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DIVISION OF CORPORATIONS
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Restated
C.COULLIETTE

FEB 15 2011

EXAMINER

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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

February 8, 2011

*FLA. SUPR. CT. CERTIFIED MEDIATOR
**ALSO ADMITTED IN MASS., N.Y., D.C.

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

Re: Restated Articles of Incorporation
Pinebrook Lake Club Condominium Association, Inc.

To whom it may concern:

Please find enclosed an original Certificate of Amendment and attached 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

RESTATED ARTICLES OF INCORPORATION
OF
PINEBROOK LAKE CLUB CONDOMINIUM ASSOCIATION, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I. NAME OF CORPORATION

The name of this corporation shall be PINEBROOK LAKE CLUB CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the Association.

ARTICLE II. GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the condominium known as PINEBROOK LAKE CLUB located in the County of Sarasota, State of Florida, and to perform all acts provided in the Declaration of Condominium of said Condominium and the Condominium Act, Chapter 718, Florida Statutes.

ARTICLE III. POWERS

The Association shall have all of the condominium law and statutory powers of a corporation not for profit and all of the powers and duties set forth in said Condominium Act and the Declaration of Condominium of PINEBROOK LAKE CLUB as amended from time to time. The Association may enter into lease agreements and may acquire and enter into agreements acquiring leaseholds, memberships and other possessory or use interests for terms up to and including 99 years, whether or not contiguous to the lands of the condominium, intended to provide for the enjoyment, recreation or other use or benefit of the members, including but not limited to lease of recreation areas and facilities.

ARTICLE IV. MEMBERS

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All persons owning a vested present interest in the fee title to any of the condominium units of PINEBROOK LAKE CLUB as evidenced by a duly recorded proper instrument in the public records of Sarasota County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates, except that upon termination of the entire condominium, the membership shall consist of those who were 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 so designated by such legal entity shall exercise its membership rights.

After the Association approves of a conveyance of a condominium unit as provided in said Declaration of Condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the secretary of a certified copy of the deed or other instrument of conveyance.

Prior to the recording of said Declaration of Condominium in the public records of said county, the subscribers hereto shall be members of the Association and shall each be entitled to one vote.

ARTICLE V. VOTING RIGHTS

Each condominium unit shall be entitled to one (1) vote at Association meetings, notwithstanding that the same owner may own more than one (1) unit or that units may be jointed together and occupied by one (1) owner. Votes shall be cast as provided in the Bylaws of the Association.

ARTICLE VI. INCOME DISTRIBUTION

No part of the income of this corporation shall be distributable to its members, except as compensation for services rendered.

ARTICLE VII. EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VIII. REGISTERED OFFICE AND REGISTERED AGENT

. The registered office of the corporation shall be 2749 Siesta Drive, Sarasota, Florida 33579, and the registered agent at such address shall be Richard L. Strong.

ARTICLE IX. NUMBER OF DIRECTORS

The business of the Association shall be conducted by a board of directors. The number of directors shall be determined by resolution of the membership of the Association, but shall not be less than five (5) directors. Directors shall be elected to two-year terms at the annual meeting of the members in such manner that the terms of one-half of the directors as nearly as possible will expire at each annual meeting.

ARTICLE X. FIRST BOARD OF DIRECTORS AND OFFERS

The names and post office addresses of the members of the first board of directors and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Richard L. Strong	President & Director	2749 Siesta Drive Sarasota, Florida 33579
Maurice P. Foley	Vice President & Director	2749 Siesta Drive Sarasota, Florida 33579
William Braatz	Secretary & Director	2749 Siesta Drive Sarasota, Florida 33579
Thomas A. Hamilton	Treasurer & Director	2749 Siesta Drive Sarasota, Florida 33579

ARTICLE XI. INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Association against all expenses and liabilities including counsel fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office, other than proceedings or claims resulting from willful misconduct or bad faith. The Association may purchase and maintain insurance on behalf of all officers and directors against such 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. RIGHTS OF DEVELOPER

PINEBROOK LAKE CLUB CONDOMINIUM, INC., a corporation existing under the laws of the State of Florida, which is the developer of PINEBROOK LAKE CLUB CONDOMINIUM, shall have full right and authority to manage the affairs and exclusive right to elect the directors of the Association (who need not be unit owners) until the following shall occur:

(a) When 15% or more of the units that will be operated ultimately by the Association are conveyed to owners other than Developer, such unit owners shall be entitled to elect not less than one-third of the board of directors.

(b) Within five years after the conveyance of the first unit, within three years after 50% or within 120 days after 75% of the units that will be operated ultimately by the Association are conveyed to owners other than Developer, whichever shall first occur, such unit owners shall be entitled to elect a majority of the board of directors.

(c) When all the units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers and none of the others are being offered for sale by the Developer in the ordinary course of business, or when some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale in the ordinary course of business, then the unit owners other than the Developer shall be entitled to elect a majority of the board of directors.

(d) The Developer shall be entitled to elect at least one member of the board of directors as long as Developer holds at least five percent of the units for sale in the ordinary course of business.

During the period Developer is in control of the Association, the directors shall exercise all rights which would otherwise be exercised by the members.

ARTICLE XIII. BYLAWS

The first Bylaws of the Association shall be adopted by the board of directors and may be altered, amended or rescinded by majority vote of the voting rights of the members.

ARTICLE XIV. SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Richard L. Strong	2749 Siesta Drive Sarasota, Florida 33579
Thomas A. Hamilton	2749 Siesta Drive Sarasota, Florida 33579
William Braatz	2749 Siesta Drive Sarasota, Florida 33579

ARTICLE XV. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the corporation and all rights conferred upon the members herein are granted subject to this reservation.

CERTIFICATE OF AMENDMENT

**RESTATED ARTICLES OF INCORPORATION
OF
PINEBROOK LAKE CLUB CONDOMINIUM ASSOCIATION, INC.**

We hereby certify that the attached Restated Articles of Incorporation were approved and adopted at a Meeting of the Board of Directors of Pinebrook Lake Condominium Association, Inc., held on JANUARY 17, 2011 by not less than a majority of the Board of Directors, which is sufficient for adoption, no member vote required.

DATED this 17 day of JANUARY, 2010. 2011

Signed, sealed and delivered
in the presence of:

sign: Walter H. Worselle
print: Walter H. Worselle

sign: E. P. Crocker
print: E. P. Crocker

PINEBROOK LAKE CLUB CONDOMINIUM
ASSOCIATION, INC.

By: Paul Kingsley
Paul Kingsley, President

Signed, sealed and delivered
in the presence of:

sign: Richard H. Batt
print: Richard H. Batt

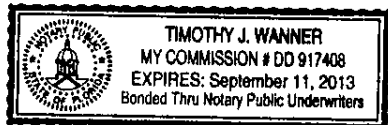
sign: E. P. Crocker
print: E. P. Crocker

By: Richard H. Batt
Richard H. Batt, Secretary

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 17th day of JANUARY, 2010 by Paul Kingsley as President of Pinebrook Lake Club Condominium Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.



NOTARY PUBLIC

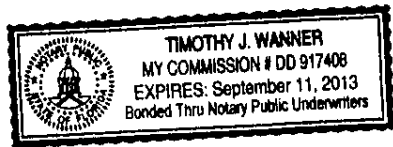
sign: Timothy J. Wanner

print: TIMOTHY J. WANNER
State of Florida at Large (Seal)
My Commission expires:

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 17th day of JANUARY, 2010 by

Richard H. Batt as Secretary of Pinebrook Lake Club Condominium Association, Inc., a Florida corporation,
on behalf of the corporation. He is personally known to me or has produced
_____ as identification.



NOTARY PUBLIC

sign

Timothy J. Wanner

print

TIMOTHY J. WANNER

State of Florida at Large (Seal)

My Commission expires:

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