

766713

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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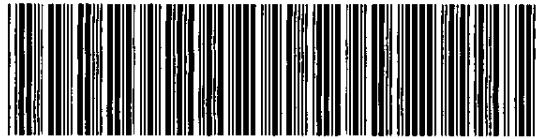
(Business Entity Name)

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*Amended And  
Restated Art*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 MAR 19 AM 11:29

T. Roberts MAR 20 2009

DANIEL J. LOBECK  
MARK A. HANSON\*  
MICHELLE A. STELLACI  
JEREMY V. ANDERSON  
DAVID P. BABNER\*\*  
2033 MAIN STREET, SUITE 403  
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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

\*\*ALSO ADMITTED IN MASS., N.Y., D.C.

February 17, 2009

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

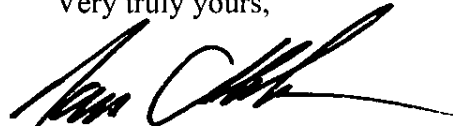
Re: Certificate of Amendment  
Tangerine Woods Owners Association, Inc.

To whom it may concern:

Please find enclosed an original Certificate of Amendment and attached Amendment to the 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,



Daniel J. Lobeck

DJL/pft  
Enclosure



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 23, 2009

DANIEL J. LOBECK  
LOBECK & HANSON  
2033 MAIN ST, STE 403  
SARASOTA, FL 34237

SUBJECT: TANGERINE WOODS OWNERS ASSOCIATION, INC.  
Ref. Number: 766713

RECEIVED  
2009 MAR 19 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for TANGERINE WOODS OWNERS 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) 245-6892.

Tina Roberts  
Regulatory Specialist II

Letter Number: 909A00006226

**AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION  
OF**

**TANGERINE WOODS OWNERS ASSOCIATION, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 MAR 19 AM 11:29

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

**ARTICLE 1.  
NAME AND ADDRESS**

The name of the corporation is **TANGERINE WOODS OWNERS ASSOCIATION, INC.** (herein, "the Association"). The Association's principal address is 756 Tangerine Woods Blvd Englewood, FL 34223-6051. The Association's Board of Directors may change the principal address of the Association from time to time as provided by law.

**ARTICLE 2.  
PURPOSE**

**2.1 Purpose.** The purpose of the Association is to provide an entity pursuant to Chapter 718, Florida Statutes, as amended from time to time (herein, the "Condominium Act") for the operation and management of the affairs and property of TANGERINE WOODS, A CONDOMINIUM (herein, "the Condominium").

**2.2 Distribution of Income.** The Association shall issue no stock and make no distribution of income to its members, directors or officers; provided, that the foregoing shall not prevent a member, Director or officer from providing services as an individual to the Association other than as a member, Director or officer, for which he or she is reasonably compensated.

**ARTICLE 3.  
POWERS**

The Association shall have the following powers:

**3.1 Common Law and Statutory Powers.** The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles of Incorporation, the Declaration of Condominium or Chapter 718, Florida Statutes, as amended from time to time.

**3.2 Specific Powers.** The Association shall have all of the powers and duties reasonably necessary to operate the Condominium and those set forth in Chapters 617 and 718, Florida Statutes, the Declaration of Condominium, these Articles, and the Association Bylaws including, but not limited to, the following:

- (a) To make, amend and collect annual and special assessments against its

members to defray the costs, expenses and losses of the Condominium and the Association.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To operate, maintain, repair and replace the common elements, condominium property and Association real and personal property.

(d) To purchase insurance upon the condominium property, Association property, directors & officers liability insurance, and insurance for the protection of the Association and its members, as unit owners.

(e) To repair and reconstruct improvements after casualty and further improve the condominium property and Association property.

(f) To make and amend reasonable rules governing the units, the common elements and the Association property.

(g) To approve or disapprove the sale, transfer and lease of units, as provided by the Declaration of Condominium.

(h) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles of Incorporation, the Association Bylaws and the Rules of the Association and to negotiate and settle all threatened or pending disputes, claims or lawsuits.

(i) To contract for the management and maintenance of the condominium property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and restrictions of the Association, except where specifically required by the Declaration of Condominium or a management contract to have the approval of the Board of Directors.

(j) To employ personnel to perform the services required for the proper administration and operation and affairs of the Condominium and the Association.

(k) To acquire by purchase or otherwise and to sell, encumber, grant easements or other use rights, mortgage and lease Association property or additional real property, subject nevertheless to the provisions of the Declaration and Bylaws relative thereto.

(l) To borrow money and secure the same by assigning assessments, lien rights, assessment collection authority and by execution of mortgages encumbering the Association real property and to acquire property or interests therein encumbered by mortgages which are to be paid or assumed by the Association.

(m) To alter and improve the common elements, Condominium and

Association property pursuant to the terms and conditions of the Declaration of Condominium and the Condominium Act.

**3.3 Assets Held in Trust.** All funds and the titles of all properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Association Bylaws.

**3.4 Emergency Powers.** For purposes of this Article only, an emergency exists during a period of time that the Condominium, or the immediate geographic area in which the Condominium is located, is subjected to: a state of emergency declared by civil or law enforcement authorities; a hurricane watch or warning as issued by a governmental authority; a partial or complete evacuation order issued by civil or law enforcement authorities; the declaration of a federal or state "disaster area" status; or catastrophe, whether natural or manmade, which seriously damages, or threatens to seriously damage the physical existence of the Condominium. During an emergency as defined herein, the Association's Board of Directors may exercise the emergency powers provided to Florida corporations by Sections 617.0207 and 617.0303, Florida Statutes, and as may be provided in the Condominium Act.

## **ARTICLE 4 MEMBERS**

**4.1 Members.** The members of the Association are all of the record owners of units in the Condominium. After termination of the Condominium, the members shall consist of those who are members at the time of such termination, their successors, and assigns.

**4.2 Change of Membership.** After receiving approval of the Association Board of Directors required by the Declaration of Condominium, change of membership in the Association shall be established by the recording in the Public Records of Sarasota 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 instrument. The Board may, in its sole discretion, require a member to provide it a certified copy of the Deed or other instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

**4.3 Limitation on Transfer of Shares of Assets.** A member cannot assign, hypothecate, or transfer in any manner his or her share in the funds and assets of the Association, except as an appurtenance to the member's Unit.

**4.4 Voting.** Each Unit is entitled to one (1) vote regardless of the number of owners. The Bylaws shall state the manner of exercising voting rights.

## **ARTICLE 5 BOARD OF DIRECTORS**

**5.1 Board of Directors.** The Board of Directors shall manage the affairs of the Association.

The Bylaws shall state the number of Directors, which may in no event be less than five (5) or more than seven (7) Directors. A Director must fulfill all requirements of eligibility provided in the Declaration of Condominium, Bylaws, these Articles and by law. A Director has a fiduciary duty to the members and to the Association.

**5.2 Election of Directors.** The membership shall elect Directors at the annual meetings of the members, in the manner determined by the Association Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Association Bylaws and according to the Condominium Act.

## **ARTICLE 6 OFFICERS**

The Association officers shall manage the affairs and operation of the Association. The Board of Directors shall elect officers at its first meeting following the annual meeting of the members of the Association. Officers serve at the pleasure of the Board of Directors. Each officer has a fiduciary duty to the members and to the Association.

## **ARTICLE 7 INDEMNIFICATION**

The Association shall indemnify each Director and officer and each member of the Association serving the Association at its specific request against all expenses and all liabilities, including but not limited to trial and appellate 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, 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, officer or is serving at the time such expenses and liabilities are incurred, except when the Director, officer or member is adjudged guilty (or a withholding of adjudication is entered after a plea of guilty or no contest) of an act or omission to act which is material to the cause of action and which constitutes:

(a) a violation of the criminal law, unless the Director, officer or member had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(b) a transaction from which the Director, officer or member derived an improper personal benefit; or

(c) willful misfeasance or malfeasance or a conscious disregard for the best interests of the Condominium Association in a proceeding by or in the right of the Association to procure a judgment in its favor or in a proceeding by or in the right of a member of the Association;

In the event of a settlement, the indemnification shall apply only when the Board of Directors approves such 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 such Director, officer or member may be entitled.

## **ARTICLE 8 BYLAWS**

The Association Bylaws may be amended in the manner provided by the Bylaws.

## **ARTICLE 9 AMENDMENTS**

The Articles of Incorporation may be amended in the following manner:

**9.1 Notice.** The text of a proposed amendment to these Articles of Incorporation shall be included in or with the notice of any membership meeting at which a proposed amendment will be considered.

**9.2 Approval.** An amendment to these Articles of Incorporation must be approved by the Association Board of Directors and by the affirmative vote of not less than a majority of all Association members.

**9.3 Limitation on Amendments.** No amendment shall be made which conflicts with the Condominium Act or the Declaration of Condominium.

**9.4 Certification.** The Association shall file a copy of each amendment with the Florida Secretary of State and record it in the Public Records of Sarasota County, Florida, together with a duly executed Certificate of Amendment.

## **ARTICLE 10 TERM**

The term of the Association shall be perpetual, unless sooner terminated according to law.

## **ARTICLE 11 SUBSCRIBERS**

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

NAME

Thelma K. Dressel

RESIDENCE

744 45<sup>th</sup> Street  
Sarasota, Florida 33580



Deborah K. Jordan

4212 Pasadena Circle  
Sarasota, Florida 33583

Norma Cappelli

3803 Schwalbe Drive  
Sarasota, Florida 33580

**ARTICLE 12**  
**REGISTERED OFFICE AND AGENT**

The registered office of the Association is 756 Tangerine Woods Boulevard, Englewood, FL 34223-6051, and the registered agent of the Association at that office is Harold Erikson. The Association Board of Directors may change the Association's registered office and registered agent from time to time as provided by law.

# Registered Office And Agent

## ~~STATEMENT OF CHANGE OF REGISTERED AGENT AND/OR REGISTERED OFFICE FOR ALIEN BUSINESS ORGANIZATION~~

~~PURSUANT TO SECTION 607.0505, FLORIDA STATUTES, THE UNDERSIGNED ALIEN  
BUSINESS ORGANIZATION SUBMITS THE FOLLOWING STATEMENT IN ORDER TO  
CHANGE ITS REGISTERED OFFICE AND/OR REGISTERED AGENT~~

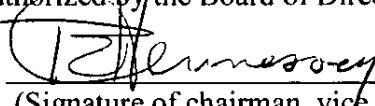
1. Tangerine Woods Owners Association, Inc.
2. Florida Registration Date 1/26/83
3. Florida Document No. 766713
4. FEI Number 592408711
5. Principal Office Address: 756 Tangerine Woods Blvd., Englewood, FL 34223-6051
6. Name and address of registered agent and office currently on record with this office:

Terry Hennessey  
756 Tangerine Wood Blvd.  
Englewood, FL 34223

7. New registered agent and/or office address:

The Law Offices of Lobeck & Hanson, P.A.  
2033 Main Street, Suite 403  
Sarasota, FL 34237

8. Such change was authorized by the Board of Directors or an officer of the corporation so authorized by the Board of Directors.

9.   
(Signature of chairman, vice chairman, or officer)

10. Name and capacity of person signing in number 9 above:

Terry Hennessey, President

11. Signature of new registered agent, if applicable:

  
Daniel J. Lobeck

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of section 607.0505, Florida Statutes. Registered agent accepting appointment date:

Prepared by and return to:  
Daniel J. Lobeck, Esq.  
Lobeck & Hanson, P.A.  
2033 Main Street, Suite 403  
Sarasota, Florida 34237  
(941) 955-5622 (Telephone)  
(941) 951-1469 (Facsimile)

**CERTIFICATE OF AMENDMENT**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
FOR  
TANGERINE WOODS OWNERS ASSOCIATION, INC.**

We hereby certify that the attached Amended and Restated Articles of Incorporation were approved and adopted at the Annual Meeting of the Association Membership held on January 27, 2009, by not less than two-thirds (2/3) of all the voting interests of the Association, which is sufficient for adoption under Article XI of the Articles of Incorporation.

DATED this 11 day of Feb., 2009.

Signed, sealed and delivered:  
in the presence of

sign [Signature]  
print WANDA PYRKOWSKI

sign [Signature]  
print Barbara Arbour

TANGERINE WOODS  
OWNERS ASSOCIATION, INC.

By: [Signature]  
Terrence Hennessey, President

Signed, sealed and delivered:  
in the presence of:

sign [Signature]  
print WANDA PYRKOWSKI

sign [Signature]  
print Barbara Arbour

Attest: [Signature]  
Bob Kramer, Secretary

(Corporate Seal)

Signed, sealed and delivered:  
in the presence of:

sign [Signature]  
print WANDA PYRKOWSKI

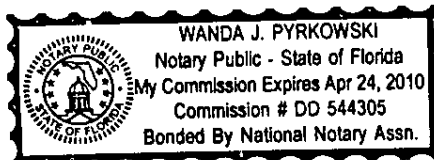
Attest: Bob Kramer  
Bob Kramer, Secretary

sign [Signature]  
print Barbara Harbour

(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 11 day of Feb, 2009,  
by Terrence Hennessey as President of Tangerine Woods Owners Association, Inc., on behalf of the  
corporation. He is personally known to me or has produced FL. Dr. Lic as  
identification.



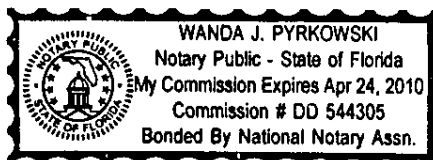
NOTARY PUBLIC

sign [Signature]  
print WANDA J. PYRKOWSKI  
State of Florida at Large (Seal)

My Commission expires: 4-24-2010

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 11 day of Feb., 2009,  
by Bob Kramer as Secretary of Tangerine Woods Owners Association, Inc., on behalf of the  
corporation. He is personally known to me or has produced FL. Dr. Lic. as  
identification.



NOTARY PUBLIC

sign [Signature]  
print WANDA J. PYRKOWSKI  
State of Florida at Large (Seal)

My Commission expires: 4-24-2010