

734234

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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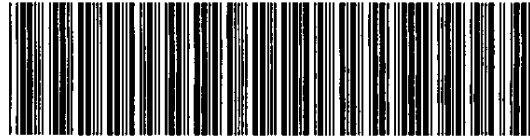
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 MAR 31 AM 11:47

Amend/CC
@4/3/15

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Pinebrook South Homeowners' Association, Inc.

DOCUMENT NUMBER: 734234

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Holly Laird, President

(Name of Contact Person)

Pinebrook South Homeowners' Association, Inc.

(Firm/ Company)

1343 Featherbed Lane

(Address)

Venice, FL 34285

(City/ State and Zip Code)

dwilson@amiwra.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Holly Laird

(Name of Contact Person)

at (941) 228-4895

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
2015 MAR 31 AM 11:47

Articles of Amendment
to
Articles of Incorporation
of

Pinebrook South Homeowners' Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

734234

(Document Number of Corporation (if known))

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:

A. If amending name, enter the new name of the corporation:

N/A

The new

name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

N/A

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

(Florida street address)

New Registered Office Address:

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

SEE ATTACHED

Amended
Articles of Incorporation of
Pinebrook South Home Owners' Association, Inc.
(A corporation not for profit)
Amended 06/10/2014

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 shall proactively 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, waterways and drainage facilities and other usable 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 hereinafter 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 - OFFICERS

Section 1. The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, and a deed restriction officer with the express duty and obligation to proactively enforce the Deed Restrictions, Uniform Protective Covenants, and the Pinebrook South Rules and Regulations 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.

ARTICLE VIII - 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 seven (7) directors and no less than five (5) directors.

Section 2. The directors must 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.

ARTICLE IX - 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.

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 simple majority 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

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/her 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 action(s) were consistent with the Articles of Incorporation and By-Laws of the Pinebrook South Homeowners Association. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo condendere or its equivalent shall not in itself create a presumption that 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/her being or having been a Director or officer of the ASSOCIATION, or by reason of his/her being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he/she served at the request of the ASSOCIATION, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him/her 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/her 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/she reasonably believed to be in the best interests of the ASSOCIATION, and whether, with respect to any criminal action or proceeding, he/she 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

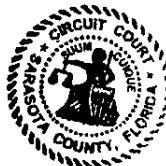
TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

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 voidable 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/her 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, provided disclosure is made per Florida Statute 617.0832.

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 - DESIGNATION OF RESIDENT AGENT

In accordance with Section 48.091 Florida Statutes, Daniel J. Lobeck, Esq. 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. Any change of resident agent may be recommended by and be pursued by vote of the PBSHOA Board.



"STATE OF FLORIDA, COUNTY OF SARASOTA
I hereby certify that the foregoing is a true and correct copy
of pages 1 through 2 of the instrument filed in
this office. The original instrument filed contains 5
pages.

☒ This copy has no redactions. ☐ This copy has been
redacted pursuant to law.

Witness my hand and official seal this 10 day of
MAY 2015
KAREN E. RUSHING, CLERK OF THE CIRCUIT COURT
By: [Signature]
Deputy Clerk

The date of each amendment(s) adoption: 06/10/2014, if other than the date this document was signed.

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(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 03/27/2015

Signature Holly H. Laird
(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)

Holly H. Laird
(Typed or printed name of person signing)

President
(Title of person signing)