

766214

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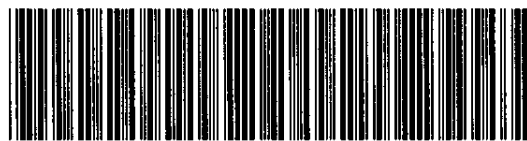
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SEP 25 2013

T. BROWN

DANIEL J. LOBECK  
MARK A. HANSON\*

MICHELLE A. STELLACI  
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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

July 16, 22013

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

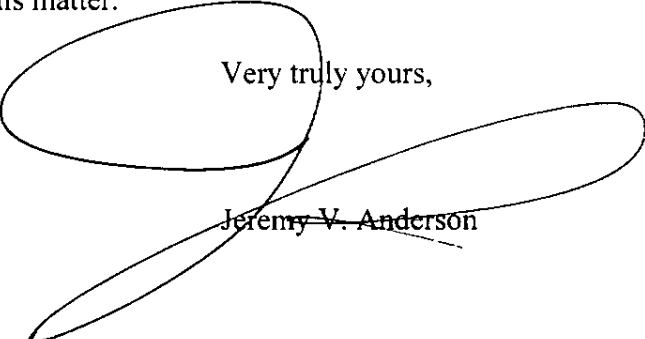
Re: Certificate of Amendment  
Heatherwood Condominium Association, Inc.

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

DANIEL J. LOBECK  
MARK A. HANSON\*

MICHELLE A. STELLACI  
DAVID J. FREDERICKS  
LEAH E. ELLINGTON

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FAMILY LAW  
LAND USE LAW  
ESTATES AND TRUSTS

September 20, 2013

\*FLA. SUPR. CT. CERTIFIED MEDIATOR

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

*Transmitted by Email Only to [rebekah.white@dos.myflorida.com](mailto:rebekah.white@dos.myflorida.com)*


Re: Statement of Change of Registered Office or Registered Agent or Both for Corporations  
Heatherwood Condominium Association, Inc.

Dear Rebekah:

Per your conversation with my office this date, enclosed please find the fully executed Statement of Change of Registered Office or Registered Agent or Both for Corporations for Heatherwood Condominium Association, Inc. Accordingly please file the Certificate of Amendment and attached Amended and Restated Articles of Incorporation in accordance with your letter dated July 22, 2013.

Thank you for your assistance in this matter.

Very truly yours,



Daniel J. Lobeck

DJL/pft  
Enclosure



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 22, 2013

JEREMY V ANDERSON  
THE LOW OFFICES OF LOBECK & HANSON  
2033 MAIN STREET STE 403  
SARASOTA, FL 34237

SUBJECT: HEATHERWOOD CONDOMINIUM ASSOCIATION, INC.  
Ref. Number: 766214

We have received your document for HEATHERWOOD 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6050.

Teresa Brown  
Regulatory Specialist II

Letter Number: 513A00017733

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  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 SEP 24 PM 3:45

**AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION  
OF  
HEATHERWOOD CONDOMINIUM ASSOCIATION, INC.**

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

**ARTICLE 1  
NAME OF CORPORATION AND PRINCIPAL ADDRESS**

The name of this corporation shall be HEATHERWOOD CONDOMINIUM ASSOCIATION, INC., (herein the "Association"). The principal office of said corporation shall be located at 4301 32<sup>nd</sup> Street, Suite A-20, Bradenton, FL 34205. The Directors of the Association may change the location of the principal office of said Association from time to time.

**ARTICLE 2  
PURPOSES**

The general purpose of the Association shall be as follows: to be the "Association" as defined in Chapter 718, Florida Statutes (herein, the "Condominium Act") for the operation of a condominium in Manatee County, Florida known as HEATHERWOOD CONDOMINIUM (herein, "the Condominium"). The Association shall also operate and administer said Condominium and carry out the functions and duties of said Condominium, as set forth in the Declaration of Condominium establishing said Condominium and Exhibits annexed thereto.

**ARTICLE 3  
POWERS**

**3.1 GENERAL 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.

**3.2 SPECIFIC POWERS.** The specific powers of the Association shall include but not be limited to the following:

A. To create and amend budgets and to fix annual and special assessments to be levied against all Units located in the Condominium which are subject to assessment pursuant to the Declaration of Condominium for the purpose of defraying common expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures including providing a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance and improvements, and for capital replacements.

B. To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of any Unit and all real or personal property related to the purposes or activities of the Association.

C. To place liens against any Unit in the Condominium for delinquent and unpaid assessments and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments for the purpose of obtaining revenue for the operation of the Association's business.

D. To hold funds solely and exclusively for the benefit of the members of the Association for purposes set forth in these Articles of Incorporation, the Bylaws and the Declaration of Condominium.

E. To adopt, promulgate and enforce rules, regulations, resolutions, bylaws, covenants, restrictions and agreements in order to effectuate the purposes for which the Association is organized.

F. To delegate the power or powers of the Association to the manager, committees or agents where such is deemed to be in the Association's best interest by its Board of Directors.

G. To charge recipients for services rendered by the Association and to charge the user for use of the Association property where such is deemed appropriate by its Board of Directors.

H. To pay all taxes, other charges or assessments, if any, levied against property owned, leased or used by the Association.

I. To borrow money for the acquisition of property or a Unit or for any other lawful purpose of the Association, and to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for borrowed monies and to secure the payment of such obligation by mortgage, pledge, security agreement, or other instrument of trust, or by lien upon, assignment of or agreement in regard to, all or any part of the real or personal

property, or property rights or privileges of the Association wherever situated.

J. To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws and the Declaration of Condominium.

K. To make, enter into, perform and carry out contracts as necessary for the operation and administration of the Association, except as prohibited herein.

L. To undertake such activities and projects as will unite in companionship its members and insure the continuation of enjoyable living conditions in the condominium.

M. To sue or be sued.

N. In general, to have all powers which are or may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

#### **ARTICLE 4 MEMBERS**

**4.1 MEMBERSHIP.** Membership in the Association shall be limited to Unit Owners in the Condominium. Such membership shall automatically terminate when such person is no longer an Owner of a Unit in the Condominium. Membership in the Association shall be limited to such Owners.

**4.2 CHANGE OF MEMBERSHIP.** Change of membership in the Association shall be established by recording in the Public Records of Manatee County, Florida, a Deed or other instrument establishing record title to a Unit in the Condominium and the delivery to the Association of a copy of such recorded instrument. The Owner designated by such instrument thus becomes a member of the Association.

#### **ARTICLE 5 VOTING RIGHTS**

Each unit shall be entitled to one (1) vote at membership meetings of the Association. Votes shall be cast as described in the Bylaws. The vote of a Condominium Unit shall not be divisible. A majority of the Unit Owners' total votes cast (in person or by proxy) shall decide any question, unless the Declaration of Condominium, these Articles of Incorporation or the Bylaws of the Association provide otherwise.

#### **ARTICLE 6 INCOME DISTRIBUTION**

No part of the income of the Association shall be distributable to its members, except as reimbursement for services rendered to the Association. The Association shall not issue shares of stock to its members. 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 Association 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. The Bylaws shall provide for the number, election, removal, qualification and resignation of the Directors and for filling vacancies on the Board.

## **ARTICLE 9 BYLAWS**

The Bylaws of the Association 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 by the Board of Directors. A proposal for an amendment may be presented to the Board of Directors by any Unit Owner. If twenty percent (20%) of the Unit Owners in this Condominium sign a petition recommending an amendment for adoption and deliver the petition to the Board, the Board must submit the proposed amendment to a vote of the Unit Owners in this Condominium at a duly-noticed membership meeting within ninety (90) days of delivery of the petition to the Board membership.

**10.2 APPROVAL.** A proposed amendment must be approved by not less than a majority of the voting interests of the Association voting in person or by proxy.

**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 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 Manatee County, Florida.

## **ARTICLE 11**

### **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

**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 reasonable 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 administrative 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 not 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 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.

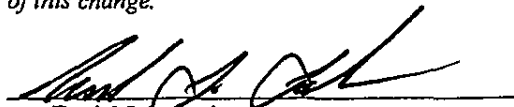
**11.5 INSURANCE.** The Association shall have the power to purchase and maintain insurance with reasonable deductibles on behalf of any person who is or was a Director, officer, or committee member against any liability asserted against the person and incurred in any such

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 REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of the Association shall be The Law Offices of Lobeck & Hanson, P.A., located at 2033 Main Street, Suite 403, Sarasota, FL 34237. The Board may change the Association's registered office and registered agent from time to time as permitted by law.

*I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.*

  
Daniel J. Lobeck

9/20/13  
Date

If signing on behalf of an entity:

Daniel J. Lobeck  
Typed or Printed Name

**CERTIFICATE OF AMENDMENT**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
HEATHERWOOD CONDOMINIUM ASSOCIATION, INC.**

We hereby certify that the attached Amended and Restated Articles of Incorporation of Heatherwood Condominium Association, Inc., (which Articles of Incorporation were an Exhibit to the Declaration of Condominium as originally recorded at Official Records Book 1094, Page 1229 et seq. of the Public Records of Manatee County, Florida), were approved at a meeting of the membership held on May 9, 2013 by not less than three-fourths of the members, which is sufficient for adoption pursuant to Article XIII of the Articles of Incorporation.

DATED this 13<sup>th</sup> day of July, 2013.

Signed, sealed and delivered  
in the presence of:

HEATHERWOOD CONDOMINIUM  
ASSOCIATION, INC.

sign: BJ Troxell

By: Junie A Benson  
Junie Benson, President

print: BJ TROXELL

sign: Carol Foerster

print: Carol Foerster

Signed, sealed and delivered  
in the presence of:

sign: Carol Foerster

By: Charles Foerster  
Charles Foerster, Secretary

print: Carol Foerster

sign: Lisa Lemmon

print: Lisa Lemmon

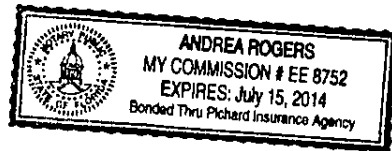
(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of July, 2013, by Junie Benson, as President of Heatherwood Condominium Association, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC

sign Andrea Rogers  
print ANDREA ROGERS  
State of Florida at Large (Seal)  
My Commission expires:



STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of July, 2013, by Charles Foerster as Secretary of Heatherwood 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 Andrea Rogers  
print ANDREA ROGERS  
State of \_\_\_\_\_ at Large (Seal)  
My Commission expires:



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