

747428

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

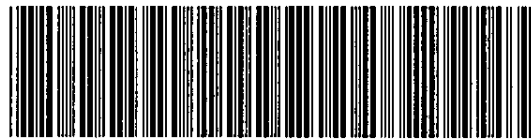
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09 AUG -3 PM 1:49
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Amor
8/14/09
12:45 PM

DANIEL J. LOBECK
MARK A. HANSON*
MICHELLE A. STELLACI

JEREMY V. ANDERSON

DAVID P. BABNER**

2033 MAIN STREET, SUITE 403

SARASOTA, FL 34237

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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.*

June 22, 2009

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

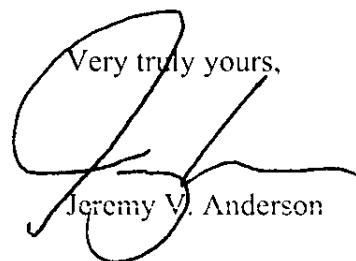
Re: Certificate of Amendment
Willow Links Condominium Association, Inc.

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 29, 2009

LOBECK & HANSON
2033 MAIN ST STE 403
SARASOTA, FL 34237

SUBJECT: WILLOW LINKS CONDOMINIUM ASSOCIATION, INC.
Ref. Number: 747428

We have received your document for WILLOW LINKS CONDOMINIUM 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 registered agent must sign accepting the designation.

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) 245-6957.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 609A00022246

RECEIVED
2009 AUG -3 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR**

WILLOW LINKS CONDOMINIUM ASSOCIATION, INC.

We hereby certify that the attached Amended and Restated Articles of Incorporation were approved and adopted at a Special Meeting of the Association Membership held on March 11, 2009 and reconvened on April 15, 2009 and May 13, 2009 by not less than a majority of the members voting in person or by proxy, which is sufficient for adoption under Article XV of the Articles of Incorporation.

DATED this 10 day of June 2009.

Signed, sealed and delivered:
in the presence of

sign Robert Maxfield
print ROBERTA MAXFIELD
sign Kelley Lyons
print KELLEY A LYONS

WILLOW LINKS
CONDOMINIUM ASSOCIATION, INC.

By: Kent Snipes
Kent Snipes, President

Signed, sealed and delivered:
in the presence of:

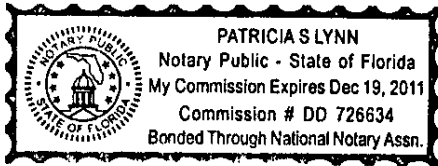
sign Robert Maxfield
print ROBERTA MAXFIELD
sign Kelley Lyons
print KELLEY A LYONS

Attest: G. Leslie Smith
G. Leslie Smith, Secretary

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 10 day of June, 2009,
by Kent Snipes President of Willow Links Condominium Association, Inc., on behalf of the
corporation. He is personally known to me or has produced _____ as
identification.



NOTARY PUBLIC

sign

Patricia S. Lynn

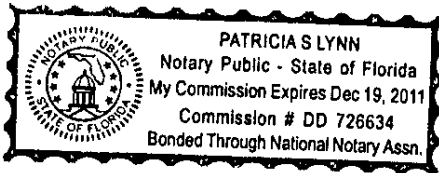
print

State of Florida at Large (Seal)

My Commission expires:

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 10 day of June, 2009,
by G. Leslie Smith as Secretary of Willow Links Condominium Association, Inc., on behalf of the
corporation. She is personally known to me or has produced _____ as
identification.



NOTARY PUBLIC

sign

Patricia S. Lynn

print

State of Florida at Large (Seal)

My Commission expires:

Prepared by: Jeremy V. Anderson, Esq.
2033 Main Street, Suite 403
Sarasota, Florida 34237

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 AUG -3 PM 1:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

WILLOW LINKS CONDOMINIUM ASSOCIATION, INC.

*[Substantial rewording of Articles of Incorporation. See existing
Articles of Incorporation and amendments for present text.]*

**ARTICLE 1
NAME**

The name of this corporation shall be WILLOW LINKS CONDOMINIUM ASSOCIATION, INC. (herein, "the Association"). The principal office of said corporation shall be located at 9031 Town Center, Bradenton, Manatee County, Florida, 34202. The Board of Directors of the Association may change the principal office of the Association from time to time. The Articles of Incorporation of the Association were originally filed with the Department of State on May 31, 1979, Charter Number 747428.

**ARTICLE 2
PURPOSES**

The purposes of this corporation shall be the operation and management of the affairs and property of a condominium known as WILLOW LINKS, A CONDOMINIUM (herein, "the Condominium") located in Sarasota County, Florida. The Association shall also perform all acts provided in the Declaration of Condominium, the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes), and the Florida Condominium Act (Chapter 718, Florida Statutes), all as amended from time to time.

**ARTICLE 3
POWERS**

The Association shall have all of the statutory and common law powers of a corporation not for profit and all of the powers and duties set forth in the Florida Not for Profit Corporation Act (Chapter 617, Florida Statutes), the Florida Condominium Act (Chapter 718, Florida Statutes), the Declaration of Condominium, the Articles of Incorporation, and Bylaws of the Association, all as amended from time to time, except as may be limited or otherwise provided by these Articles or by law.

ARTICLE 4 MEMBERS

All persons owning a vested present interest in the fee title to any of the condominium units of WILLOW LINKS, A CONDOMINIUM, as evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be members of the Association. Membership shall terminate automatically and immediately as a member's vested interest in the fee title to the condominium Unit terminates. Upon termination of the entire condominium project, membership shall consist of those who were members at the time of each conveyance of the respective units to the trustee as provided in said Declaration of Condominium. In the event a Unit is owned by a legal entity other than a natural person, the officer, director, or other official designated by such legal entity shall exercise its membership rights.

After the Association approves of a conveyance of a condominium Unit as provided in the Declaration of Condominium, the change of membership in the Association shall be evidenced in the official records of the Association by the owner delivering a copy of the recorded deed or other instrument of conveyance to the Association Secretary or managing agent. At its option, the Association may require the owner to provide the Association a certified copy of the deed or other instrument of conveyance.

ARTICLE 5 VOTING RIGHTS

Each condominium Unit shall be entitled to one (1) vote at Association membership meetings, notwithstanding that the same owner may own more than one Unit or that units may be joined together and occupied by one owner. In the event of joint ownership of a condominium Unit, the vote to which that Unit is entitled shall be apportioned among the owners as their interests may appear, or may be exercised by one (1) of such joint owners by written agreement of the remainder of the joint owners. The manner of exercising voting rights shall be stated in the Bylaws.

ARTICLE 6 INCOME DISTRIBUTION

No part of the income of the Association shall be distributable to its members, except as compensation for services rendered to the Association. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the member's Unit.

**ARTICLE 7
TERM**

The term for which the corporation is to exist shall be perpetual, unless dissolved according to law.

**ARTICLE 8
BOARD OF DIRECTORS**

The affairs and operation of the Association shall be managed by a governing board called the Board of Directors, who shall be elected and serve in accordance with the Bylaws.

**ARTICLE 9
BYLAWS**

The Bylaws of this corporation may be amended as provided in the Bylaws.

**ARTICLE 10
AMENDMENTS**

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

10.1 PROPOSAL AND NOTICE. An amendment to these Articles of Incorporation may be proposed either by a majority of the Board of Directors or by not less than twenty percent (20%) of the voting interests of the Association. Notice of the subject matter of a proposed amendment shall be included in or with the notice of any membership meeting at which the proposed amendment is to be considered.

10.2 APPROVAL. A proposed amendment must be approved by not less than a majority vote of the voting interests present (in person or by proxy) and voting at a membership meeting called in whole or in part for that purpose.

10.3 EXECUTION AND RECORDING. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment to the Articles of Incorporation, which certificate shall be executed by the President or Vice-President and attested by the Secretary or Assistant Secretary of the Association with the formalities of a deed. An amendment to these Articles of Incorporation shall become effective upon filing with the Florida Secretary of State and recording a copy along with a Certificate of Amendment in the Public Records of Sarasota County, Florida. The Certificate of Amendment must state that the original Declaration of Condominium was recorded at Official Records Book 1357, Page 2054 et seq. of the Public Records of Sarasota County, Florida.

ARTICLE 11 INDEMNIFICATION

11.1 INDEMNIFICATION. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, officer or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceedings, unless: (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that the person did not act in good faith, nor in a manner reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that the person had reasonable cause to believe the conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful. It is the intent of the membership, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors and committee members as permitted by Florida law.

11.2 EXPENSES. To the extent that a Director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article 11.1 above, or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred in connection therewith.

11.3 ADVANCES. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected Director, officer, or committee member to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Association as authorized in this Article 11, or as otherwise permitted by law.

11.4 MISCELLANEOUS. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

11.5 INSURANCE. The Association shall have the power to purchase and maintain insurance with reasonable deductibles on behalf of any person who is or was a Director, officer, or committee member against any liability asserted against the person and incurred in any such capacity, or arising out of the person's status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article. Notwithstanding anything in this Article 11 to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

ARTICLE 12 ORIGINAL INCORPORATORS

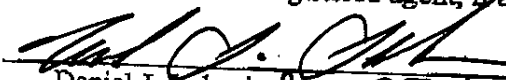
The names and addresses of the original incorporators of these Articles of Incorporation are:

Milton Fowler 1900 Longmeadow, Sarasota, Florida 33580
Howard N. Blitman, 250 Park Avenue, New York, New York 10017
Jack Lipschitz, 250 Park Avenue, New York, New York 10017

ARTICLE 13 REGISTERED AGENT AND OFFICE

The registered agent and office of the Association shall be Lobeck and Hanson, P.A., 2033 Main Street, Suite 403, Sarasota, Florida. The Board may change the Association's registered office and registered agent from time to time as permitted by law.

11. Signature of new registered agent, if applicable:


Daniel J. Lobeck, Pres. of The Law Offices of Lobeck & Hanson, P.A.

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of section 607.0505, Florida Statutes. Registered agent accepting appointment date: