR 14 PM 4:16

CERTIFICATE TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OAKS II HOMEOWNERS ASSOCIATION, INC.

We hereby certify that the attached amendments to the Articles of Incorporation of Oaks II Homeowners Association, Inc. were duly adopted at a special membership meeting of Oaks II Homeowners Association, Inc. ("the Association") held on December 10, 2004, January 6, 2005, and February 3, 2005, by the affirmative vote of not less than sixty-six percent (66%) of the homesites located in Oaks II, pursuant to Article XII, Section 4 of the Articles of Incorporation. The original Declaration of Covenants and Restrictions of Oaks II, a Subdivision, was recorded at Official Records Book 1779, Page 1880 et seq., of the Public Records of Sarasota County, Florida.

DATED this 17th day of February, 2005.

Signed, sealed and delivered in the presence of

sign: [Signature]

print: GARY L GIBSON

sign: [Signature]

print: Jennifer Foughtler

OAKS II HOMEOWNERS ASSOCIATION, INC.

By: [Signature]
FREDERICK A KRAPP, President

Signed, sealed and delivered in the presence of:

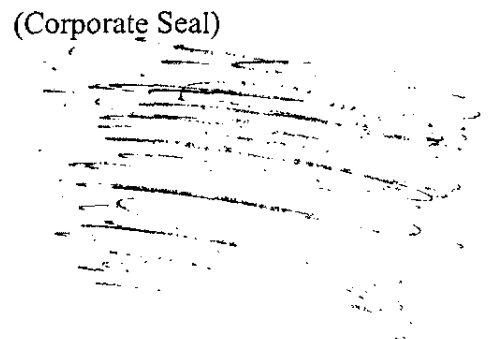
sign: [Signature]

print: Kene Carnevale

sign: [Signature]

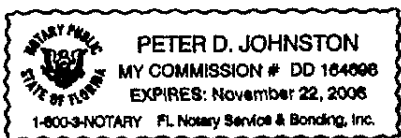
print: Sandy Keith

By: [Signature]
LYNN ELSTEIN, Secretary

(Corporate Seal)


STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 17th day of February, 2005, by Fred Knapp as President of Oaks II Homeowners Association, Inc., a Florida corporation, on behalf of the corporation. He/She is personally known to me or has produced _____ as identification.



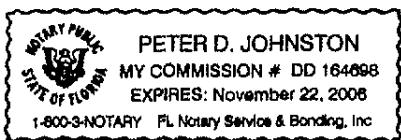
NOTARY PUBLIC

sign Peter D. Johnston
print Peter D. Johnston

State of Florida at Large (Seal)
My Commission expires:

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 17th day of February, 2005, by Lynn Elstein as Secretary of Oaks II Homeowners Association, Inc., a Florida corporation, on behalf of the corporation. He/She is personally known to me or has produced _____ as identification.



NOTARY PUBLIC

sign Peter D. Johnston
print Peter D. Johnston

State of Florida at Large (Seal)
My Commission expires:

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OAKS CLUBSIDE HOMEOWNERS ASSOCIATION, INC.

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

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

The Owners of Homesites in Oaks II, a Subdivision (also known as OAKS CLUBSIDE), hereby file these proposed amendments to the Articles of Incorporation in order to lawfully amend the Articles of Incorporation under the laws of the State of Florida.

I. NAME

The name of this corporation shall be OAKS CLUBSIDE Homeowners Association, Inc., hereinafter sometimes referred to as "Association". The Association was formerly known as Oaks II Homeowners Association, Inc. before its name change in 2004.

II. PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be 16 Church Street, Osprey, Florida 34229. The Board may change the location of the principal office of the Association from time to time as provided by law.

III. PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 720, Florida Statutes, as amended from time to time (herein, the "Homeowners Association Act"), for the operation and management of OAKS CLUBSIDE and to perform all acts provided in the Declaration, Bylaws, these Articles of Incorporation and by law. The general nature, objects, and purposes of the Association include without limitation the following:

A. To promote the health, safety, welfare, and quiet enjoyment of the Owners within that Property referred to as OAKS CLUBSIDE in the Declaration, as amended from time to time.

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 CLUBSIDE and OAKS CLUB.

C. To formulate and enforce Rules and Regulations regarding the use of the Property, Common Area, and Homesites.

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 CLUBSIDE as well as the maintenance, alteration, improvement, additions or changes thereto.

E. To provide, or cause to be provided, security, and such other services the responsibility of which has been or may be accepted by the Association.

F. To provide, purchase, acquire, replace, improve, maintain or repair such buildings, and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and welfare of the Members, as the Board in its discretion determines necessary, appropriate, or convenient.

G. To protect and preserve the values of the Property and Homesites.

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

I. To perform all of the functions and acts contemplated of the Association and undertaken by the Board as authorized in the Declaration, Articles of Incorporation, Bylaws and Chapters 617 and 720, Florida Statutes.

IV. GENERAL POWERS

The general powers that the Board 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, the Declaration, the Bylaws and for all purposes stated in Chapters 617 and 720, Florida Statutes.

B. To promulgate and enforce rules, regulations, Bylaws, 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 Declaration, these Articles of Incorporation, Bylaws, Chapters 617 and 720, Florida Statutes, and not forbidden by the laws of the State of Florida.

E. To establish and amend a budget and to fix annual and special assessments (which shall be made in writing and delivered to all Members) to be levied against all property located in OAKS CLUBSIDE 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 the Board, 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, when such is deemed appropriate by the Board.

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

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 without limitation the filing and foreclosure of claims of lien against the Homesites and Property, and the seeking of a personal money judgment against delinquent Owners.

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

V. MEMBERS

A. The Members are the Owners in OAKS CLUBSIDE, as described in Article V, Section B of this Article, and all such Owners shall be Members. Purchasers of Homesites shall automatically become Members upon the closing of the purchase of a Homesite.

B. OAKS CLUBSIDE shall consist 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" of the original Declaration 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 that 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 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 Bylaws of the Association relating thereto.

VII. BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board consisting of five (5) Directors, all of whom shall be Members or spouses of Members of the Association. A grantor of a trust described in Section 733.707(3), Florida Statutes, or a beneficiary as defined in Section 737.303(4)(b), Florida Statutes, of a trust which owns a Homesite shall be deemed a Member of the Association and eligible to serve as a Director of the Association, provided that said beneficiary occupies the Homesite. The term of each Director shall be two (2) years, with two (2) Directors elected in the odd years and three (3) Directors 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 in the manner provided in the Bylaws and the Homeowners Association Act.

B. All Directors shall be elected at the annual membership meeting of the Association by secret ballot, cast in the manner provided in the Bylaws. The Board, at its option, may appoint a nominating committee of Members or spouses of Members not less than sixty (60) days prior to the annual membership 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, self-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 membership 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. Cumulative voting is prohibited.

VIII. OFFICERS

The executive officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer. The Board may by resolution create other officer and assistant officer positions. 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 by vote of the Board. All other officers and assistant officers shall be elected by the Board and shall serve for the period chosen by the Board.

IX. REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 2033 Main Street, Suite 403, Sarasota, Florida 34237, and the name of the registered agent of this corporation at that address is Kevin T. Wells, Esquire c/o The Law Offices of Lobeck, Hanson & Wells, P.A.

X. CORPORATE EXISTENCE

The Association shall have perpetual existence.

XI. BYLAWS

The Board adopted the original Bylaws. The Bylaws shall be amended in the manner provided in the Bylaws.

XII. AMENDMENTS

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

A. Proposal. A proposal for any amendment to these Articles of Incorporation may be made by the Board or upon the written request of not less than twenty-five (25%) percent of the voting interests of the Association (i.e., 95 voting interests). Notice of the subject matter of any proposed amendment shall be included in or with the notice of the meeting of the Members at which the amendment is to be proposed and considered.

B. Approval. Except as elsewhere provided, an amendment to these Articles of Incorporation must be approved by not less than sixty-six (66%) percent of the total voting interests of the Association (i.e., 250 voting interests).

C. Limitation and Recording. 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 so affected. No amendment shall be made that is in conflict with the Declaration. A copy of each amendment shall be filed with the

Secretary of State pursuant to the provisions of the applicable Florida Statutes and recorded in the Public Records along with a Certificate of Amendment.

XIII. SUBSCRIBERS

The names and addresses of the original subscribers to the Articles of Incorporation 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 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 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 attorney's fees, whether for negotiation, arbitration, 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 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 served at the request of the Association, against the reasonable expenses, including attorney's fees, whether for negotiation, arbitration, 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 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 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 or 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. Directors and officers shall disclose all actual or potential conflicts of interest to the Board prior to any such discussion or vote. If a conflict is timely and fully disclosed, 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 to be appropriate for such and which the authority is willing to accept; and 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.

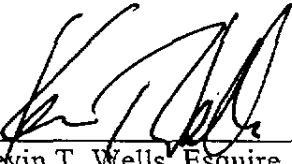
B. The Association may be dissolved upon a resolution to that effect being recommended by four-fifths (4/5) of the members of that Board, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.05 or statute of similar import, and approved by two-thirds (2/3) of the voting rights of the Members (i.e., 252 voting interests).

XVII. DEFINITIONS

All terms shall be used herein with the same meanings as defined in the Declaration and in Chapter 720, Florida Statutes.

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

I hereby accept the appointment as registered agent for Oaks Clubside Homeowners Association Inc. (f/k/a Oaks II Homeowners Association, Inc.) (Document No. N12566) and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.



Kevin T. Wells, Esquire
The Law Offices of Lobeck, Hanson & Wells, P.A.
2033 Main Street, Suite 403
Sarasota, Florida 34237

Date: March 10, 2005