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#### Division of Corporations

Help

Fax Audit No.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
GREENBROOK VILLAGE ASSOCIATION, INC.  
DOCUMENT NUMBER N00000008066**

Pursuant to Section 617.1007, *Florida Statutes*, the Corporation desires to amend and restate its Articles of Incorporation, the original Articles having been filed with the Department of the State of Florida on December 7, 2000, under Document Number N00000008066.

1. The name of this Corporation is Greenbrook Village Association, Inc.
2. The date of the adoption of the attached Amended and Restated Articles of Incorporation was MARCH 18, 2024.
3. The Articles of Incorporation were Amended and Restated as the attached Amended and Restated Articles of Incorporation of Greenbrook Village Association, Inc., and the attached Amended and Restated Articles of Incorporation supersede the original articles of incorporation and all amendments.
4. Membership approval is required for amendments to the Articles of Incorporation. Pursuant to Article VIII of the Articles of Incorporation, the attached Amended and Restated Articles of Incorporation were proposed by a majority of the Board of Directors, and approved by not less than sixty-six and two-thirds percent (66 2/3 %) of the total votes of the Voting Members. The Amended and Restated Articles of Incorporation were proposed and adopted pursuant to Section 617.1002, *Florida Statutes*, and in accordance with the Association's governing documents.

IN WITNESS WHEREOF, the undersigned authorized officer of the Association signed this certificate adopting the Amended and Restated Articles of Incorporation on this 21 day of March, 2024.

Greenbrook Village Association, Inc.  
a Florida not-for-profit corporation

By: Steve Balazik  
Name: Steve BALAZIK, as its President

**EXHIBIT "A"**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
GREENBROOK VILLAGE ASSOCIATION, INC.**

Greenbrook Village Association, Inc. (the "Association") has adopted these Amended and Restated Articles of Incorporation of the Association. The original Articles of Incorporation were filed with the State of Florida on December 7, 2000. THIS IS A SUBSTANTIAL REWORDING. SEE GOVERNING DOCUMENTS FOR CURRENT TEXT.

**ARTICLE I  
NAME; PRINCIPAL OFFICE OF ADMINISTRATION**

The name of the corporation shall be **GREENBROOK VILLAGE ASSOCIATION, INC.**, which is hereinafter referred to as "the Association". The principal office of the Association shall be 8175 Lakewood Ranch Boulevard, Lakewood Ranch, Florida 34202, or such other place determined by the Board of Directors from time to time.

**ARTICLE II  
PURPOSES AND POWERS**

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants for Greenbrook Village, originally recorded in Official Record Book 1668, Page 2101 of the Public Records of Manatee County, Florida, as hereafter amended and/or supplemented from time to time ("the Declaration"). All of the definitions set forth in the Declaration are hereby incorporated herein by this reference. The further objectives and purposes of the Association are to preserve the values and amenities in The Properties.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been made the powers and duties of the Association, except those which require specific approval of the Board of Directors or Voting Members.

The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles of Incorporation and the Declaration including, without limitation, the power to borrow money for Association purposes. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general welfare of its Members.

### **ARTICLE III MEMBERS**

**Section 1. Membership.** Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to the Declaration shall be a Member of the Association, provided that any such person who holds record ownership merely as security for the performance of an obligation shall not be a Member of the Association. The term "persons" shall mean and include legal entities.

**Section 2. Voting Rights.** Each Lot, as defined by the Declaration, shall be entitled to one (1) vote to be cast by the Voting Members in the manner set forth in the By-Laws.

**Section 3. Membership Meetings.** Membership Meetings shall occur as set forth in the By-Laws. A quorum for the transaction of business at any meeting of the Voting Members shall be the percentage set forth in the By-Laws.

### **ARTICLE IV CORPORATE EXISTENCE**

The Association shall have perpetual existence.

### **ARTICLE V BOARD OF DIRECTORS**

**Section 1. Management by Directors.** The property, business and affairs of the Association shall be managed and conducted by a Board of Directors, with the number of Directors as set forth in the By-Laws.

**Section 2. Election of Directors.** Directors shall be elected by the Voting Members at the annual meeting of the Association as provided by the By-Laws, and the By-Laws may provide for the method of voting in the election and for removal from office of Directors.

**Section 3. Vacancies.** If a Director shall for any reason cease to be a Director, the remaining Directors shall appoint a successor to fill the vacancy for the balance of the unexpired term.

**Section 4. Term of Office.** Directors shall serve terms as set forth in the By-Laws.

### **ARTICLE VI OFFICERS**

**Section 1. Officers Provided For.** The Association shall have a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time decide.

**Section 2. Election and Appointment of Officers.** The Officers shall be elected and appointed by the Board of Directors in the manner provided in the By-Laws.

## **ARTICLE VII BY-LAWS**

The Association's By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

## **ARTICLE VIII AMENDMENTS**

**Section 1.** Amendments to these Articles of Incorporation may be proposed by a majority of the Board of Directors or by the Voting Members having the right to cast not less than one-third (1/3) of the Voting Interests. The approval must be by a majority of the total number of Voting Interests, through votes cast by the Voting Members. The approval may be obtained at a Membership Meeting and/or by written consent of the Voting Members.

**Section 2.** Notice of a proposed amendment, if presented for approval at a Membership Meeting, shall be included in the notice of the meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided in Chapter 720, *Florida Statutes*. All proposals to amend existing provisions of the Articles of Incorporation shall contain the full text of the provision to be amended. New words shall be inserted in the text and underlined, and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying "SUBSTANTIAL REWORDING. SEE GOVERNING DOCUMENTS FOR CURRENT TEXT."

**Section 3.** In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles of Incorporation shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

## **ARTICLE IX INCORPORATOR**

The name and address of the Incorporator of this Association is:

Name  
Mark. P. Barnebey

Address  
Kirk Pinkerton  
1001 3<sup>rd</sup> Avenue West, Suite 320  
Bradenton, Florida 34205

## **ARTICLE X INDEMNIFICATION**

**Section 1.** 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 proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a Director, Officer, employee, committee member or agent of the Association ("Indemnatee"), against expenses (including attorney's fees and appellate attorney's fees),

judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnatee in connection with such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that the Indemnatee did not act in good faith or in a manner the Indemnatee reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that the Indemnatee had reasonable cause to believe the Indemnatee's conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the Indemnatee did not act in good faith or did act in a manner which the Indemnatee believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that the Indemnatee had reasonable cause to believe that the Indemnatee's conduct was unlawful.

**Section 2.** To the extent that an Indemnatee has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, the Indemnatee shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually incurred by the Indemnatee in connection therewith.

**Section 3.** Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the Indemnatee to repay such amount unless it shall ultimately be determined that the Indemnatee is entitled to be indemnified by the Association as authorized in this Article.

**Section 4.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which an Indemnatee may be entitled under any provision of the Declaration, By-laws, agreement, or otherwise, both as to action in the Indemnatee's official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, employee, committee member or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

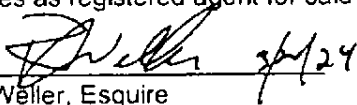
**Section 5.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, committee member or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

**Section 6.** The provisions of this Article shall not be amended so as to impair any accrued right of indemnification.

**ARTICLE XI  
REGISTERED AGENT**


Until otherwise determined by the Board of Directors, the Association's registered agent shall be Richard A. Weller, Esq., at the office of the law firm of Najmy Thompson, P.L., located at 1401 8th Avenue West, Bradenton, FL 34205.

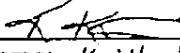
Acceptance by Registered Agent. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

X   
Richard A. Weller, Esquire


In witness whereof, the following officer of the Association does hereby execute these Articles of Incorporation on this 20 day of MARCH, 2024.

WITNESSES to President's signature:

Sign:   
Print Name: Nancy S. Roush  
Address: 14431 Sundial Place  
Lakewood Ranch, FL 34202

Sign:   
Print Name: Keith Korthaus  
Address: 14322 Greatcatcher Terrace  
Lakewood Ranch, FL 34202

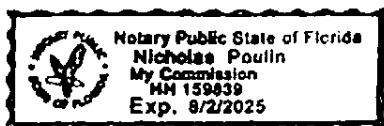
**GREENBROOK VILLAGE  
ASSOCIATION, INC.**

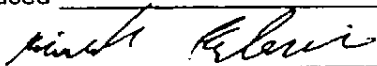
By:   
Print Name: Steve Balazic  
As its President

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 20 day of MARCH, 2024, by Steve Balazic, as President of the Greenbrook Village Association, Inc. He or she:

1. Appeared before me by means of ☒ physical presence or ☐ online notarization and
2. Is ☒ personally known to me or ☐ has produced \_\_\_\_\_  
as proof of identification.



  
Notary Public, State of Florida  
Print Name: NICHOLAS POULIN  
Date: 3/20/2024  
My Commission Expires: 8/2/2025