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VENICE, FLORIDA 34285

HOMEOWNERS ASSOCIATION

Thursday, April 07, 2005

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

RE: Amendments to Article of Incorporation for
Pinebrook South Homeowners' Association, Inc. Doc# 734234

To Whom It May Concern:

Attached is the necessary form to file an amendment to our Articles of Incorporation. I have attached a copy of the original articles with changes and cross outs and a copy of the final amended articles along with a check for \$43.75.

If you need to contact me for any reason you can call me days at 941-484-0508.

Sincerely,

A handwritten signature in black ink that reads "Debora B. Rand". The signature is written in a cursive style with a large, looped "D" and "R".

Debora B. Rand

Treasurer, Pinebrook South Homeowners' Association, Inc.

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

Pinebrook South Homeowners' Association
(present name)

734234

(Document Number of Corporation (If known))

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Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

See Attached

SECOND: The date of adoption of the amendment(s) was: March 1, 2005

THIRD: Adoption of Amendment (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.

Debra B Rand

Signature of Chairman, Vice Chairman, President or other officer

Debra B Rand

Typed or printed name

Treasurer / Director

Title

4/8/2005

Date

AMENDED ARTICLES OF INCORPORATION
OF
PINEBROOK SOUTH HOMEOWNERS' ASSOCIATION, INC.

(A corporation not for profit)

ARTICLE I
NAME

The name of the corporation (hereinafter called the "ASSOCIATION") is PINEBROOK SOUTH HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II
PURPOSE

Section 1. The ASSOCIATION does not contemplate pecuniary gain or profit to the members thereof, and the primary purposes for which it is formed are to provide for the maintenance and preservation of the subdivision known as PINEBROOK SOUTH and to promote the health, safety and welfare of the residents within said subdivision.

Section 2. In furtherance of said purposes, this ASSOCIATION shall have power to:

- (a) hold funds solely and exclusively for the benefit of the members for the purposes set forth in these Articles of Incorporation.
- (b) promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.
- (c) delegate powers where such is deemed in the interest of the Association.
- (d) purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.
- (e) fix assessments to be levied against property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures.
- (f) charge recipients for services rendered by the Association and the user for use of Association property where such is deemed appropriate by the Board of Directors of the Association.
- (g) pay taxes and other charges, if any, on or against property owned or accepted by the Association.
- (h) control, maintain and repair preservation areas, recreation areas and facilities, lakes, water-ways and drainage facilities and other useable open spaces for which the obligation to maintain and repair has been delegated and accepted.
- (i) borrow money and, from time to time, make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for monies borrowed or in payment for property acquired or for any of the other purposes of the Association and to secure the payment of such obligation by mortgage, pledge, or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Association wherever situated.
- (j) dedicate, sell or transfer all of or any part of its property to any public agency, authority, or utility for such purposes and subject to such condition as may be agreed by the members.
- (k) enter into any written agreements with any persons, firms or corporations and/or any political subdivision of the State of Florida for the maintenance of any properties the maintenance of which are an obligation of the Association alone or shared with others.
- (l) have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE III
MEMBERS

The members of the Association shall consist of the record owner, whether one or more persons or entities, of the fee simple title to any residential lot or tract, including a completed condominium unit or multi-family zoned tract, within PINEBROOK SOUTH subdivision.

**ARTICLE IV
VOTING**

The owner of each lot or completed condominium unit shall be entitled to one vote for each such lot per condominium unit, and owners of tracts upon which are situated rental apartment buildings shall have one (1) vote for each two (2) completed apartment units contained within such rental apartment building upon such tracts. When more than one person or entity has a fee simple interest in any lot, rental apartment tract or condominium units, all such persons or entities shall be members. The vote for such lot, rental apartment tract or condominium unit shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such lot, condominium unit, or each two (2) rental apartments completed upon such tract. No owner shall be entitled to more than five (5) votes, regardless of the number of lots or units owned.

**ARTICLE V
DURATION**

This corporation shall exist perpetually.

**ARTICLE VI
DISSOLUTION**

Upon dissolution of the ASSOCIATION, after provision for creditors, the assets of the ASSOCIATION shall be distributed to an appropriate public agency to be used for purposes similar to those for which this ASSOCIATION was created. In the event that such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

**ARTICLE VII
THE SUBSCRIBERS**

The name and address of each subscriber is:

<u>Name</u>	<u>Address</u>
Ned T. Smith	3614 Casey Key Road Osprey, Florida 33559
Ernest J. Reid	511 Valesquez Drive Osprey, Florida 33559
Wen Y. Chung	5903 Colchester Drive Orlando, Florida 32809

**ARTICLE VII VIII
OFFICERS**

Section 1. The officers of the corporation shall be a president, a vice president, a secretary and a treasurer, and such other officers as may be in the by-laws from time to time.

Section 2. The officers shall be elected at the annual meeting of the Members or as provided in the By-Laws.

The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

<u>Office</u>	<u>Name</u>
President	Ned T. Smith
Vice President	Ernest J. Reid
Secretary	Wen Y. Chung
Treasurer	Ernest J. Reid

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the by-laws.

**ARTICLE VIII IX
BOARD OF DIRECTORS**

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have no more than eight (8) directors and no less than six (6) directors, three (3) directors initially. The number of directors may be increased from time to time, by the by-laws but shall never be less than three.

Section 2. The directors must need not be members of the corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

~~Section 4. The names and addresses of the persons who are to serve as directors for the ensuing year or until the first annual meeting of the corporation are: Those same persons as named as officer in Article VIII Section 2, hereof.~~

ARTICLE IX X BY-LAWS

Section 1. The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the by-laws may be amended, altered or rescinded in any way provided therein, ~~by a majority vote of these members of the Board of Directors present at any regular meeting or at any special meeting called for that purpose.~~

ARTICLE X AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by a two-thirds vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the by-laws, of intention to submit such amendments.

ARTICLE XI XH INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1, The ASSOCIATION hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the ASSOCIATION to procure a judgment in its favor, brought to impose a liability or penalty on such person or an act alleged to have been committed by such person in his capacity as Director or officer of the ASSOCIATION, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the ASSOCIATION, against judgments, fines, and amounts necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the ASSOCIATION, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the ASSOCIATION or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the ASSOCIATION to procure a judgment in its favor by reason of his being or having been a Director or officer of the ASSOCIATION, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the ASSOCIATION, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the ASSOCIATION. However, no such person shall be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the ASSOCIATION unless the court, administrative agency, or investigative body in which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

Section 2. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the ASSOCIATION, and whether, with respect to any criminal action or proceeding, he had no reasonable grounds for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings.

Section 3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the ASSOCIATION to indemnify under applicable law.

ARTICLE ~~XII~~ ~~XIII~~

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

Section 1. No contractor transaction between the ASSOCIATION and one or more of its Directors or officers, or between the ASSOCIATION and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be invalid, void or void able solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the ASSOCIATION shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Section 2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors of a committee which authorized the contract or transaction.

ARTICLE ~~XIII~~ ~~XIV~~

DESIGNATION OF RESIDENT AGENT

In accordance with Section 48.091 Florida Statutes, Daniel J. Lobeck, Esq. ~~Ernest J. Reid~~ is hereby designated as the Resident Agent for services of process within the State of Florida at 2033 Main Street, Suite 403, Sarasota, FL 34237. ~~332 Venice By-Pass South, Venice, Florida 33595~~