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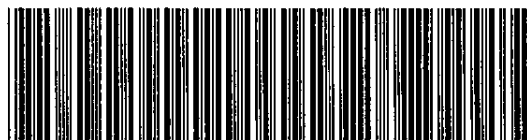
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Amended &
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2013 FEB 18 AM 11:04
TALLAHASSEE, FLORIDA
STATE

DR
2/21/13

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February 15, 2013

Florida Division of Corporations
Attn: Amendment Section
PO Box 6327
Tallahassee, FL 32314

**Re: Filing Amended and Restated Articles of Amendment for University Place
Neighborhood Association, Inc.**

Dear Division:

Enclosed are:

1. Original executed Amended and Restated Articles of Amendment, and one copy.
2. Check for \$43.75 payable to Florida Dept. of State.

Please file and return a certified copy to me. Call if there are any questions or if you need additional information. Thank you.

Very truly yours,



Chad M. McClenathen

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UNIVERSITY PLACE NEIGHBORHOOD ASSOCIATION, INC.**

FILED

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CLERK OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the original Articles of Incorporation of University Place Neighborhood Association, Inc. were filed with the Florida Department of State on February 26, 2002, and

WHEREAS, these Amended and Restated Articles of Incorporation contain amendments to all the Articles, and

WHEREAS, not less than a majority of the entire membership of the Board of Directors approved the amendments, and these Amended and Restated Articles of Incorporation, and

WHEREAS, not less than two-thirds of the voting interests of the members represented in person or by proxy approved the amendments, and these Amended and Restated Articles of Incorporation, at a duly noticed membership meeting held on February 12, 2013, and

WHEREAS, the number of membership votes cast for the amendments were sufficient for approval under the corporation documents and applicable law.

NOW THEREFORE, the following are adopted as the Amended and Restated Articles of Incorporation of University Place Neighborhood Association, Inc.

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be University Place Neighborhood Association, Inc. For convenience, the corporation shall herein be referred to as the "Association". The address of the Corporation's principal office shall be 7805 Charleston Street, University Park, FL 34201-2034. The Directors of the Association may change the location of the principal office or mailing address from time to time.

ARTICLE II. PURPOSE

2.1 Purpose: The purpose for which the Association is organized is to provide an entity for the maintenance, preservation, and management of the Lots and Common Property within University Place (the "Neighborhood"), a subdivision located in Manatee County, Florida, same to be in accordance with the "Declaration of Covenants, Conditions and Restrictions for University Place", herein called the "Declaration, as same may be amended as provided for therein.

2.2 Distribution of Income: The Association shall make no distribution of income to its members, directors, or officers.

ARTICLE III. 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, and the powers of a homeowner association under Chapter 720, Florida Statutes, which powers are not in conflict with the terms of these Articles of Incorporation, or the Declaration.

3.2 Specific Powers: The Association shall have all of the powers and duties set forth in the Declaration, as amended from time to time, except as validly limited by these Articles and by said Declaration, and all of the powers and duties reasonable necessary to own and operate the Common Property of the Neighborhood pursuant to said Declaration and to perform the maintenance, administration, managerial and other functions for the Neighborhood as provided in said Declaration, as they may be amended from time to time, including, but not limited to the following:

- (a) To make and collect assessments against members as Lot owners to defray the cost of common expenses of the Neighborhood as provided in the Declaration.
- (b) To use the proceeds of assessments in the exercise of its powers and duties.
- (c) To accept, hold title to, own, purchase, acquire, replace, improve, manage, maintain and administer the use of the Common Property of the Neighborhood in accordance with the Declaration.
- (d) To purchase insurance upon the Common Property, and for the protection of the Association and its members.
- (e) To reconstruct improvements to the Common Property after casualties and further to improve the Common Property in accordance with the Declaration.
- (f) To adopt and amend reasonable rules and regulations respecting the use of the Common Property in accordance with the Declaration.
- (g) To enforce by legal means against an Owner as defined in the Declaration, the provisions of the Declaration, the Bylaws of the Association and Regulations duly adopted by the Association.
- (h) To furnish or otherwise provide for private security, fire protection or such other services as the Board of Directors in its discretion determines necessary or appropriate.
- (i) To pay any real and personal property taxes and other charges assessed against the Common Property unless same are separately assessed to the Owners.
- (j) To obtain all required utility and other services for the Common Property.
- (k) To maintain architectural control over the Neighborhood in accordance with the Declaration.
- (l) To operate and maintain those portions of the surface water management system facilities not under the operation and control of the University Place Community Development District.
- (m) To exercise such further authority as may be reasonably necessary to carry out each and every of the obligations of the Association set forth in the Declaration, these Articles or the Bylaws.

3.3 Assets Held in Trust: All funds and the title 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, these Articles of Incorporation and the Bylaws of the Association. Upon the dissolution or winding up of this Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Association shall be distributed pro-rata among all members, or, alternatively, upon the affirmative vote of two thirds (2/3) of the Owners of Lots in the Neighborhood, the assets of the Association may be conveyed or dedicated to (i) a public body willing to accept such assets; or (ii) a not for profit organization located in Manatee County, Florida, or the one closest to the Association, if none are located in Manatee County, having the same or similar purposes; provided that in the event of the dissolution of the Association, the property consisting of the surface water management system of the Neighborhood shall be conveyed to the University Place Community Development District or an appropriate agency of local government, and if not accepted, the surface water management system shall be dedicated to a similar non-profit corporation.

3.4 Limitation on Exercise of Powers: The powers of the Association shall be subject to and shall be

exercised in accordance with the provisions of the laws of the State of Florida, the Declaration, these Articles and the Bylaws of the Association.

ARTICLE IV. MEMBERS

4.1 Members: The members of the Association shall consist of all of the record owners of Lots in the Neighborhood subject to the Declaration and operated hereby.

4.2 Change of Membership: Change of membership in the Association shall be established by the recording in the Public Records of Manatee County, Florida, of a deed or other instrument establishing a change of record title to a Lot in the Neighborhood. A copy of such instrument shall be delivered to the Association. The owner designated in such instrument shall thereupon become a member of the Association and the membership of the prior owner shall thereupon be terminated, as provided in the Bylaws.

4.3 Limitation on a Transfer of Shares of Assets: 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 Lot.

4.4 Voting: The Owner(s) of each Lot shall be entitled to one vote as a member of the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association. Owners owning more than one Lot shall be entitled to one vote for each Lot owned.

ARTICLE V. DIRECTORS

5.1 Board of Directors: The affairs of the Association shall be managed by a Board of Directors consisting of an odd number of members determined from time to time in accordance with the Bylaws. In no event shall the Board of Directors consist of fewer than three (3) Directors.

5.2 Election of Directors: Directors of the Association shall be elected at the annual meeting of the members, in the manner provided by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

ARTICLE VI. OFFICERS

6.1 Officers: The affairs of the Association shall be administered by a President, Vice President, Secretary, Treasurer and such other officers as may from time to time be created by the Board of Directors as permitted by the Bylaws. Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association and shall serve at the pleasure of the Board.

ARTICLE VII. INDEMNIFICATION

7.1 Indemnification: Every director and every officer of the Association shall be indemnified by the Association against all expense and liabilities, including legal fees, reasonably incurred by, or imposed upon him in connection with any proceeding or the 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, whether or not he is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful and wanton misfeasance or malfeasance in the performance of his duties; 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 or officer may be entitled.

7.2 Insurance: The Board of Directors of the Association may purchase liability insurance to insure all

directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the members of the Association as part of the common expenses.

ARTICLE VIII. BYLAWS

8.1 Bylaws: The Bylaws may be altered, amended or rescinded by a majority of the Board, except as otherwise may be provided by the Bylaws and the Declaration.

ARTICLE IX. AMENDMENTS

9.1 Amendments: Amendments to these Articles shall be proposed and adopted in the following manner:

- (a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is considered.
- (b) A resolution for the adoption of a proposed amendment may be proposed either by vote of not less than a majority of the entire membership of the Board of Directors, or by not less than twenty (20%) percent of the total voting interests of the Association.
- (c) Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by vote of not less than a majority of the entire membership of the Board of Directors and by vote of not less than two-thirds (2/3rds) of the voting interests of the members represented in person or by proxy at a duly noticed membership meeting at which a quorum of the membership is attained.
- (d) An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Manatee County, Florida.

ARTICLE X. EXISTENCE

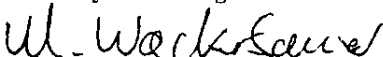
10.1 Term: The term of the Association shall be perpetual; provided, however, in the event that the Association is ever dissolved, the control or right of access to the Neighborhood property containing the surface water management system facilities shall be conveyed or dedicated to the University Place Community Development District or an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE XI. REGISTERED OFFICE AND AGENT

11.1 Registered Office and Agent: The Association hereby appoints Chad M. McClenathen, Esq., whose address is 1820 Ringling Blvd., Sarasota Florida 34236 as its registered agent under the Laws of Florida. The Board may change the registered agent and registered office from time to time as permitted by law.


The recitals set forth in these Amended and Restated Articles of Incorporation are true and correct and are certified as such by the Board of Directors on this 13 day of February, 2013.

University Place Neighborhood Association, Inc.


 By: Michael Wackerbauer, President

Acceptance of Duties as Registered Agent

Having been named as registered agent and to accept service of process for University Place Neighborhood Association, Inc., 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.



Chad M. McClenathan, Esq.
1820 Ringling Blvd.
Sarasota, Florida 34236

Date _____