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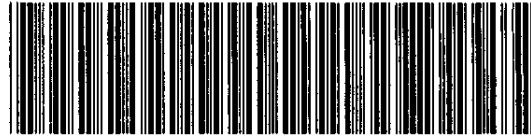
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*Amended &  
Restated*

01/31/14--01010--013 \*\*43.75

*Articles*

FILED  
2014 JAN 31 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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2/5/14*

# CHAD M. MCCLENATHEN, P.A.

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January 28, 2014

Florida Division of Corporations  
Attn: Amendment Section  
PO Box 6327  
Tallahassee, FL 32314

**Re: Filing Amended and Restated Articles of Incorporation for Riegel's Landing Association, Inc.**

Dear Division:

Enclosed are:

1. Original executed Amended and Restated Articles of Incorporation, and one copy.
2. Check for \$43.75 payable to Florida Dept. of State.

Please file and return a certified copy to me. Call if there are any questions or if you need additional information. Thank you.

Very truly yours,



Chad M. McClenathen

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
RIEGEL'S LANDING ASSOCIATION, INC.**

FILED

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**WHEREAS**, the original Articles of Incorporation of Riegel's Landing Association, Inc. were filed with the Florida Department of State on August 26, 1980, and

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WHEREAS**, these Amended and Restated Articles of Incorporation contain amendments to all the Articles except for Article 3.3 which is now set forth as part of Article II, and

**WHEREAS**, the entire Board of Directors approved the amendments and these Amended and Restated Articles of Incorporation at a duly noticed Board meeting on October 15, 2013, and

**WHEREAS**, not less than seventy percent (70%) of the voting interests of the entire membership of the Association approved the amendments and these Amended and Restated Articles at a membership meeting held on November 16, 2013, and

**WHEREAS**, the number of membership votes cast for the amendments were sufficient for approval under the corporation documents and applicable law.

**NOW THEREFORE**, the following are adopted as the Amended and Restated Articles of Incorporation of Riegel's Landing Association, Inc.

**ARTICLE I  
NAME OF CORPORATION AND MAILING ADDRESS**

The name of this corporation shall be Riegel's Landing Association, Inc., hereinafter referred to as Association. The address of the Association shall be 1250 Riegel's Landing Drive, Sarasota, Florida 34242. The Directors of the Association may change the location of the principal office or mailing address from time to time.

**ARTICLE II  
PURPOSES**

The general nature, objects, and purposes of the Association are as follows:

1. To administer and enforce the Declaration of Covenants, Conditions and Restrictions for Riegel's Landing as recorded in Official Records Book 1429, Page 1264 et seq., Public Records of Sarasota County, Florida, as amended (Declaration).
2. To take such action as may be deemed appropriate to promote the health, safety, enjoyment, and welfare of the owners of the property within the Subdivision.
3. To add, replace, improve, maintain, and repair common areas within the Subdivision for the benefit of the members of the Association.
4. To operate without profit and for the sole and exclusive benefit of its members. All funds and properties acquired by the Association shall be held in trust for the members in accordance with the provisions of these Articles of Incorporation and the Bylaws of the Association.

**ARTICLE III  
POWERS**

The Association shall have powers and privileges granted to a corporation not for profit under the laws of the State of Florida, all the powers and privileges of a homeowner association under Chapter 720, Florida Statutes, and all powers reasonably necessary to implement and effectuate the purposes of the

Association, except as may be limited or otherwise provided by these Articles or the Declaration.

#### **ARTICLE IV MEMBERS**

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as set forth in the Bylaws and Declaration.

#### **ARTICLE V DIRECTORS**

A Board of Directors shall manage the affairs of the Association. The qualifications, method of election, and powers of the Board of Directors shall be as set forth in the Bylaws.

#### **ARTICLE VI OFFICERS**

The officers designated in the Bylaws shall administer the affairs of the Association.

#### **ARTICLE VII BYLAWS**

The Bylaws may be altered, amended, or rescinded by the members in the manner provided by such Bylaws.

#### **ARTICLE VIII INDEMNIFICATION OF OFFICERS AND DIRECTORS**

1. Indemnity. The Association shall indemnify any person serving as a director, officer, or committee member to the fullest extent permitted under Section 607.0850, Florida Statutes.

2. Additional Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, agreement, vote of a majority of the voting interests of the members, or otherwise, and shall continue as to a person who has ceased to be a director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

3. Insurance. The Association shall purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member against liability asserted against the person and incurred by the person in such capacity, or arising out of his or her 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 to the contrary, the provision herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

#### **ARTICLE IX AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be altered, amended, or repealed in the following manner. Notice of the subject matter of a proposed amendment, and a copy of the proposed amendment, shall be included in the notice of any meeting at which a proposed amendment will be considered.

A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than twenty percent (20%) of the voting interests of the members of the Association. Except as elsewhere provided,

1. To be adopted, a resolution must be approved by not less than seventy percent (70%) of the total voting interests of the members.

2. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Sarasota County, Florida.

#### **ARTICLE X TERM**

The term of the Association shall be perpetual.

#### **ARTICLE XI REGISTERED AGENT AND ADDRESS**

The Association has appointed F. Steven Herb, 2070 Ringling Blvd, Sarasota, Florida 34237 as its registered agent and registered address under the laws of the State of Florida. The Board may change the registered agent and registered office from time to time as permitted by law.

The recitals set forth in these Amended and Restated Articles of Incorporation are true and correct and are certified as such on this 28<sup>th</sup> day of November, 2013 by the Board of Directors.

Riegel's Landing Association, Inc.

  
By: Douglas Kaye, President