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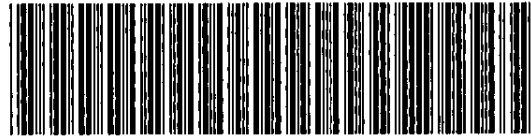
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 JAN 31 AM 9:25

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Amended & Restated

FEB -1 2012

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January 27, 2012

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

Re: Articles of Amendment to Articles of Incorporation
Cypress Run Property Owners' Association, Inc.

Gentlemen:

Please find enclosed the original of Articles of Amendment to the Articles of Incorporation of Cypress Run Property Owners' Association, Inc., which I would appreciate your filing. My client's check in the amount of \$35.00 is enclosed herewith.

Also enclosed is a copy of the Articles which I would appreciate your stamping and returning to me for my records in the enclosed self-addressed envelope.

Thank you for your assistance in this matter, and if you have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in dark ink, appearing to read 'M. Brudny'. The signature is fluid and cursive, written over a white background.

Michael J. Brudny

MJB/dls
Enclosures

Crun001 ltr24

THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CYPRESS RUN PROPERTY OWNERS' ASSOCIATION, INC.

FILED
2012 JAN 31 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, The Articles of Incorporation of Cypress Run Property Owners' Association, Inc. (the "Association"), a Florida not-for-profit corporation, originally filed on June 14, 1982, and were subsequently amended and restated in 1985 and 1987; and

WHEREAS, the Association and its members have decided to update and restate in their entirety the Articles of Incorporation and this document will supersede and replace all prior versions of the Articles of Incorporation.

NOW, THEREFORE, the Articles of Incorporation are amended and restated as follows:

ARTICLE I. NAME: The name by which this corporation is to be known in law is CYPRESS RUN PROPERTY OWNERS' ASSOCIATION, INC., but it is hereafter referred to as the Association.

ARTICLE II. PURPOSES AND POWERS: This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed are to provide for the maintenance and preservation of the Common Areas (as defined in the DECLARATION OF COVENANTS AND RESTRICTIONS of CYPRESS RUN, as amended from time to time, referred to hereinafter as the "Declaration") and to provide, according to the provisions of the Declaration, for the promotion of the health, safety, and welfare of the residents within the properties encompassed by said Declaration and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and in furtherance of these purposes, to:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration, applicable to the property and recorded or to be recorded in the office of the Clerk of the Circuit Court of Pinellas County,

Florida, and as same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as though set forth in its entirety herein.

B. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of said Declaration; to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against any property of the Association;

C. Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

D. Borrow money, and mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

E. Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority or utility for such purposes and subject to such conditions as may be provided in the Declaration;

F. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property, provided that such annexation shall be in accordance with the provisions of the Declaration;

G. Have and exercise any and all powers, rights and privileges which a homeowners' association or a corporation organized under Chapter 617, Corporations Not for Profit, laws of the State of Florida, by law may now or hereafter have or exercise;

H. The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration and not part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE III. SITUS OF ACTIVITIES. The place where the activities of the Association are to be conducted is Cypress Run in Pinellas County, Florida.

ARTICLE IV. OFFICE AND REGISTERED AGENT.

The location of the principal office of the Association and the name and post office address of the resident agent of said corporation, upon whom process against the Association may be served shall be determined by the Board from time to time.

ARTICLE V. DIRECTORS: The affairs of the corporation shall be managed by a Board of Directors. The number of members of the Board and their terms of office shall be as set forth in the By-Laws of this association, PROVIDED that the Board shall consist of at least three (3) persons.

ARTICLE VI. MEMBERSHIP.

Section 1. Membership. Cypress Run, LLC, which currently owns the golf course property, and its successors (the "Club") and every person, firm, association, corporation, or other legal entity who is a record owner or co-owner of the fee simple title to any lot or Living Unit (as defined in the Declaration), shall be a Member of the Association, provided that any person, firm, association, corporation or legal entity who holds such title or interest merely as a security for the performance of an obligation (including, but not limited to, mortgagees or trustees under deeds of trust) shall not be a member of the Association.

ARTICLE VII. VOTING RIGHTS. Members of the Association as defined in Section 1 of Article VI hereof, shall be entitled to vote at all regular or special meetings of the membership of the Association as follows:

A. The Club shall be entitled to twenty-five percent (25%) of the total vote or 54 out of a total of 216 votes.

B. For each Lot and for each Living Unit held in fee simple: one (1) vote.

When more than one (1) person holds the fee simple title to any Lot or Living Unit as co-owners (including, but not limited to, tenants by the entirety, joint tenants or tenants in common) the vote for such Lot or Living Unit shall be exercised as the co-owners among themselves determine, but in no event shall more than one (1) vote be cast with respect to any one Lot, or any one Living Unit. A member casting a vote representing a Living Unit owned by such Member shall not be entitled to cast an additional vote for the lot upon which such Living Unit is situated. When one or more co-owner signs a proxy or purports to vote for his or her co-owner, such vote shall be counted unless one or more of the other co-owners is present and objects to such vote, or if not present, submits a proxy or objects in a writing delivered to the Secretary of the Association before the vote is counted. If co-owners disagree as to the vote, the vote shall not be counted.

Unless otherwise provided herein or in Florida Statutes Chapters 720 and 617, a majority of the votes present at a meeting of members at which a quorum is present shall be required for approval of those actions requiring approval of the members.

ARTICLE VIII. QUORUM AT ANY MEETING AT WHICH ACTION IS TO BE TAKEN UNDER ARTICLE VIII - NOTICE.

Section 1. Quorum. The quorum required at any meeting at which action is to be taken by the Members with reference to these Articles or the Declaration or the Association's By-Laws adopted hereunder, and for any business, such as the election of Directors and any other matters where a vote of the membership is required by the governing documents or Florida law, the presence of Members, proxies, or absentee ballots (if authorized) representing thirty percent (30%) of the total voting power of the Association shall constitute a quorum.

Section 2. At least fourteen (14) days advance notice of any meeting of the members shall be given to the members in the manner set forth in the By-Laws of the Association.

ARTICLE IX. DEDICATION OF PROPERTIES OR TRANSFER OF FUNCTION TO PUBLIC AGENCY OR UTILITY. The Association shall have power to dispose of all of its real properties only as authorized by the provisions of the Declaration as it may be amended from time to time.

ARTICLE X. DURATION. The corporate existence of the Association is perpetual.

ARTICLE XI. DISPOSITION OF CORPORATE ASSETS UPON DISSOLUTION. Upon dissolution of the Association, the Common Properties of the Association, including any improvements and facilities thereof, shall be dedicated to the municipality or other appropriate public agency or utility to be devoted to purposes, as nearly as practicable, the same as those to which they were required by the Declaration to be devoted by the Association. In the event such dedication is refused or relinquished by the municipality, or other appropriate public agency, such Common Properties shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other responsible organization to be devoted to purposes, as nearly as practicable, the same as those to which they were required by the Declaration to be devoted by the Association.

ARTICLE XII. AMENDMENT. These Articles may be amended by a majority of the voting interests present in person or by proxy, and voting at any meeting of the members at which a quorum is present, provided that the voting, quorum and notice requirements specified in Article VIII shall apply, and provided further that no amendment shall be effective to impair or dilute any voting rights of Members that are governed by the recorded Declaration unless such members consent to such amendment.

ARTICLE XIII. OFFICERS.

The officers of this Association shall be a President and a Vice President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at

the first meeting of the Board of Directors which shall follow each annual meeting of the members.

ARTICLE XIV. INDEMNIFICATION. Every director and officer of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association or by reason of his serving or having served the Association at its request, whether or not he is a director or officer or is serving at the time the expenses or liabilities are incurred; provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification shall apply only when the Board of Directors approves the settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

END OF THIRD AMENDED AND RESTATED ARTICLES

Prepared By and Return to:
Michael J. Brudny, Esquire
Taylor & Carls, P.A.
200 Pine Avenue North, Suite A
Oldsmar, Florida 34677

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF CYPRESS RUN PROPERTY OWNERS' ASSOCIATION, INC.**

This is to certify that at a duly called meeting of the members of Cypress Run Property Owners' Association, Inc. (the "Association") held on November 17, 2011, in accordance with the requirements of the applicable Florida Statutes and the documents, the Third Amended and Restated Articles of Incorporation of Cypress Run Property Owners' Association, Inc., attached hereto, were duly adopted by the membership. Pursuant to F.S. Section 617.1006(3), the number of votes cast for the amendment was sufficient for approval. The Articles of Incorporation were originally filed with the Secretary of State on June 14, 1982, bearing document number 763663.

IN WITNESS WHEREOF, CYPRESS RUN PROPERTY OWNERS' ASSOCIATION, INC. has caused this instrument to be signed by its duly authorized officer on the 18th day of ~~November, 2011.~~
JANUARY 2012.

CYPRESS RUN PROPERTY OWNERS'
ASSOCIATION, INC.

By: [Signature]
Daniel P. Ryan, President

[Signature]
Signature of Witness #1

Dean R. Inglerman
Printed Name of Witness #1

[Signature]
Signature of Witness #2

Thomas A. Cracchiolo
Printed Name of Witness #2

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 18th day of ~~November, 2011~~ JANUARY, 2012 by Daniel P. Ryan, as President of CYPRESS RUN PROPERTY OWNERS' ASSOCIATION, INC., on behalf of the corporation, who acknowledged that he executed this document on behalf of the corporation. He is personally known to me or has produced _____ as identification.

[Signature]
Notary Public
TERRI B WHETZEL
Printed Name