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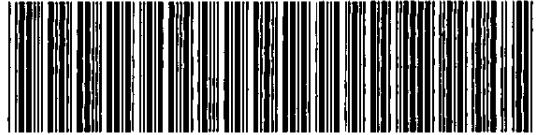
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*Amended &
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TALLAHASSEE, FLORIDA

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February 24, 2010

Florida Division of Corporations
Attn: Amendment Section
PO Box 6327
Tallahassee, FL 32314

Re: Filing Amended and Restated Articles of Incorporation for Park Forest Owners Association, Inc.

Dear Division:

Enclosed are:

1. Original executed Amended and Restated Articles of Incorporation, and one copy.
2. Check for \$43.75 payable to Florida Dept. of State.

Please file and return a certified copy to me. Call if there are any questions or if you need additional information. Thank you.

Very truly yours,



Chad M. McClenathen

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PARK FOREST OWNERS ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the original Articles of Incorporation of Park Forest Owners Association, Inc. were filed with the Florida Department of State on June 3, 1987, and

WHEREAS, the Articles were amended by an instrument filed with the Department of State in 1992 and amended and restated in 1999, and

WHEREAS, these Amended and Restated Articles of Incorporation contain amendments to all the Articles but do not amend or modify provisions that would require approval by first mortgagees, and

WHEREAS, not less than a majority of the entire membership of the Board of Directors approved the amendments and these Amended and Restated Articles of Incorporation at duly noticed Board meetings on December 9, 2009 and January 13, 2010, and

WHEREAS, the amendments, and these Amended and Restated Articles, were approved by the members casting greater than fifty percent of the total votes cast by the members at a duly called membership meeting held on January 20, 2010 at which a quorum was present, and

WHEREAS, the number of membership votes cast for the amendments were sufficient for approval under the corporation documents and applicable law.

NOW THEREFORE, the following are adopted as the Amended and Restated Articles of Incorporation of Park Forest Owners Association, Inc.

ARTICLE I
NAME OF CORPORATION AND MAILING ADDRESS

The name of this corporation shall be Park Forest Owners Association, Inc., hereinafter referred to as Association. The address of the Association shall be 325 Indian River Lane, Suite 2, Englewood, Florida 34223. The Directors of the Association may change the location of the principal office or mailing address from time to time.

ARTICLE II
PURPOSES

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

1. To administer and enforce the Master Declaration of

Covenants, Conditions, and Restrictions for Park Forest as recorded in Official Record Book 1953, Page 2318 et seq., Public Records of Sarasota County, Florida (Master Declaration), as amended and supplemented from time to time. All terms used herein that are defined in the Master Declaration shall have the same meaning unless otherwise expressly defined herein.

2. To take such action as may be deemed appropriate to promote the health, safety, enjoyment, and welfare of the owners of Property within the Subdivision.
3. To add, replace, improve, maintain, and repair Common Facilities for the benefit of the members of the Association.
4. To operate without profit and for the sole and exclusive benefit of its members.

ARTICLE III POWERS

The Association shall have powers and privileges granted to a corporation not for profit under the laws of the State of Florida, all the powers and privileges of a homeowner association under Chapter 720, Florida Statutes, and all powers reasonably necessary to implement and effectuate the purposes of the Association, except as may be limited or otherwise provided by these Articles or the Master Declaration.

ARTICLE IV MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as set forth in the Bylaws and Master Declaration.

ARTICLE V DIRECTORS

A Board of Directors shall manage the affairs of the Association. The qualifications, method of election, and powers of the Board of Directors shall be as set forth in the Bylaws.

ARTICLE VI OFFICERS

The officers designated in the Bylaws shall administer the affairs of the Association.

ARTICLE VII BYLAWS

The Bylaws may be altered, amended, or rescinded by the members in the manner provided by such Bylaws.

ARTICLE VIII INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. Indemnity. The Association shall indemnify any person serving as a director, officer, or committee member to the fullest extent permitted under Florida corporate statutes.

2. Additional Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, agreement, vote of a majority of the voting interests of the members, or otherwise, and shall continue as to a person who has ceased to be a director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

3. Insurance. The Association shall purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against the person and incurred by the person in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article. Notwithstanding anything in this Article to the contrary, the provision herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

ARTICLE IX AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be altered, amended, or repealed in the following manner. Notice of the subject matter of a proposed amendment, and a copy of the proposed amendment, shall be included in the notice of any meeting at which a proposed amendment will be considered.

A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than fifteen percent (15%) of the voting interests of the members of the Association. Except as elsewhere provided,

1. To be adopted, a resolution must be approved by not less than a majority of the voting interests of the entire membership of the Association, or by approval in writing by a majority of the total voting interests without a meeting.
2. The approval of fifty-one percent (51%) of the First Mortgagees, who are known to the Association, shall be required to add to or amend any provision of the

Declaration or these Articles of Incorporation or the Bylaws of the Association materially affecting the rights or interest of the Mortgagees in any of the following: (i) voting; (ii) assessments, assessment liens or subordination of such liens; (iii) insurance or fidelity bonds; (iv) reserves for maintenance, repair and replacement of the Common Facilities, if applicable; (v) right to use the Common Facilities; (vi) responsibility for maintenance and repair; and (vii) any provisions which are for the express benefit of the First Mortgagees or insurers or guarantors of recorded first mortgages on Residential Lots. An addition or amendment shall not be considered material if it is for the purpose of correcting technical or scrivener's errors or for clarification only. A First Mortgagee who receives a written request from the Association or Developer to approve material additions or amendments to the above items who does not deliver or post a negative response to the Association or Developer within thirty (30) days shall be deemed to have approved such addition or amendment.

3. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Sarasota County, Florida.

ARTICLE X TERM

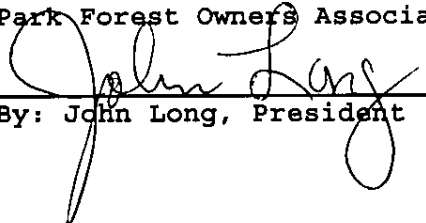
The term of the Association shall be perpetual.

ARTICLE XI RESIDENT AGENT

The Association has appointed Chad M. McClenathen, Esq., 1820 Ringling Boulevard, Sarasota, Florida 34236 as its registered agent and registered address under the laws of the State of Florida. The Board may change the registered agent and registered office from time to time as permitted by law.

The recitals set forth in these Amended and Restated Articles of Incorporation are true and correct and are certified as such by the Board of Directors this 23rd day of February, 2010.

Park Forest Owners Association, Inc.


By: John Long, President