

751528

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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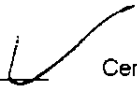
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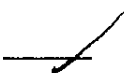
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Certified Copies

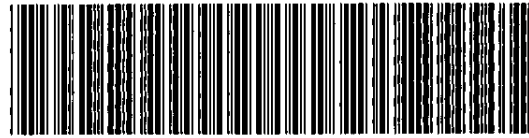


Certificates of Status



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Amended And  
Restated Art

FILED  
10 DEC -1 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Roberts DEC 10 3 2010



**McKay Law Firm, P.A.**



Scott D. McKay, Esq. (1)(2)(4)  
Telesa B. McKay, Esq. (3)(4)

**2055 Wood Street**

**Suite 120**

**Sarasota, Florida 34237**

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(1) Admitted in all Florida Federal District Courts  
(2) Admitted in the 11<sup>th</sup> Circuit Federal Appellate Courts  
(3) Master of Laws (Real Property Development)  
(4) Florida Supreme Court Certified Mediator

November 29, 2010

Via: U.S. Mail

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

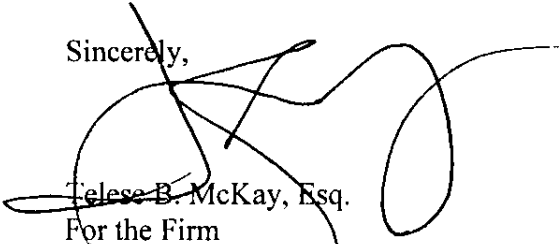
**Re: Conservatory Estates Homeowners Association, Inc. /  
Amended & Restated Articles of Incorporation**

Dear Sir/Madam:

Enclosed please find our firm check in the amount of \$52.50 for filing the enclosed Amended and Restated Articles of Incorporation for Conservatory Estates Homeowners Association, Inc., which was incorporated on March 12, 1980. Also enclosed are the cover letter and Articles of Amendment form and a copy of the Amended and Restated Articles of Incorporation to be certified and returned to our office. Additionally, we request a Certificate of Status be mailed to our office when completed.

If you have any questions regarding this matter, please do not hesitate to contact us at the number listed above.

Sincerely,

  
Telesa B. McKay, Esq.  
For the Firm  
tmckay@mckay-law.com  
Fax - 941.330.2233

Enclosures: 4

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Conservatory Estates Homeowners Assoc., Inc.

DOCUMENT NUMBER: 751528

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

Please return all correspondence concerning this matter to the following:

Telese B. McKay, Esq.  
(Name of Contact Person)

McKay Law Firm, P.A.  
(Firm/ Company)

2055 Wood Street, Suite 120  
(Address)

Sarasota, FL 34237  
(City/ State and Zip Code)

tmckay@mckay-law.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Telese B. McKay, Esq. at (941) 906-7256  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

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

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☒ \$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

Articles of Amendment  
to  
Articles of Incorporation  
of

Conservatory Estates Homeowners Association,

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

751528

(Document Number of Corporation (if known))

FILED  
10 DEC -1 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:**

*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:**

(Principal office address **MUST BE A STREET ADDRESS**)

**C. Enter new mailing address, if applicable:**

(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:

New Registered Office Address:

(Florida street 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)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	
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_____	_____	_____	<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)*

The enclosed Amended + Restated version  
of the Articles of Incorporation replace  
the entire text of the Articles of  
Incorporation filed on January 30, 2004.

The date of each amendment(s) adoption: November 3, 2010  
(date of adoption is required)

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 11-15-10

Signature Carolynn Garcia  
(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)

CAROLYNN GARCIA  
(Typed or printed name of person signing)

PRESIDENT  
(Title of person signing)

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**CONSERVATORY ESTATES HOMEOWNERS 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**

**Section 1.1 Applicable Statutes.** These Articles of Incorporation are for Conservatory Estates Homeowners Association, Inc., a corporation not-for-profit organized and existing under Chapters 617 and 720 of the Florida Statutes, hereinafter called the ("Association"). The terms used herein shall have the same meaning as the terms are defined in the Declaration.

**ARTICLE II**  
**PURPOSES**

**Section 2.1 Authority and Purposes of the Association.** The Association has the following rights and obligations:

- (a) To promote the health, safety, and social welfare of the Owners of all Lots located within Conservatory Estates, a subdivision in Manatee County, Florida.
- (b) To maintain all portions of Conservatory Estates and improvements thereon for which the obligation to maintain and repair has been delegated to the Association by the Amended and Restated Declaration of Covenants, Conditions, Easements and Restrictions of Conservatory Estates A Single-Family Subdivision, Manatee County, Florida (the "Declaration"), which is recorded in the Public Records of Manatee County, Florida in Official Records Book 1860, Page 1521, as amended from time to time.
- (c) To operate without profit and for the sole and exclusive benefit of its Members.

**ARTICLE III**  
**GENERAL POWERS**

**Section 3.1 General Powers.** The general powers that the Association shall have are as follows:

- (a) To purchase, own, hold, improve, build upon, operate, maintain, convey, transfer, dedicate for public use, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association.

- (b) To make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association; and to do any other acts necessary or expedient for carrying on any of the activities of the Association and pursuing any of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.
- (c) To establish a budget and to fix regular and special Assessments to be levied against all Lots which are subject to Assessments pursuant to the Declaration for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance, improvements, and replacements, if so determined by the Board of Directors or Members of the Association. To use proceeds of Assessments in the exercise of its powers and duties.
- (d) To place liens against any Lot for delinquent Assessments and unpaid charges and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such Assessments and charges for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.
- (e) To hold funds solely and exclusively for the benefit of the Members of the Association for the purposes set forth in these Articles of Incorporation.
- (f) To adopt, promulgate, and enforce rules, regulations, By-Laws, Declaration, and agreements in order to effectuate the purposes for which the Association is organized. Enforcement is not limited to only imposing fines, but to any other means that the Board deems necessary or otherwise allowed by law to rectify a problem.
- (g) To allocate use of funds for social gatherings of the Members of the Association or social purposes as may be determined by the Board of Directors in order to enhance the cohesiveness of the Members.
- (h) To delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors.
- (i) To charge recipients for services rendered by the Association and to charge use fees for exclusive use of the Common Areas, where such is deemed appropriate by the Board of Directors.
- (j) To pay all taxes and other charges or Assessments, if any, levied against property owned, leased, or used by the Association.
- (k) To purchase insurance for the Common Areas and required portions of the dwellings for the protection of the Association and its Members.



- (l) To reconstruct the Common Areas and improvements after casualty and to further improve the Property, if required.
- (m) To appoint, alter and dissolve committees as deemed necessary by the Board of Directors and appoint such committees with the authority to make decisions, as the Board deems appropriate.
- (n) To dedicate and grant easements for ingress and egress and the installation, maintenance, construction and repair of utilities and facilities, including but not limited to, electric power, telephone, cable television and services, governmental purposes, sewer, water, gas, drainage, irrigation, lighting, television transmission, security, garbage and waste removal, emergency services, and the like as deemed in the best interest of, and necessary and proper for the Owners of the Association.
- (o) To borrow monies and execute evidences of indebtedness, securing such loans with the Assessments of the Association.
- (p) In general, to have all powers reasonably inferred in Chapters 617 and 720 of the Florida Statutes, as amended, except as prohibited herein.

**Section 3.2 Emergency Powers.** In the event of any emergency as defined in Section (g) below, the Board of Directors may exercise the following emergency powers and any other emergency powers allowed by law, including but not limited to, those powers set forth in Florida Statutes 617.0207 and 617.0303, as amended from time to time:

- (a) The Board may name as assistant Officers persons who are not Directors, which assistant Officers shall have the same authority as the executive Officers to whom they assist during the period of the emergency, to accommodate the incapacity of any Officer of the Association.
- (b) The Board may relocate the principal office or designate alternative principal offices or authorize Officers to do so.
- (c) During any emergency, the Board may hold meetings with notice given only to those Directors with whom it is practicable to communicate, and the notice may be given in any practicable manner, including publication or radio. The Director or Directors in attendance at such meeting shall constitute a quorum.
- (d) Corporate action taken in good faith during an emergency to further the affairs of the Association shall bind the Association and shall have the rebuttable presumption of being reasonable and necessary.
- (e) Any Officer, Director or employee of the Association acting with a reasonable belief that his/her actions are necessary and lawful in accordance with this Section shall incur no liability for doing so, except in the case of willful misconduct.

- (f) This emergency Section shall supersede any inconsistent or contrary provisions of the Governing Documents during the period of the emergency.
- (g) For purposes of this Section only, an “emergency” exists only during a period of time that the community, or the immediate geographic area in which the community is located, is subject to:
  - i. a state of emergency declared by local civil or law enforcement authorities;
  - ii. a hurricane warning;
  - iii. a partial or complete evacuation order;
  - iv. federal or state disaster area status; or,
  - v. a catastrophic occurrence, whether natural or manmade, which seriously damages or threatens to seriously damage the physical existence of the Lots or improvements within the community, such as a hurricane, earthquake, tidal wave, tornado, fire, war, civil unrest or act of terrorism.

#### **ARTICLE IV** **MEMBERS**

**Section 4.1 Definition of a Member.** The Members of this Association shall consist of all record Owners of Lots in Conservatory Estates. Owners of such Lots shall automatically become Members upon acquisition of the fee simple title to their respective Lots. The membership of any Member in the Association shall automatically terminate upon conveyance or other divestment of title to such Member’s Lot, except that nothing herein contained shall be construed as terminating the membership of any Member who may own two (2) or more Lots so long as such Member owns at least one Lot.

**Section 4.2 Transfer of Membership.** The interest of a Member in the funds and assets of the Association may not be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the Lot, which is the basis of membership in the Association.

**Section 4.3 Roster of Members.** The Secretary of the Association shall maintain a list of the Members of the Association. Whenever any person or entity becomes entitled to membership in the Association, it shall become such party’s duty and obligation to so inform the Secretary in writing, giving his/her/its name, address and Lot number; provided, however, that any notice given to or vote accepted from the prior Owner of such Lot before receipt of written notification of change of ownership shall be deemed to be properly given or received. The Secretary may, but shall not be required to search the Public Records of Manatee County or make other inquiry to determine the status and correctness of the list of Members of the Association and shall be entitled to rely upon the Association’s records until notified in writing of any change in ownership.

## **ARTICLE V**

### **VOTING**

**Section 5.1 Voting Rights.** Each Lot in Conservatory Estates shall be entitled to one (1) vote in all Association matters submitted to the membership, and the Owner of the Lot shall be entitled to cast the vote in his/her/its discretion. In the event of ownership of a Lot, other than sole individual ownership, the vote to which that Lot is entitled shall be exercised by written agreement of all parties with an ownership interest, in the form of a Voting Certificate.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

**Section 6.1 Number of Directors and Qualifications.** The affairs of the Association shall be managed by a Board of Directors consisting of seven (7) Directors. Directors must be Members of the Association or a person exercising the rights of an Owner who is not a natural person.

**Section 6.2 Powers of the Board.** The Board of Directors shall have all the powers granted to the Association which are not specifically required to be approved by the Members of the Association.

**Section 6.3 Election of Directors.** All Directors shall be elected by the Members. Election shall be by plurality vote. The term of each elected Director shall be for one (1) year, as further described in the By-Laws.

**Section 6.4 Recall of Directors.** Any elected Director may be removed from office with or without cause by a majority vote of the Members, as described in Florida Statutes Section 720.303.

**Section 6.5 Compensation.** The Members of the Board of Directors shall serve without compensation, but may be reimbursed for actual costs expended as a result of their service on the Board.

## **ARTICLE VII**

### **OFFICERS**

The Officers of the Association, to be elected by the Board of Directors, shall be a President, a Vice President, a Secretary, and a Treasurer, and such other Officers as the Board shall deem appropriate from time to time, such as an Assistant Secretary and Assistant Treasurer. The President shall be elected from among the Membership of the Board of Directors, but no other Officer need be a Director. The same person may hold two (2) or more offices, provided, however, that the President shall not hold any other office. The affairs of the Association shall be administered by such Officers under the direction of the Board of Directors. Officers shall be elected for a term of one (1) year in accordance with the procedure set forth in the By-Laws.

**ARTICLE VIII**  
**CORPORATE EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE IX**  
**BY-LAWS**

In the event of a conflict between the provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

**ARTICLE X**  
**AMENDMENTS TO THE ARTICLES OF INCORPORATION**

These Articles may be altered, amended, or repealed by the affirmative vote of the Owners of a majority of the Voting Interests of the Association at a meeting duly held for that purpose. Alternatively, amendments may be approved by the Owners, in writing, without holding a Member meeting. No amendment, however, may alter the number of votes attributable to any Lot without the prior written consent of all Owners affected by the amendment. A copy of each amendment shall be recorded in Public Records of Manatee County, Florida.

**ARTICLE XI**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

**Section 11.1 Indemnified Parties.** 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 and costs, 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) 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.

**Section 11.2 Settlement of Action.** 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 interest 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.

**Section 11.3 Insurance.** The Association must purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

**ARTICLE XII  
BINDING EFFECT**

The provisions hereof shall bind and inure to the benefit of the Members and their respective successors and assigns.


IN WITNESS WHEREOF, signed this 9<sup>th</sup> day of NOVEMBER, 2010.

Conservatory Estates Homeowners Assoc., Inc.

By: Carolyn Garcia  
as its, President

STATE OF FLORIDA  
COUNTY OF ~~MANATEE~~ SARASOTA

The foregoing instrument was acknowledged before me this 9 day of November, 2010, by CAROLYN GARCIA President of Conservatory Estates Homeowners Association, Inc., a Florida not-for-profit corporation, who is personally known to me or who has produced personally known as identification.

NOTARY PUBLIC - STATE OF FLORIDA  
 Ann H. Jones  
Commission #DD641839  
Expires: FEB. 19, 2011  
BONDED THRU ATLANTIC BONDING CO., INC.

Notary Signature: Ann H. Jones  
Print Name: ANN H. JONES

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby agrees to accept the designation as Registered Agent of the foregoing corporation.

Carolyn Garcia  
Print Name: CAROLYN GARCIA