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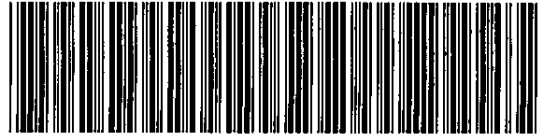
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2007 MAY 16 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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THE LAW OFFICES OF
LOBECK & HANSON

PROFESSIONAL ASSOCIATION

November 8, 2006

CONDOMINIUM
COOPERATIVE AND
COMMUNITY
ASSOCIATIONS
CIVIL LITIGATION
PERSONAL INJURY
FAMILY LAW
LAND USE LAW
ESTATES AND TRUSTS
*FLORIDA SUPREME COURT
CERTIFIED MEDIATOR

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

Re: Certificate of Adoption
The Vineyards of Silver Oak Homeowners Association, Inc.

To whom it may concern:

Please find enclosed an original Certificate of Adoption 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

FILED

2007 MAY 16 AM 9:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

CERTIFICATE OF ADOPTION

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
THE VINEYARDS OF SILVER OAK HOMEOWNERS ASSOCIATION, INC.**

We hereby certify that the attached Amended and Restated Articles of Incorporation of The Vineyards of Silver Oak Homeowners Association, Inc. (herein, "the Association"), were approved at a Special Meeting of the Association held on May 2, 2007, by the affirmative vote of not less than a majority of all members of the Association, upon proposal by the entire Association Board of Directors, which is sufficient for adoption under Article XV of the Articles of Incorporation.

DATED this 08 day of May, 2007.

Witnesses:

THE VINEYARDS OF SILVER OAK
HOMEOWNERS ASSOCIATION, INC.

sign Francesca J. M. J.

By: G.A. Mitchell
G.A. Mitchell, President

print FRANCESCA J. M. J.

sign Rosalie A. Hickey

print Rosalie A. Hickey

Witnesses:

sign Francesca J. M. J.

Attest: Robert Baarson
Robert Baarson, Secretary

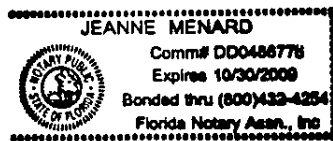
print FRANCESCA J. M. J.

sign Rosalie A. Hickey

print Rosalie A. Hickey

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 08 day of May, 2007, by G.A. Mitchell as President of The Vineyards of Silver Oak Homeowners Association, Inc., on behalf of the corporation. He is personally known to me or has produced Driver's license as identification.

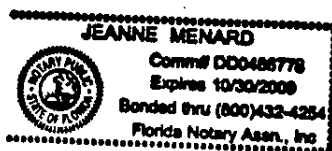


NOTARY PUBLIC
sign Jeanne Menard
print Jeanne Menard
State of Florida at Large (Seal)

My Commission expires: 10/30/2009.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 08 day of May, 2007, by Robert Baarson as Secretary of The Vineyards of Silver Oak Homeowners Association, Inc., on behalf of the corporation. He is personally known to me or has produced Driver's license as identification.



NOTARY PUBLIC
sign Jeanne Menard
print Jeanne Menard
State of Florida at Large (Seal)

My Commission expires: 10/30/2009

**ARTICLES OF INCORPORATION
AMENDED AND RESTATED**

MAY 2, 2007

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CHANGE LOG

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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

**THE VINEYARDS OF SILVER OAK
HOMEOWNERS ASSOCIATION, INC.**

These are the Articles of Incorporation of The Vineyards of Silver Oak Homeowners Association, Inc., a corporation not for profit under Chapter 617, Florida Statutes.

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation shall be THE VINEYARDS OF SILVER OAK HOMEOWNERS ASSOCIATION, INC. ("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 of the Association involving the single-family residential subdivision development known as THE VINEYARDS OF SILVER OAK located in Sarasota County, Sarasota, Florida ("the Subdivision"), and all property, both real and personal, owned by the Association, and to perform all acts required by the Association as set forth in the Declaration of Covenants and Restrictions for the Subdivision ("the Declaration") and applicable Florida law.

**ARTICLE III
PURPOSE AND POWERS**

The purpose for which the Association is organized is to create an entity pursuant to the Florida Corporation Not for Profit Act ("the Act") for the operation of the Association and its ownership of property. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director, or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the Declaration or the Act, as it may hereafter be amended, including, but not limited to, the following:

A. To make and collect assessments against members of the Association to defray the costs, expenses, and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties, and to enforce Association assessments.

B. To protect, maintain, repair, replace, and operate the Common Property.

C. To purchase insurance upon the Common Property for the protection of the Association and its members.

D. To reconstruct improvements of or on the Common Property after casualty and to make further improvements of or on the Common Property.

E. To make, amend, and enforce reasonable Rules and Regulations governing the members' responsibilities, including but not limited to the use and operation of Common Property.

F. To approve or disapprove the transfer of leasing and occupancy of lots in the Subdivision ("Lots"), together with any homes and other improvements constructed thereon, as provided by the Declaration.

G. To enforce the provisions of the Declaration, these Articles, the Bylaws, and any Rules and Regulations of the Association.

H. To contract for the management and maintenance of the Association and the Common Property, to delegate any powers and duties of the Association in connection therewith, except as may be specifically required by the Declaration of Covenants and Restrictions to be exercised by the Board of Directors or by the members of the Association.

I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association and its property.

J. To own and convey property of the Association, to enter into agreements or acquire leaseholds, memberships, and other possessory ownership or use interests in lands or facilities contiguous to land owned by the Association, if they are intended to provide enjoyment, recreation, or other use or benefit to members of the Association.

K. To borrow money without limit as to amount if necessary to perform its other functions hereunder on behalf of the Association and its members.

L. To operate and maintain property owned by the Association, including, without limitation, the surface water management system as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, water management areas, ditches, culverts, structures, and related appurtenances.

M. To sue and to be sued on behalf of and in defense of the Association, as required.

ARTICLE IV MEMBERS

All persons owning a vested present interest in the fee title to any of the Lots shall be required to be members of the Association. Membership shall terminate automatically and immediately as a member's vested interest in the fee title to any Lot terminates. In the event a Lot 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 in the Association.

A change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a copy of a deed or other instrument of conveyance.

ARTICLE V VOTING INTERESTS

Each Lot Owner shall be entitled to one vote Association meetings for each Lot owned. In the event of a joint ownership of a Lot, the vote to which that Lot is entitled shall be executed in the manner provided for in the Bylaws.

ARTICLE VI INCOME DISTRIBUTION

No part of the income of this corporation shall be distributed to its members, except as compensation for services rendered. All funds and the title to all property, both real and personal, acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the Bylaws.

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 9031 Town Center Parkway, Bradenton, Florida 34202 and the registered agent at such address shall be Douglas E. Wilson, c/o Advanced Management of Southwest Florida, Inc., provided that the registered office and registered agent of the Association may be changed from time to time by the Association board of Directors.

ARTICLE IX NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors which shall consist of five (5) persons, the qualifications of whom shall be as designated in the Bylaws.

ARTICLE X INDEMNIFICATION

The Association shall indemnify every director, officer and every 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 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;

provided that 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 XI BYLAWS

The Bylaws of the Association may be amended in the manner provided therein.

**ARTICLE XII
AMENDMENTS**

These Articles of Incorporation may be amended by a simple majority vote of all voting rights of all members of the Association.

**ARTICLE XIII
SUBSCRIBERS**

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

Albert A Sanchez, Jr.	1133 Fourth Street, Sarasota, Florida 34236
Jerry Blumberg	1133 Fourth Street, Sarasota, Florida 34236
Randall Moylan	1133 Fourth Street, Sarasota, Florida 34238