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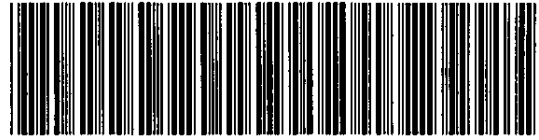
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# McKay Law Firm, P.A.



2055 Wood Street

Suite 120

Sarasota, Florida 34237

Scott D. McKay, Esq. \*\*  
Telese B. McKay, Esq. \*\*  
\* Admitted in all Florida Federal District Courts  
\* Admitted in the 11<sup>th</sup> Circuit Federal Appellate Courts  
\* Admitted in Minnesota  
\*\* Master of Laws (Real Property Development)

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

May 30, 2006

Via: U.S. Mail

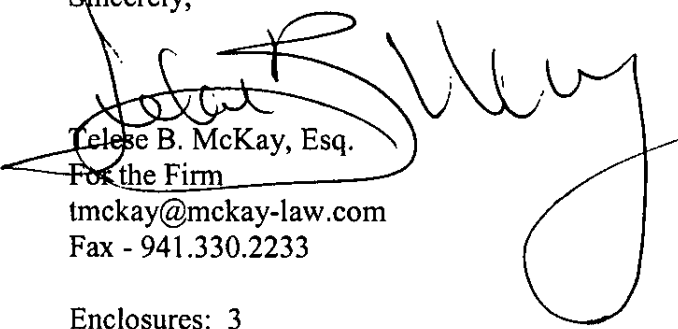
Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Woodhaven Estates Villas Property Owners Association, Inc. /  
Amended & Restated Articles of Incorporation**

Dear Sir/Madam:

Enclosed please find check # 1161 in the amount of \$52.50 for filing the attached Amended & Restated Articles of Incorporation for Woodhaven Estates Villas Property Owners Association, Inc., which was incorporated on June 3, 1999. 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 us at 1.800.381.1612.

Sincerely,

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

Enclosures: 3

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Woodhaven Estates Villas Property Owners Assoc., Inc.

**DOCUMENT NUMBER:** N99000003404

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 St., Ste. 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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**WOODHAVEN ESTATES VILLAS PROPERTY OWNERS ASSOCIATION, INC.**  
(A Corporation Not-for-Profit)

*[Substantial Rewording of the Articles of Incorporation.  
See original Articles of Incorporation and prior amendments for present text.]*

**ARTICLE 1**  
**NAME AND IDENTITY**

**Section 1.1 Applicable Statutes.** These Articles of Incorporation are for Woodhaven Estates Villas Property Owners Association, Inc., a corporation not-for-profit organized and existing under Chapters 617 and 720 of the Florida Statutes, hereinafter called the ("Association").

**ARTICLE 2**  
**PURPOSES**

**Section 2.1 Authority and Purposes of the Association.** The Association has the following rights and obligations:

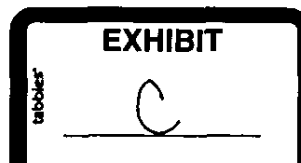
- (a) To promote the health, safety, and social welfare of the Owners of all Lots located within Woodhaven Estates Villas, a subdivision in Sarasota County, Florida.
- (b) To maintain all portions of Woodhaven Estates Villas and improvements thereon for which the obligation to maintain and repair has been delegated to the Association by the Declaration of Neighborhood Covenants for Woodhaven Estates Villas (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 3**  
**GENERAL POWERS**

**Section 3.1 General Powers.** The general powers that the Association shall have are as follows:

- (a) To purchase, own, hold, improve, build upon, operate, maintain, convey, transfer, dedicate for public use, 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

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necessary or expedient for 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 assessments pursuant to the Declaration for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association and 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 for delinquent assessments and unpaid 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. Enforcement is not limited to only imposing fines, but to any other means that the Board deems necessary to rectify a problem.
- (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.
- (k) To purchase insurance for the Property for the protection of the Association and its Members.
- (l) To reconstruct the 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 reasonably inferred in Chapters 617 and 720 of the Florida Statutes, 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.

#### **ARTICLE 4** **MEMBERS**

**Section 4.1 Definition of a Member.** The Members of this Association shall consist of all record Owners of Lots in Woodhaven Estates Villas. 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 (2) or more Lots so long as such Member owns at least one Lot.

**Section 4.2 Transfer of Membership.** 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.

**Section 4.3 Roster of Members.** 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/her/its 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 5** **VOTING**

Each Lot in Woodhaven Estates Villas 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. In the event of ownership of a Lot, other than sole individual ownership, the vote to which that Lot is entitled shall be exercised by written agreement of all parties with an ownership interest, in the form of a Voting Certificate.

## **ARTICLE 6** **BOARD OF DIRECTORS**

**Section 6.1 Number of Directors and Qualifications.** The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) 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. Additionally, the Board of Directors shall always consist of an odd number of Directors. Directors must be Members of the Association or a person exercising the rights of an Owner who is not a natural person.

**Section 6.2 Powers of the Board.** 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.

**Section 6.3 Election of Directors.** All Directors shall be elected by the Members. Election shall be by plurality vote. The term of each elected Director shall expire upon the election of his/her successor at the next succeeding annual meeting of the Members.

**Section 6.4 Recall of Directors.** Any elected Director may be removed from office with or without cause by a majority vote of the Members, as described in Florida Statutes Section 720.303.

**Section 6.5 Compensation.** The Members of the Board of Directors shall serve without compensation, but may be reimbursed for actual costs expended as a result of their service on the Board.

## **ARTICLE 7** **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 (2) 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 (1) year in accordance with the procedure set forth in the Bylaws.

**ARTICLE 8**  
**CORPORATE EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE 9**  
**BYLAWS**

In the event of a conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

**ARTICLE 10**  
**AMENDMENTS TO THE ARTICLES OF INCORPORATION**

These Articles may be altered, amended, or repealed by the affirmative vote of the Owners of at least fifty-one percent (51%) of the Voting Interests of the Association. No amendment, however, altering the number of votes attributable to any Lot 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 11**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

**Section 11.1 Indemnified Parties.** 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 attorney's 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.

**Section 11.2 Settlement of Action.** 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.

**Section 11.3 Insurance.** The Association must purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

**ARTICLE 12**  
**BINDING EFFECT**

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

IN WITNESS WHEREOF, signed this 26<sup>th</sup> day of April, 2006.

Woodhaven Estates Villas Property Owners  
Association, Inc.

By: Laura E. Rumman  
Laura E. Rumman, President

STATE OF FLORIDA        )  
  )        SS.  
COUNTY OF SARASOTA    )

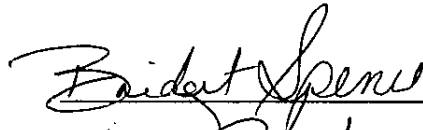

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of April, 2006, by Laura Rumman, President of Woodhaven Estates Villas Property Owners Association, Inc., a Florida not-for-profit corporation, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.

Pamela K. Casey  
Signature of Notary Public  
Print Name: Pamela K Casey

(Notary Seal)

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby agrees to accept the designation as Registered Agent of the foregoing corporation.

  
\_\_\_\_\_  
Print Name: \_\_\_\_\_

# Certificate to Amended & Restated

Articles of Amendment  
to  
Articles of Incorporation  
of

Woodhaven Estates Villas Property Owners Assoc., Inc.  
(Name of corporation as currently filed with the Florida Dept. of State)

N99000003404

(Document number of corporation (if known))

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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 Amended & Restated version of the Articles of Incorporation replace the entire text of the Articles of Incorporation filed on June 3, 1999.

The date of adoption of the amendment(s) was: April 26, 2006

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 Laura E. Rummans  
(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.)

Laura E. Rummans  
(Typed or printed name of person signing)

President, Washburn Estates Villas  
(Title of person signing)  
Property Owners Assn.

**FILING FEE: \$35**