

728956

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

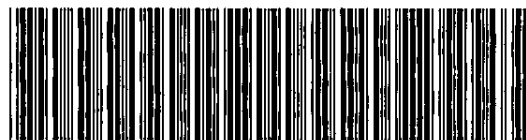
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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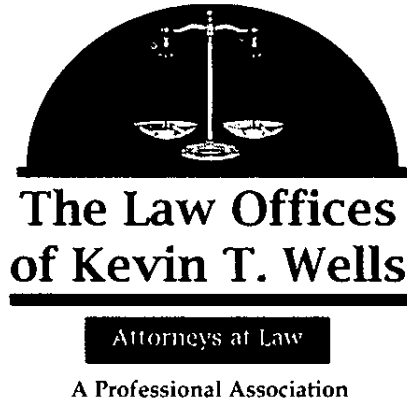
12/18/13--01009--021 \*\*43.75

Restated  
Articles

FILED  
2014 JAN 15 AM 11:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

X00789, 01173, 01048, 00671  
1/16/14

Kevin T. Wells, Esq.  
Sue Ellen Krick, Esq.  
Leah K. Burton, Esq.\*\*  
Paul E. Olah, Jr., Esq.†  
Tamela K. Eady, Esq.††



Condominium, Homeowner,  
Cooperative, Master and  
Community Associations  
Civil Litigation,  
Construction Litigation,  
Real Estate



December 16, 2013

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

Re: Certificate of Amendment  
Village Green Section 14 Association, Inc.

Dear Sir or Madam:

Please file the enclosed original Amendments to the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check from the Association in the amount of \$43.75 for the filing fee and certified copy fee. Please return a **certified copy** to the undersigned at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,

THE LAW OFFICES OF KEVIN T. WELLS, P.A.

A handwritten signature in black ink, appearing to read "Kevin T. Wells", written over a horizontal line.

Kevin T. Wells, Esq.

KTW/elp  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 2, 2014

Kevin T. Wells, Esq.  
1800 Second Street  
Suite 808  
Sarasota, FL 34236

SUBJECT: VILLAGE GREEN SECTION 14 ASSOCIATION, INC.  
Ref. Number: 728956

We have received your document for VILLAGE GREEN SECTION 14 ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6050.

Annette Ramsey  
Regulatory Specialist II

Letter Number: 414A00000052

RECEIVED  
14 JAN 15 AM 11:19  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Prepared by and return to:  
Kevin T. Wells, Esq.  
The Law Offices of Kevin T. Wells, P.A.  
1800 Second Street, Suite 808  
Sarasota, Florida 34236  
(941) 366-9191 (Telephone)  
(941) 366-9292 (Facsimile)

FILED

2014 JAN 15 AM 11:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RESTATED  
ARTICLES OF INCORPORATION  
VILLAGE GREEN SECTION 14 ASSOCIATION, INC.  
A Florida Not For Profit Corporation

We hereby certify that the attached amendments to the Articles of Incorporation of VILLAGE GREEN SECTION 14 ASSOCIATION, INC. ("the Association"), a Florida corporation not-for-profit, were adopted by the affirmative vote of not less than three-fourths (3/4) of the persons entitled to vote at the Annual Meeting of the Association held on January 21, 2013, as required by Article 10 of the Articles of Incorporation. The Association further certifies that the amendment was proposed and adopted as required by the governing documents and by Florida law. The restated articles were adopted

by the members  
DATED this 10th day of December, 2013.

Signed, sealed and delivered:  
in the presence of:

sign [Signature]  
print Michael J. Lever

sign [Signature]  
print Steve C. [unclear]

Signed, sealed and delivered:  
in the presence of:

sign \_\_\_\_\_  
print \_\_\_\_\_

sign \_\_\_\_\_  
print \_\_\_\_\_

VILLAGE GREEN SECTION 14  
ASSOCIATION, INC.

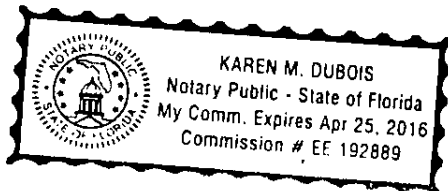
By: Thomas Howe  
Thomas Howe, President

Attest: Sally Lowther  
Sally Lowther, Secretary

(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 6th day of December, 2013, by Thomas Howe as President of Village Green Section 14 Association, Inc., a Florida not for profit corporation, on behalf of the corporation. He is personally known to me or has produced Driver's License as identification.



NOTARY PUBLIC

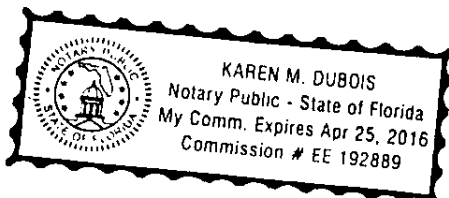
sign

print

[Signature]  
Karen Dubois  
State of Florida at Large (Seal)  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 6th day of December, 2013, by Sally Lowther as Secretary of Village Green Section 14 Association, Inc., a Florida not for profit corporation, on behalf of the corporation. She is personally known to me or has produced Driver's License as identification.



NOTARY PUBLIC

sign

print

[Signature]  
Karen Dubois  
State of Florida at Large (Seal)  
My Commission Expires:

**RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**VILLAGE GREEN SECTION 14 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 I**  
**NAME AND IDENTITY**

These Articles of Incorporation are for Village Green Section 14 Association, Inc., a corporation not-for-profit organized and existing under Chapters 617 and 718 of the Florida Statutes, hereinafter called the "Association."

**ARTICLE II**  
**PURPOSES AND POWERS**

**2.1 Purpose.** The purpose for which the Association is formed is to provide an entity pursuant to the Condominium Act for the operation of Village Green of Forest Lakes Condominium Section Fourteen, a condominium (the "Condominium") as a governing association and the managing entity within the meaning of Chapter 718, Florida Statutes (the "Condominium Act") in accordance with the Declaration of Condominium thereof, duly recorded or to be recorded in the Public Records of Sarasota County, Florida, as it may lawfully be amended and/or supplemented from time to time (the "Declaration"), and its exhibits thereto, as they may be lawfully amended and/or supplemented from time to time (collectively the "Condominium Documents").

**2.2 Association Powers and Duties.** The Association shall have all of the common law and statutory powers of a corporation not-for-profit, including all the powers and duties reasonably necessary or convenient to operate the Condominium and act as its managing entity pursuant to the Condominium Documents except as expressly limited or modified by these Articles of Incorporation, the Condominium Documents or the Condominium Act, as they may hereafter be amended, including but not limited to the following specific powers and duties:

- (a) To levy, collect and enforce Assessments against Members of the Association to defray the cost, expenses and losses of the Condominium, and to use the proceeds of Assessments in exercising the Association's powers and performing its duties.
- (b) To protect, maintain, repair, replace and operate the Condominium Property.
- (c) To purchase insurance upon the Condominium Property for the protection of the Association and its Members.
- (d) To enforce by legal means the provisions of the Condominium Act, the Condominium Documents, and any Rules and Regulations promulgated by the Association.
- (e) To grant, relocate or modify such easements with respect to the Common Elements or otherwise, as may be not inconsistent with the Condominium Documents, upon approval of the Board.

- (f) To enter contracts for the management or maintenance of the Condominium Property, and any other property of the Association, and to delegate any powers and duties of the Association in connection therewith, except such powers or duties as may be expressly required by the Condominium Documents or by applicable law to be exercised by the Board or the Members.
- (g) To employ personnel, including accountants, architects, attorneys, appraisers, surveyors, engineers and other professional personnel, to furnish services required for the operation of the Condominium.
- (h) To borrow money, if reasonably necessary, to carry out the other powers and duties of the Association.
- (i) To adopt, amend and enforce reasonable Rules and Regulations governing the use of the Condominium and the operation of the Association.
- (j) To enter into agreements, or acquire leaseholds, memberships and other ownership or use interests in land or facilities, if they are intended to provide enjoyment, recreation or other use or benefit to the Owners of the Units.
- (k) To reconstruct improvements after casualty, and to further improve the Condominium Property.
- (l) To sue and be sued.
- (m) To acquire, own, hold, improve, maintain, repair, replace, convey, sell, lease, transfer and otherwise dispose of property of any kind or nature.
- (n) To exercise such other power and authority to do and perform every act or thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein, and as permitted by the applicable laws of the State of Florida and consistent with the Condominium Documents.

### **ARTICLE III** **NO DISTRIBUTIONS**

The Association is organized and shall exist on a non-stock basis, does not contemplate pecuniary gain or profit to the Members thereof and is organized and shall exist solely for nonprofit purposes. No dividends shall be paid, and in no event shall the net earnings, income or assets of the Association be distributed to, or inure to the benefit of, its Members, Directors or Officers.

### **ARTICLE IV** **TERM**

The period of duration of the Association is perpetual.

### **ARTICLE V** **MEMBERSHIP**

**5.1 Members.** The Members of the Association are all Owners of record legal title to one or more Units in the Condominium, as more fully set out in the Condominium Documents.

**5.2 Membership Privileges.** The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to the

Unit. Each Member shall have such rights and privileges, and be subject to such duties, obligations and restrictions, including restrictions governing the transfer of membership, as are set forth in the Condominium Documents. Each Member shall have such Voting Interests as may be provided in the Condominium Documents.

## **ARTICLE VI** **BOARD OF DIRECTORS**

The affairs of the Association shall be administered by a Board of Directors comprised of five (5) persons. Provisions regarding the qualification, election, term, removal and resignation of Directors shall be set forth in the Association's Bylaws.

## **ARTICLE VII** **OFFICERS**

The Officers of the Association shall consist of a President, Vice President, Secretary, Treasurer and such additional Officers as the Board of Directors may deem necessary or appropriate from time to time. The Officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of each newly constituted Board, and shall serve at the pleasure of the Board.

## **ARTICLE VIII** **BYLAWS**

The Bylaws of the Association are recorded as an Exhibit to the Declaration and may be altered, amended or repealed in the manner provided therein.

## **ARTICLE IX** **INDEMNIFICATION**

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) wrongful conduct by an Indemnified Party who was appointed by the Developer in a proceeding brought by or on behalf to the Association; or,
- (d) 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 X AMENDMENTS**

Amendments to these Articles may be adopted as follows:

**10.1 Proposal and Approval.** Amendments to the Articles of Incorporation may be proposed by a majority of the Board, or upon written petition to the Board signed by Owners of not fewer than twenty-five (25%) percent of the Voting Interests. Any amendment to these Articles of Incorporation so proposed by the Board or Members shall be submitted to a vote of the Members not later than the next annual meeting for which proper notice can be given. Except as otherwise provided by law, a proposed amendment to these Articles of Incorporation shall be adopted if approved by a majority of the total Voting Interests present at the annual or special meeting called for that purpose, or if approved in writing by a majority of the total Voting Interests without a meeting, provided that notice of any proposed amendment has been given to the Members and that the notice contains the text of the proposed amendment.

**10.2 Recording Amendments.** An amendment which is duly adopted pursuant to this Article shall be effective upon the filing with the Florida Department of State and subsequently recording a certified copy thereof in the Public Records of Sarasota County, Florida.

#### **ARTICLE XI REGISTERED OFFICE AND AGENT**

The address of the registered agent of the Association shall be established on the annual Uniform Business Report filed with the State of Florida, but may change from time to time as determined by the Board of Directors.

**[SEE CERTIFICATE OF AMENDMENT FOR SIGNATURE PAGE]**