

716742

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

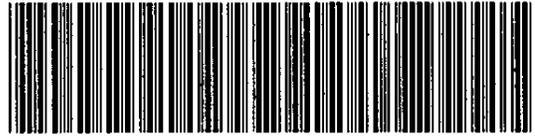
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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*Amended and
Restated Act*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Roberts DEC 15 2009



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 12, 2009

JEREMY V. ANDERSON
LOBECK & HANSON
2033 MAIN ST STE 403
SARASOTA, FL 34237

SUBJECT: SUNLAND GARDENS ASSOCIATION, INC.
Ref. Number: 716742

We have received your document for SUNLAND GARDENS ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6892.

Tina Roberts
Regulatory Specialist II

Letter Number: 309A00035342

DANIEL J. LOBECK
MARK A. HANSON*
MICHELLE A. STELLACI
JEREMY V. ANDERSON
DAVID P. BABNER**
2033 MAIN STREET, SUITE 403
SARASOTA, FL 34237
(941) 955-5622
FAX (941) 951-1469
E-MAIL law@lobeckhanson.com
INTERNET www.lobeckhanson.com

THE LAW OFFICES OF
LOBECK & HANSON
PROFESSIONAL ASSOCIATION

CONDOMINIUM
COOPERATIVE AND
COMMUNITY
ASSOCIATIONS
CIVIL LITIGATION
PERSONAL INJURY
FAMILY LAW
LAND USE LAW
ESTATES AND TRUSTS

*FLA. SUPR. CT. CERTIFIED MEDIATOR

**ALSO ADMITTED IN MASS., N.Y., D.C.

November 4, 2009

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

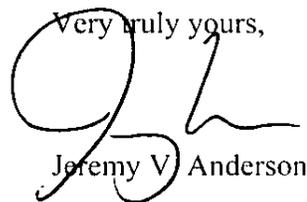
Re: Certificate of Amendment
Sunland Gardens Association, Inc.

To whom it may concern:

Please find enclosed an original Certificate of Amendment and attached Amended and Restated Articles of Incorporation for the above-referenced corporation and a check in the amount of \$35.00 for the filing fee.

Thank you for your assistance in this matter.

Very truly yours,



Jeremy V. Anderson

JVA/pft
Enclosure

Prepared by and return to:
Jeremy V. Anderson, Esquire
Lobeck & Hanson, P.A.
2033 Main Street, Suite 403
Sarasota, Florida 34237
(941) 955-5622 (Telephone)
(941) 951-1469 (Facsimile)

FILED
09 DEC 14 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED

**ARTICLES OF INCORPORATION
SUNLAND GARDENS ASSOCIATION, INC.**

*(Substantial rewording of Articles of Incorporation.
See existing Articles of Incorporation for present text.)*

This is the Amended and Restated Articles of Incorporation of SUNLAND GARDENS ASSOCIATION, INC. ("the Association"). The original Articles of Incorporation of the Association were filed with the Office of Secretary of State on June 16, 1969 and were recorded in the Official Records of Sarasota County, Florida at Book 1056, Page 1647 et seq.

**Article 1.
NAME AND ADDRESS**

The name of the corporation shall be SUNLAND GARDENS ASSOCIATION, INC.. The street address of the principal office of the corporation shall be 2477 Stickney Point Rd, Ste 118A, Sarasota, FL 34231, or as otherwise determined from time to time by the Association Board of Directors.

**Article 2.
PURPOSE**

2.1. Purpose. The purpose of the Association is to provide an entity pursuant to Chapter 718, Florida Statutes, as amended from time to time ("the Condominium Act") for the operation and management of the affairs and property of SUNLAND GARDENS APARTMENTS, A Condominium ("the Condominium") located at:

All of Lots 3, 4, 5, 6, and 7, SOUTH GATE, UNIT NO. 4,
according to the plat thereof recorded in Plat Book 9, at Page 97,
of the Public Records of Sarasota County, Florida.

2.2. Distribution of Income. The Association shall issue no stock and make no distribution of income to its Unit Owners, Directors or Officers; provided that the foregoing shall not prevent a Unit Owner, Director or Officer from providing services, as an individual, to the

Association other than as a Unit Owner, Director or Officer, for which he or she is reasonably compensated.

Article 3. POWERS

3.1. Common Law and Statutory Powers. The Association has all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles of Incorporation, the Declaration of Condominium ("Declaration"), the Association Bylaws or Chapter 718, Florida Statutes, as amended from time to time (herein, the "Condominium Act").

3.2. Specific Powers. The Association shall have all of the powers and duties of an Association set forth in the Condominium Act and all of the powers and duties reasonably necessary to manage, maintain and operate the Condominium pursuant to the Declaration, as it may be amended from time to time, including but not limited to the following:

a. To make and collect Assessments against members as Owners of Units ("Units") in the Condominium ("Unit Owners") to defray the costs, expenses and losses incurred in the management, maintenance, operation, repair and replacement of the Condominium and Property and/or facilities serving the Condominium ("Condominium Property").

b. To use the proceeds of Assessments in the exercise of its powers and duties.

c. To require as a condition to the letting or renting of a Unit a security deposit to protect against damages to the common elements and/or Association Property.

d. To acquire, own, maintain, manage, repair, replace and operate the Condominium Property.

e. To purchase insurance upon the Condominium Property and insurance for the protection of the Association.

f. To make and amend reasonable Rules and Regulations respecting the use and occupancy of the Condominium Property and for the health, comfort, safety and welfare of the Unit Owners. All such Rules and Regulations and amendments thereto shall be approved by the Board of Directors.

g. To enforce by legal means the provisions of the Florida Condominium Act, the Declaration, these Articles of Incorporation, the Bylaws of the Association and the Rules and Regulations.

h. To contract for the management of the Condominium with third (3rd) party contractors and to delegate to any such contractor all powers and duties of the Association, except as such are specifically required by the Declaration or the Florida Condominium Act to have the approval of Directors or the Unit Owners.

i. To employ personnel to perform the services required for proper management maintenance and operation of the Condominium.

j. To purchase and own Units in the Condominium and to acquire and hold, lease, mortgage and convey the same. However, such purchase shall be limited to purchases of units in foreclosure of liens for assessments for common expenses. The Association shall bid no than the amount secured by its lien. It is the intent that this provision not be changed without the unanimous approval of all the members and the joinder of all record owners of mortgages upon the Condominium.

k. To obtain loans to provide funds for operating, maintaining, repairing, replacing and improving the Condominium and to pledge the income of the Association from Assessments against Unit Owners as security for such loans.

3.3. Assets Held in Trust. All funds and the titles of all properties acquired by the Association and the proceeds thereof shall be held in trust for the Unit Owners in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Association Bylaws.

3.4. Emergency Powers. For purposes of this Article 3.4 only, an emergency exists during a period of time that the Condominium, or the immediate geographic area in which the Condominium is located, is subjected to: a state of emergency declared by civil or law enforcement authorities; a hurricane watch or warning as issued by a governmental authority; a partial or complete evacuation order issued by civil or law enforcement authorities; the declaration of a Federal or State "disaster area" status; or catastrophe, whether natural or man made, which seriously damages, or threatens to seriously damage the physical existence of the Condominium. During an emergency as defined herein, the Board of Directors may exercise the emergency powers provided to Florida corporations by Section 617.0207 and Section 617.303, Florida Statutes and as may be provided in the Condominium Act.

3.5. Limitation on Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Association Bylaws.

Article 4. MEMBERS

4.1. Members. The members of the Association shall consist of all the record Unit Owners in the Condominium shown by recordation of a deed or other instrument in the Public Records of Sarasota County, Florida, and upon termination of the Condominium shall consist of those who are members at the time of such termination, their successors and assigns.

4.2. Change of Membership. After receiving approval of the Board of Directors required by the Declaration of Condominium, change of membership in the Association shall be established by the recording in the Public Records of Sarasota County, Florida, a deed or other instrument establishing record title to a Unit in the Condominium and the delivery to the Association of a copy of such instrument. The Board may, in its sole discretion, require a Unit Owner to provide it a certified copy of the Deed or other instrument. The Unit Owner designated by such instrument thus becomes a member of the Association and the membership of the prior Owner is terminated.

4.3. Limitation of Transfer of Shares of Assets. The share of any Unit Owner in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Unit Owner's Unit.

4.4. Vote. There shall be one (1) vote for each Unit owned which shall be exercised in the manner set forth in the Association Declaration and Bylaws.

Article 5. DIRECTORS

5.1. Board of Directors. The affairs of the Association shall be managed by the Board of Directors, composed as provided in the Association Bylaws. A Director must be a Unit Owner and must fulfill all other requirements of eligibility provided in the Bylaws and Declaration of Condominium. Every Director has a fiduciary duty to the Unit Owners and to the Association.

5.2. Election of Directors. Directors of the Association shall be elected at the annual meeting of Unit Owners in the manner determined by the Association Bylaws and the Condominium Act. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Association Bylaws and the Condominium Act.

Article 6. OFFICERS

The Association Officers shall manage the affairs and operation of the Association. The Board of Directors shall elect Officers at its first meeting following the annual meeting of the Unit Owners. Officers serve at the pleasure of the Board of Directors. Every Officer has a fiduciary duty to the Unit Owners and to the Association.

Article 7. INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and all liabilities, including attorney legal fees reasonably

incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that a settlement of the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

**Article 8.
BYLAWS**

The Association Bylaws may be amended in the manner provided by the Bylaws.

**Article 9.
AMENDMENTS**

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

a. The text of a proposed amendment shall be included in or with the notice of the meeting at which the proposed amendment is considered.

b. An amendment may be proposed either by the Board of Directors or by the Unit Owners who call a special meeting of the Association in the manner provided in the Bylaws. Except as elsewhere provided, approval of an amendment must be by an affirmative vote of not less than two-thirds (2/3) of the Unit Owners present in person and by proxy and voting at a Unit Owner meeting called in whole or in part for that purpose.

9.2. Limitation on Amendments. No amendment shall be made which is in conflict with the Condominium Act or the Declaration of Condominium.

9.3. Certification. A copy of each amendment shall be certified by the Secretary of State and shall be recorded in the Public Records of Sarasota County, Florida.

**Article 10.
TERM**

The term of the Association shall be perpetual.

Article 11.
SUBSCRIBERS

The names and addresses of the original subscribers of these Articles of Incorporation are:

Name	Address
Granville H. Crebtree, Jr.	2058 Main Street, Sarasota, Florida
John R. Hager	3123 Espanola, Sarasota, Florida
Mary K. Hager	3123 Espanola, Sarasota, Florida

Article 12.
REGISTERED OFFICE AND AGENT

The registered agent and registered office of the Association shall be Lobeck & Hanson, P.A., 2033 Main Street, Suite 403 Sarasota, FL 34237, provided that the Board of Directors may change the registered agent and registered office at any time.

CERTIFICATE OF AMENDMENT

AMENDED AND RESTATED ARTICLES OF INCORPORATION

FOR

SUNLAND GARDENS ASSOCIATION, INC.

We hereby certify that the attached Amended and Restated Articles of Incorporation were duly adopted at the special membership meeting of Sunland Gardens Association, Inc. (herein, the "Association") held on May 14, 2009 by not less than seventy-five percent (75%) of the entire membership of the Board of Directors and by not less than seventy-five percent (75%) of the votes of the entire membership in accordance with Article IX of the Articles of Incorporation.

DATED this 2 day of November, 2009.

Signed, sealed and delivered

SUNLAND GARDENS
ASSOCIATION, INC.

in the presence of:

sign:

[Signature]

By:

Robert J. Burgess
Robert Burgess, Vice President

print:

Lucy Dixon

sign:

[Signature]

print:

Erin W. [unclear]

Signed, sealed and delivered

in the presence of:

sign:

[Signature]

By:

Elizabeth Fox
Elizabeth Fox, Secretary

print:

Maureen Silboney

sign:

[Signature]

print:

Lucy Dixon

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 2 day of Nov., 2009, by Robert Burgess as Vice President of Sunland Gardens Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced Florida license as identification.

NOTARY PUBLIC

sign

print

[Signature]
W E Hammerling
State of Florida at Large (Seal)
My Commission expires:

STATE OF FLORIDA
COUNTY OF SARASOTA

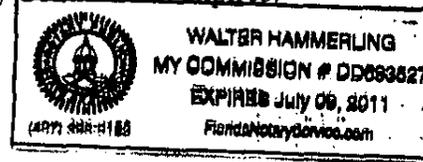
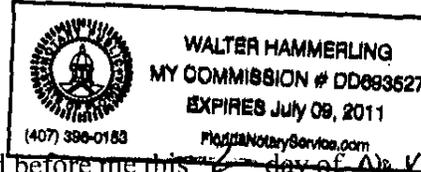
The foregoing instrument was acknowledged before me this 2 day of Nov., 2009, by Elizabeth Fox as Secretary of Sunland Gardens Association, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced Florida license as identification.

NOTARY PUBLIC

sign

print

[Signature]
W E Hammerling
State of _____ at Large (Seal)
My Commission expires:



For Signature Purpose

STATEMENT OF CHANGE OF REGISTERED AGENT AND/OR REGISTERED OFFICE FOR CORPORATION

PURSUANT TO SECTION 617.0503, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN ORDER TO CHANGE ITS REGISTERED OFFICE AND/OR REGISTERED AGENT:

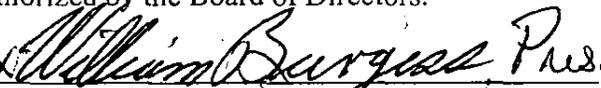
1. Sunland Gardens Association, Inc.
2. Florida Registration Date 006/16/1969
3. Florida Document No. 716742
4. FEI Number 591317375
5. Principal Office Address: 2477 Stickney Point Road, Suite 118A, Sarasota, FL 34231
6. Name and address of registered agent and office currently on record with this office:

Argus Property Management, Inc.
2477 Stickney Point Road, Suite 118A
Sarasota, FL 34231

7. New registered agent and/or office address:

The Law Offices of Lobeck & Hanson, P.A.
2033 Main Street, Suite 403
Sarasota, FL 34237

8. Such change was authorized by the Board of Directors or an officer of the corporation so authorized by the Board of Directors.

9. 
(Signature of chairman, vice chairman, or officer)

10. Name and capacity of person signing in number 9 above:

11. Signature of new registered agent, if applicable:


Daniel J. Lobeck

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of section 617.0503, Florida Statutes. Registered agent accepting appointment date: 12/18/09

RECEIVED
2009 DEC 14 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA