

N14004

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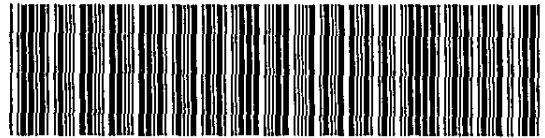
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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Chartley Court Homeowners Assoc., Inc

DOCUMENT NUMBER: N14004

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Telese B. McKay, Esq.  
(Name of Contact Person)

McKay Law Firm, P.A.  
(Firm/ Company)

2055 Wood Street, Suite 120  
(Address)

Sarasota, FL 34237  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Telese B. McKay, Esq. at (941) 906-7256  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee     \$43.75 Filing Fee & Certificate of Status     \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)     \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



**McKay Law Firm, P.A.**



**2055 Wood Street**

**Suite 120**

**Sarasota, Florida 34237**

Scott D. McKay, Esq. \*\*  
Telese B. McKay, Esq. \*\*  
Cindy H. Ford, Esq.

\* Admitted in all Florida Federal District Courts  
\* Admitted in the 11<sup>th</sup> Circuit Federal Appellate Courts  
\*\* Master of Laws (Real Property Development)

Phone - 941.906.7256  
Fax - 941.330.2233  
Toll Free - 1.800.381.1612  
web - www.mckay-law.com

February 22, 2007

Via: U.S. Mail

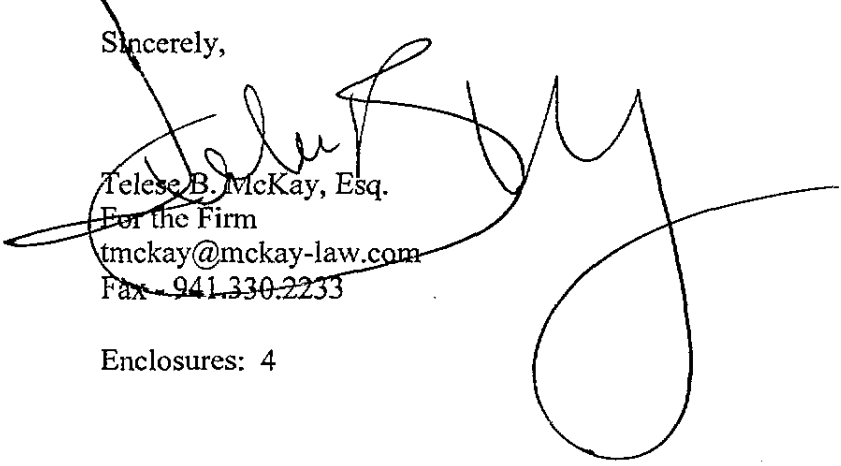
Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Chartley Court Homeowners Association, Inc. /  
Amended & Restated Articles of Incorporation**

Dear Sir/Madam:

Enclosed please find check # 3794 in the amount of \$52.50 for filing the attached Amended & Restated Articles of Incorporation for Chartley Court Homeowners Association, Inc., which was incorporated on March 24, 1986. Also enclosed is the cover letter required with this filing. Please mail the Certificate of Status and Certified Copy to our office when completed. If you have any questions regarding this matter, please do not hesitate to contact our office.

Sincerely,

  
Telese B. McKay, Esq.  
For the Firm  
tmckay@mckay-law.com  
Fax - 941.330.2233

Enclosures: 4

Articles of Amendment  
to  
Articles of Incorporation  
of

Chartley Court Homeowners Association, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

N14004

(Document number of corporation (if known))

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

The enclosed version of the Articles of Incorporation replace the entire text of the Articles of Incorporation filed on March 24, 1986.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CHARTLEY COURT HOMEOWNERS ASSOCIATION, INC.  
(A Corporation Not-for-Profit)**

**ARTICLE I  
NAME AND IDENTITY**

These Articles of Incorporation are for Chartley Court Homeowners Association, Inc., a corporation not-for-profit organized and existing under Chapters 617 and 720 of the Florida Statutes, hereinafter called the ("Association").

**ARTICLE II  
PURPOSES**

The general nature, objects, and purposes of the Association are:

- A. To promote the health, safety, and social welfare of the Owners of all Lots located within Chartley Court, a subdivision in Sarasota County, Florida.
- B. To maintain all portions of Chartley Court and improvements thereon for which the obligation to maintain and repair has been delegated to the Association by the Declaration of Restrictions of Chartley Court (the "Declaration"), which is recorded in the Public Records of Sarasota County, Florida.
- C. To operate without profit and for the sole and exclusive benefit of its Members.

**ARTICLE III  
GENERAL POWERS**

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

- A. To purchase, own, hold, improve, operate, maintain, convey, transfer, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association.
- B. To make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association; and to do any other acts necessary or expedient of carrying on any of the activities of the Association and pursuing any of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.
- C. To establish a budget and to fix regular and special assessments to be levied against all Lots which are subject to assessment pursuant to the Declaration for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association and

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SECRETARY OF STATE

to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance, improvements, and replacements. To use proceeds of assessments in the exercise of its powers and duties.

D. To place liens against any Lot subject to assessment of delinquent and unpaid assessments or charges and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments and charges for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.

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

F. To adopt, promulgate, and enforce rules, regulations, Bylaws, Declaration, and agreements in order to effectuate the purposes for which the Association is organized.

G. To delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors.

H. To charge recipients for services rendered by the Association and to charge use fees for exclusive use of the Association Property, where such is deemed appropriate by the Board of Directors.

I. To pay all taxes and other charges or assessments, if any, levied against property owned, leased, or used by the Association.

J. To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association, which may be hereafter adopted, and the terms and provisions of the Declaration of Restrictions.

K. To purchase insurance for the Association Property for the protection of the Association and its Members.

L. To reconstruct the Association Property and improvements after casualty and to further improve the Property, if required.

M. To enter into contracts and agreements for providing services to the Association.

N. To purchase Lots in the Association subdivision, to foreclose on Association liens against Lots of Owners, to convey, lease, mortgage, and improve Lots owned by the Association.

O. In general, to have all powers which may be conferred upon a corporation not-for-profit in accordance with F.S. 617 as amended, except as prohibited herein.

P. Contract for services, such as, to provide for operation and maintenance if the Association contemplates employing a maintenance company.

Q. To dedicate and grant easements for ingress and egress and the installation, maintenance, construction and repair of utilities and facilities, including but not limited to, electric power, telephone, cable television and services, governmental purposes, sewer, water, gas, drainage, irrigation, lighting, television transmission, security, garbage and waste removal, emergency services, and the like as it deems to be in the best interest of, and necessary and proper for the Owners of the Association.

R. To borrow monies and execute evidences of indebtedness, securing such loans with the assessments of the Association.

S. To have all powers which may be conferred upon a corporation not-for-profit by the laws of the State of Florida, except as provided herein.

#### **ARTICLE IV** **EMERGENCY POWERS**

In the event of any emergency as defined in Section (G) below, the Board of Directors may exercise following emergency powers and any other emergency powers allowed by law, including but not limited to, those powers set forth in Florida Statutes 617.0207 and 617.0303, as amended from time to time.

A. The Board may name as assistant Officers persons who are not Directors, which assistant Officers shall have the same authority as the executive Officers to whom they assist during the period of the emergency, to accommodate the incapacity of any Officer of the Association.

B. The Board may relocate the principal office or designate alternative principal offices or authorize Officers to do so.

C. During any emergency, the Board may hold meetings with notice given only to those Directors with whom it is practicable to communicate, and the notice may be given in any practicable manner, including publication or radio. The Director or Directors in attendance at such meeting shall constitute a quorum.

D. Corporate action taken in good faith during an emergency to further the affairs of the Association shall bind the Association and shall have the rebuttable presumption of being reasonable and necessary.

E. Any Officer, Director or employee of the Association acting with a reasonable belief that his/her actions are necessary and lawful in accordance with this Section shall incur no liability for doing so, except in the case of willful misconduct.

F. This emergency Section shall supersede any inconsistent or contrary provisions of the Governing Documents during the period of the emergency.

G. For purposes of this Section only, an "emergency" exists only during a period of

time that the community, or the immediate geographic area in which the community is located, is subject to:

- i. a state of emergency declared by local civil or law enforcement authorities;
- ii. a hurricane warning;
- iii. a partial or complete evacuation order;
- iv. federal or state disaster area status; or,
- v. a catastrophic occurrence, whether natural or manmade, which seriously damages or threatens to seriously damage the physical existence of the Lots or improvements within the community, such as a hurricane, earthquake, tidal wave, tornado, fire, war, civil unrest or act of terrorism.

## **ARTICLE V** **MEMBERS**

The Members of this Association shall consist of all record Owners of Lots in Chartley Court. Owners of such Lots shall automatically become Members upon acquisition of the fee simple title to their respective Lots. The membership of any Member in the Association shall automatically terminate upon conveyance or other divestment of title to such Member's Lot, except that nothing herein contained shall be construed as terminating the membership of any Member who may own two or more Lots so long as such Member owns at least one Lot.

The interest of a Member in the funds and assets of the Association may not be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the Lot, which is the basis of membership in the Association.

The Secretary of the Association shall maintain a list of the Members of the Association. Whenever any person or entity becomes entitled to membership in the Association, it shall become such party's duty and obligation to so inform the Secretary in writing, giving his name, address and Lot number; provided, however, that any notice given to or vote accepted from the prior Owner of such Lot before receipt of written notification of change of ownership shall be deemed to be properly given or received. The Secretary may, but shall not be required to search the Public Records of Sarasota County or make other inquiry to determine the status and correctness of the list of Members of the Association and shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

## **ARTICLE VI** **VOTING**

Each Lot in Chartley Court shall be entitled to one vote in all Association matters submitted to the membership, and the Owner of the Lot shall be entitled to cast the vote in his/her/its discretion.



**ARTICLE VII**  
**BOARD OF DIRECTORS**

A. The affairs of the Association shall be managed by a Board of Directors initially consisting of three Directors. The number of Directors comprising succeeding Boards of Directors shall be as provided from time to time agreed upon by a majority of the Members of the Association, but in no event shall there be less than three (3) or more than nine (9) Directors. Additionally, the Board of Directors shall always consist of an odd number of Directors. The Directors must be Members of the Association and residents of Manatee County or Sarasota County.

B. The Board of Directors shall have all the powers granted to the Association which are not specifically required to be approved by the Members of the Association.

C. All Directors shall be elected by the Members. Election shall be by plurality vote.

D. All Directors elected by the Members shall be elected on a staggered two-year term basis. In the first election in which the Directors will serve the two-year staggered terms, the majority of the candidates receiving the highest number of votes shall each be elected for two (2) year terms. The remaining candidates shall serve for a one (1) year term, which expires at the next annual meeting. At each annual meeting of members thereafter, Directors shall be elected for two-year terms to fill the vacancies of those Directors whose terms are then expiring. In the event additional Directors are elected at an annual meeting to fill new directorships created by expansion of the Board, such Directors shall be elected, in the manner set forth above, for one or two-year terms as may be appropriate to make even, or as nearly as even as possible, the number of Directors serving one and two-year terms. Each elected Director shall serve until his respective successor has been duly elected and qualified, or until his earlier resignation, removal, or death.

E. Any elected Director may be removed from office with or without cause by a majority vote of the Members at any special or regular meeting after proper notice of the vote has been served on the Members, but not otherwise.

**ARTICLE VIII**  
**OFFICERS**

The Officers of the Association, to be elected by the Board of Directors, shall be a President, a Vice President, a Secretary, and a Treasurer, and such other Officers as the Board shall deem appropriate from time to time. The President shall be elected from among the Membership of the Board of Directors, but no other Officer need be a Director. The same person may hold two or more offices, provided, however, that the office of President and Secretary shall not be held by the same person. The affairs of the Association shall be administered by such Officers under the direction of the Board of Directors. Officers shall be elected for a term of one year in accordance with the procedure set forth in the Bylaws.

**ARTICLE IX**  
**CORPORATE EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE X**  
**BYLAWS**

The Bylaws may be altered, amended or rescinded by a majority vote of the Members in the manner provided by such Bylaws.

**ARTICLE XI**  
**AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles may be altered, amended, or repealed by the affirmative vote of the Owners of at least nineteen (19) of the thirty-six (36) voting interests of Chartley Court. No amendment, however, altering the number of votes attributable to any Lot pursuant to Article V hereof shall be effective without the prior written consent of all Owners affected by the amendment. Alternatively, amendments may be approved by the Owners, in writing, without holding a Member meeting. A copy of each amendment shall be recorded in Public Records of Sarasota County, Florida.

**ARTICLE XII**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

To the extent permitted by law, the Association shall indemnify and hold harmless every Director, Officer, Committee Member and agent of the Association (collectively "Indemnified Party") against all expenses and liabilities, including attorneys fees, actually and reasonably incurred or imposed in connection with any legal proceeding, or settlement or appeal of such proceeding to which the Indemnified Party may be made a party because of being or having been, a Director, Officer, Committee Member or agent of the Association. The foregoing right to indemnification shall not be available if a judgment or other final adjudication establishes that the actions or omissions to act of such Indemnified Party were material to the cause adjudicated and involved one or more of the following:

- (a) willful misconduct or a conscious disregard for the best interests of the Association; or,
- (b) a violation of criminal law, unless the Indemnified Party had no reasonable cause to believe the action was unlawful; or,
- (c) an act or omission which was committed in bad faith or with malicious purpose, or any manner exhibiting wanton or willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Association or a Member.

In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the settlement as being in the best interests of the Association. The foregoing right to indemnification shall be in addition to, and not exclusive of, all the rights to which a Director or Officer may be entitled.

**ARTICLE XIII**  
**DISSOLUTION OF THE ASSOCIATION**

A. The corporation shall have perpetual existence, but if the Association is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and if that is not accepted, then the surface water management system shall be dedicated to a similar not-for-profit corporation.

B. Upon dissolution of the Association, any other assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be distributed in the following manner:

- (1) Any property determined by the Board of Directors of the Association to be appropriate for dedication to any applicable municipal or other governmental authority may be dedicated to such authority provided the authority is willing to accept the dedication.
- (2) Except as may be otherwise provided by the terms of the Declaration, all remaining assets, or the proceeds from the sale of such assets, shall be apportioned among the Lots in the Subdivision prorated to the number of votes attributable to such Lots pursuant to Article V hereof, and the share of each shall be distributed to the then Owners thereof.

**ARTICLE XIV**  
**BINDING EFFECT**

The provisions hereof shall bind and inure to the benefit of the Members and their respective successors and assigns.

**[SIGNATURE PAGE TO FOLLOW]**

IN WITNESS WHEREOF, signed this 15 day of February, 2007.

Chartley Court Homeowners Association, Inc.

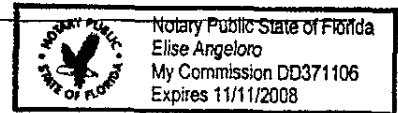
By: Leslie S Nanny, President

STATE OF FLORIDA )  
 ) SS.  
COUNTY OF SARASOTA )

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of February, 2007, by LESLIE NANNY, President of Chartley Court Homeowners Association, Inc., a Florida not-for-profit corporation, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.

Signature of Notary Public Elise Angeloro  
Print Name: \_\_\_\_\_

(Notary Seal)



**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby agrees to accept the designation as registered agent of the foregoing corporation.

Leslie S Nanny  
Print Name: LESLIE S NANNY

The date of adoption of the amendment(s) was: January 12, 2007

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature Leslie S. NAWNY  
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

LESLIE S NAWNY  
(Typed or printed name of person signing)

PRESIDENT  
(Title of person signing)

**FILING FEE: \$35**