

731745

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

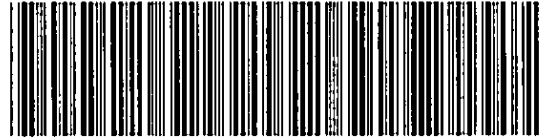
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400378797374

*Amended &
Restated Articles*

01/04/22--01019--011 **35.00

RECEIVED

JAN 03 2022

2022 JAN -3 AM 11:29

FILED

A. RAMSEY

JAN 24 2022

Jeremy Anderson, Esquire
Justin Givens, Esquire
D.J. Fredericks, Esquire



ANDERSON | GIVENS | FREDERICKS

— Attorneys & Counselors At Law —

Community Association
Land Use
Real Estate & Title
Civil Litigation
Probate and Trusts

1689 Mahan Center Blvd., Ste. B
Tallahassee, Florida 32308
Tel: 850-692-8900
Fax: 850-224-2440

5500 Bee Ridge Road, Suite 201
Sarasota, Florida 34233
Tel: 941-866-4348
Fax: 850-224-2440

December 30, 2021

Florida Division of Corporations
2415 North Monroe Street, Suite 810
Tallahassee, FL 32303


Re: Certificate of Amendment – Amended and Restated Articles of Incorporation
Bent Tree Village Association, Inc.

To whom it may concern:

Please find enclosed an original Certificate of Amendment for the approved Amended and Restated Articles of Incorporation and amended text for the above-referenced corporation and a check made payable to Department of State in the amount of \$35.00 for the filing fee.

Thank you for your assistance in this matter.

Very truly yours,



Jeremy V. Anderson, Esq.

JVA/srm
Enclosures

Prepared by and return to:
Jeremy V. Anderson, Esquire
Anderson, Givens & Fredericks, P.A.
PO Box 12613
Tallahassee, FL 32317

FILED
2022 JAN -3 AM 11:29
Exhibit
CLERK OF COURT
JERRY E. BLOOM

AMENDED AND RESTATED

ARTICLES OF INCORPORATION OF BENT TREE VILLAGE ASSOCIATION, INC. a Florida corporation, Not-for-Profit

*[Substantial Rewording of the Articles of Incorporation. See existing
Articles of Incorporation for present text.]*

These are the Amended and Restated Articles of Incorporation of BENT TREE VILLAGE ASSOCIATION, INC., a not-for-profit corporation under Chapter 617, Florida Statutes, and formerly Hawkshead Homeowner's Association, Inc.

ARTICLE 1 – NAME

The name of the corporation shall be BENT TREE VILLAGE ASSOCIATION, INC. (hereinafter referred to as the "Association").

ARTICLE 2 – PRINCIPAL OFFICE AND MAILING ADDRESS

The principal address of the Association is 5602 Marquesas Circle #103, Sarasota, FL 34233. The mailing address for the Association is P.O. Box 18809, Sarasota, Florida 34276. The Association Board of Directors may change the location of the principal address of the Association and its mailing address from time to time as provided by law.

ARTICLE 3 – DURATION

The period of duration of the Association is perpetual.

ARTICLE 4 – PURPOSE

The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its Members. By way of explanation and not limitation, the purposes for which the Association is organized are:

(a) To be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as set forth in the Declaration, these Articles of Incorporation and the Bylaws of the Association as provided by law;

(b) To provide an entity for the maintenance, management, and control of certain property located in Sarasota County, Florida, which property is subject to the Declaration of Restrictions and Maintenance Covenants for Bent Tree Village Subdivision which is recorded in the Public Records of Sarasota County, Florida, as same shall from time to time be amended and supplemented (the "Declaration");

(c) To provide for the ownership, operation, maintenance, and preservation of any common areas and for the maintenance and improvement of any easements granted to the Association within the lands subject to the Declaration and such additional properties as may be added thereto from time to time by annexation or otherwise as provided in the Declaration and in these Articles;

(d) To carry out the duties and obligations and receive the benefits given the Association by the agreement with respect to construction and maintenance of facilities contemplated by Resolution No. 73-96 of the Board of County Commissioners of Sarasota County, Florida, and the Declaration, all recorded in the public records of Sarasota County, Florida; and

(d) To promote the health, safety and welfare of its members and the residents within the Subdivision.

ARTICLE 5 – POWERS

In furtherance of its purposes, the Association shall have all powers stated in the Declaration, the Bylaws of the Association, and Chapters 617 and 720, Florida Statutes.

ARTICLE 6 – QUALIFICATIONS OF MEMBERSHIP

General. The Association shall be a membership corporation without certificates or shares of stock. The record title owner ("Owner") of each Lot or Unit within the lands subject to the Declaration ("Lot") shall be a Member of the Association and shall be entitled to vote as provided in the Declaration and the Bylaws. The rights and obligations of a Member may not be assigned or delegated except as provided in the Declaration, these Articles of Incorporation, or the Bylaws of the Association, and shall automatically pass to the successor-in-interest of any Owner upon conveyance of such Owner's interest in the Lot. Change of an Owner's membership in the Association shall be established by recording in the Office of the Clerk of the Circuit Court of Sarasota County, Florida, a deed or other instrument establishing record title to a Lot. Upon such recordation, the Owner designated by such instrument shall become a Member of the Association and the membership of the prior Owner shall terminate.

Limitation on Transfer of Shares of Assets. A member cannot assign, hypothecate or transfer in any manner his or her share in the funds and assets of the Association, except as an appurtenance to the member's Lot.

ARTICLE 7 – VOTING RIGHTS

Subject to the restrictions and limitations hereinafter set forth, all Members shall be entitled to one (1) vote for each Lot that they own. When one or more persons hold such interest or interests in any Lot, all such persons shall be Members, but only one vote may be cast for the Lot in the manner provided in the Association's Bylaws. Except where otherwise required under the provisions of the Governing Documents or by law, the affirmative vote of the Owners of a majority of Lots represented at any meeting of the Members duly called and at which a quorum is present, shall be binding upon the Members.

ARTICLE 8 – BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board consisting of five (5) Directors, which number shall be determined from time to time as provided in the Bylaws. Elections shall be conducted in the manner provided in the Bylaws.

ARTICLE 9 – OFFICERS

The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. The Bylaws of the Association shall specify the election, term, qualifications and duties of Association officers.

ARTICLE 10 – INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director, every Officer, and every Committee Member of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by, or imposed upon him or her in connection with any proceeding or the settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a Director, Officer, or Committee Member of the Association, whether or not he or she is a Director, Officer, or Committee Member at the time such expenses are incurred, except when the Director, Officer, or Committee Member is adjudged-guilty of willful and wanton misfeasance or malfeasance in the performance of his or her duties provided that in the event of a settlement, 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, Officer, or Committee Member may be entitled.

ARTICLE 11 – REGISTERED AGENT

The street address of the registered agent of this corporation is 5602 Marquesas Circle #103, Sarasota, FL 34233. The name of the Registered Agent of the corporation at that address is Sunstate Association Management Group, Inc. The Association Board of Directors may change the Association's registered office and registered agent from time to time as permitted by law.

ARTICLE 12 – BYLAWS

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

ARTICLE 13 – AMENDMENTS

These Articles of Incorporation may be amended in the following manner:

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(b) A resolution adopting a proposed amendment must receive the affirmative approval of a majority of those Members attending a meeting in person or by proxy and voting.

(c) When an amendment has been so adopted, a copy of same shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of these Articles of Incorporation and referencing the Declaration by its original recording information. The certificate shall be executed by the officers of the Association with the formalities of a deed when such certificate and copy of amendment are recorded in the Public Records of Sarasota County, Florida.

Prepared by and return to:
Harvey P. Halprin, Esquire
Anderson, Givens & Fredericks, P.A.
5500 Bee Ridge Rd., Suite 201
Sarasota, Florida 34233
(941) 866-4348 (Telephone)
(850) 224-2440 (Facsimile)

CERTIFICATE OF AMENDMENT

**ADOPTION OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BENT TREE VILLAGE ASSOCIATION, INC.**

We hereby certify that the attached Amended and Restated Articles of Incorporation for **BENT TREE VILLAGE ASSOCIATION, INC.** (which Declaration was originally recorded at Official Records Book 1080 at Page 537 et seq. of the Public Records of Sarasota County, Florida) were approved at the membership meeting held on December 14, 2021, in accordance with Article IX of the Articles of Incorporation.

DATED this 27 day of December, 2021.

Witnesses:

BENT TREE VILLAGE
ASSOCIATION, INC.

sign: Lynn M. Priest

print: Lynn M. Priest

sign: Alvina L.R. Decker

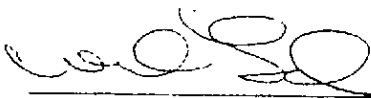
print: Alvina L.R. Decker

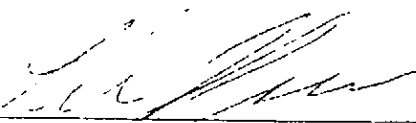
sign: Lynn M. Priest

print: Lynn M. Priest

sign: Alvina L.R. Decker

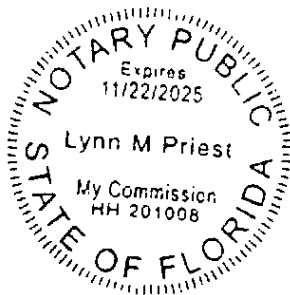
print: Alvina L.R. Decker

By: 
Wendi Leach, President

Attest: 
Delilah Rogers, Secretary

STATE OF FLORIDA
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 27 day of December, 2021, by Wendi Leach as President of BENT TREE VILLAGE ASSOCIATION, INC., a Florida not for profit corporation, on behalf of the corporation. She is personally known to me or has produced _____ as identification.



NOTARY PUBLIC

sign Lynn M Priest

print Lynn M Priest
State of Florida at Large (Seal)

My Commission expires:

STATE OF FLORIDA
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 27 day of December, 2021, by Delilah Rogers as Secretary of BENT TREE VILLAGE ASSOCIATION, INC., a Florida not for profit corporation, on behalf of the corporation. She is personally known to me or has produced _____ as identification.

NOTARY PUBLIC

sign Lynn M Priest

print Lynn M Priest
State of Florida at Large (Seal)

My Commission expires:

