

N02000007652

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05 APR 18 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/21/04--0.645--004 *x70.00

Amended
& Restated
ART.

38

KENNETH B. EVERS

PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW
614 WEST MAIN STREET
WAUCHULA, FLORIDA

KENNETH B. EVERS
E-MAIL: everspa@earthlink.net

TELEPHONE: (863) 773-5600
ACSMILE: (863) 773-0952

REPLY TO: P.O. DRAWER 1308
WAUCHULA, FLORIDA 33673-1308
February 18, 2005

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

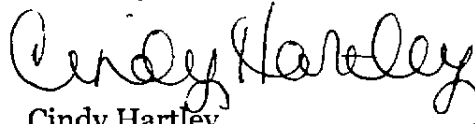
Re: Whistler Woods Homeowners Association, Inc.,
a corporation not-for-profit

Gentlemen:

Enclosed for filing is Amendment to and Restatement of Articles of Incorporation of Whistler Wood Homeowners Association, Inc., a corporation not-for-profit, together with check in the amount of \$35.00 representing filing fee.

The registered agent has not changed.

Sincerely,



Cindy Hartley
Legal Assistant

/chh
Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 1, 2005

CINDY HARTLEY
P.O. DRAWER 1308
WAUCHULA, FL 33873-1308

SUBJECT: WHISTLER WOODS HOMEOWNERS ASSOCIATION, INC.
Ref. Number: N02000007652

We have received your document for WHISTLER WOODS HOMEOWNERS 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):

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6909.

Velma Shepard
Document Specialist

Letter Number: 805A00014175

RECEIVED

05 APR 18

DIVISION OF CORPORATIONS

KENNETH B. EVERS

PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW
634 WEST MAIN STREET
WAUCHULA, FLORIDA

KENNETH B. EVERS
E-MAIL: everspa@earthlink.net

TELEPHONE: (863) 773-5600
ACSMILE: (863) 773-0952

REPLY TO: P.O. DRAWER 1306
WAUCHULA, FLORIDA 33673-1306

April 14, 2005

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Whistler Woods Homeowners Association, Inc.,
a corporation not-for-profit

Gentlemen:

Enclosed for your convenient reference is copy of your correspondence of March 1, 2005. Also enclosed are the following:

1. Original Amendment to and Restatement of Articles of Incorporation of Whistler Woods Homeowners Association, Inc.;
2. Certificate of Approval of Amendment to and Restatement of Articles of Incorporation of Whistler Woods Homeowners Association, Inc.

Please file the original amendment and return a certified copy to me.

Sincerely,


Cindy Hartley
Legal Assistant

/chh
Enclosures

**AMENDMENT TO AND RESTATEMENT
of**

ARTICLES OF INCORPORATION

of

**WHISTLER WOODS HOMEOWNERS ASSOCIATION, INC.
(A corporation not-for-profit)**

FILED
05 APR 18 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation amends and restates the Articles of Incorporation of Whistler Woods Homeowners Association, Inc., as follows:

ARTICLE I. NAME

The name of the corporation is WHISTLER WOODS HOMEOWNERS ASSOCIATION. INC.

ARTICLE II. PURPOSES AND POWERS

The purposes and objects of the corporation are such as are authorized under Chapter 617 of the Florida Statutes and to maintain and operate common real property of WHISTLER WOODS HOMEOWNERS ASSOCIATION, INC., and to collect assessments for maintenance, management and other matters, in accordance with the terms of these articles of incorporation, the bylaws of this corporation, and the Deed Covenants and Restrictions recorded in the public records of Hardee County, Florida, pertaining to WHISTLER WOODS HOMEOWNERS ASSOCIATION, INC.

The corporation is authorized:

(a) To own, convey, rent, lease, operate and maintain sufficient real and personal property to include easements therein, to carry out the purposes hereinabove expressed.

(b) To receive donations, gifts, or bequests of money or other property, and to accept the same, subject to such conditions or trusts as may be attached thereto, and to perform and execute any and all such conditions or trusts.

(c) To contract debts and to borrow money, to issue, sell and pledge bonds, debentures, notes and other evidence of indebtedness.

(d) To establish rules and regulations.

(e) To sue and be sued.

(f) To operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

(g) Contract for services to provide for operation and maintenance of the surface water management system facilities if the association contemplates employing a maintenance company.

(h) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes or powers set forth in this article, and to do all other things incidental thereto or connected therewith, which are not forbidden by law or these articles of incorporation.

(i) To carry out any of the purposes or powers set forth in this article in any state, territory, district, or possession of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such place.

The purposes or powers set forth in this article are not in limitation of the general powers conferred by non-profit corporation law of the State of Florida.

ARTICLE III. MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

(a) The owners of all tracts in WHISTLER WOODS development shall be members of the corporation, and no other persons or entities shall be entitled to membership.

(b) Membership shall be established upon the acquisition of fee title to a tract, and the membership of any party shall be automatically terminated upon his being divested of title to all tracts in aforesaid development.

(c) The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his tract. The funds and assets of the corporation shall belong solely to the corporation subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes

authorized herein, in the By-Laws which may be hereafter adopted, and in the Deed Covenants and Restrictions which have been recorded in the public records of Hardee County, Florida, covering WHISTLER WOODS HOMEOWNERS ASSOCIATION, INC.

(d) On all matters on which the membership shall be entitled to vote, there shall be one vote for each tract. Should any member own more than one tract, such member shall be entitled to exercise or cast as many votes as he owns tracts.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually; however, if the Association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to 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, and any common property shall be conveyed to the appropriate adjoining landowners, as determined by the developer.

ARTICLE V. ADDRESS

The street address and mailing address of the corporation in the State of Florida is 1097 Manley Road, Wauchula, Florida 33873.

ARTICLE VI. OFFICERS

The affairs of the corporation are to be managed by a President, Secretary and Treasurer. The names and addresses of the officers who are to serve until the next election of officers are:

Name	Address	Office
Charles A. Barton, Jr.	1097 Manley Road Wauchula, FL 3387	President/Secretary/ Treasurer

ARTICLE VII. DIRECTORS

There shall be no initial Board of Directors. The manner of election of directors shall be as stated in the bylaws.

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator of the corporation is as follows:

Name	Address
Charles A. Barton, Jr.	1097 Manley Road Wauchula, FL 3387

ARTICLE IX. ASSESSMENTS

The private property of the members shall not be subject to the payment of corporate debts of the corporation; provided, however, that this provision shall not in any manner limit the obligation of each member to the corporation as set forth and contained in these Articles of Incorporation, the By-Laws

which may be hereafter adopted, and the Deed Covenants, Restrictions and Easements affecting said lands in WHISTLER WOODS HOMEOWNERS ASSOCIATION, INC., nor shall it limit the right of the corporation to levy and assess members for their proportionate share of the expenses of the corporation. The corporation shall be entitled to enforce collection of such assessments in such manner as may be reserved to the corporation in these Articles, said By-Laws and the protective Covenants, Restrictions and Easements.

ARTICLE X. LIABILITY

Every director (if any) and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with 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 corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful malfeasance or misfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. 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. The above indemnification applies to directors in the event a board is established at a later date by amendment hereto.

ARTICLE XI. AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law. Each amendment submitted to the members for approval must be approved by majority of the members entitled to vote thereon.

ARTICLE XII. NON-PROFIT CHARACTER

This corporation is one which does not contemplate pecuniary gain or profit to the members, directors or officers. Upon dissolution of the corporation, all corporate assets remaining after payment of all liabilities shall be distributed to charitable, religious, scientific, literary or educational organizations.

ARTICLE XIII. REGISTERED OFFICE AND AGENT

The corporation hereby designates as its registered office 1097 Manley Road, Wauchula, Florida 33873, and its registered agent, CHARLES A. BARTON, JR., at the same address, for service of process.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, has, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, executed these articles of incorporation on this 16th day of February, 2005.

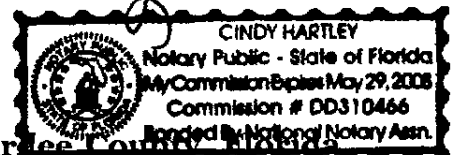

CHARLES A. BARTON, JR.

STATE OF FLORIDA :
COUNTY OF HARDEE :

I HEREBY CERTIFY that on this day before me, personally appeared CHARLES A. BARTON, JR., incorporator of WHISTLER WOODS HOMEOWNERS ASSOCIATION, INC., who acknowledged before me the execution of the foregoing Articles of Incorporation for the uses and purposes therein set forth.

SWORN to and subscribed before me this 16th day of February, 2005.


NOTARY PUBLIC



I certify that I am a permanent resident of Hardee County, Florida, residing at the place indicated above. I hereby accept the foregoing designation as Registered Agent, this 16th day of February, 2005.


CHARLES A. BARTON, JR.

**CERTIFICATE OF APPROVAL
OF AMENDMENT TO
AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
WHISTLER WOODS HOMEOWNERS ASSOCIATION, INC.**

I, **CHARLES A. BARTON, JR.**, as **President**, hereby certify that, effective February 4, 2005, the members of **WHISTLER WOODS HOMEOWNERS ASSOCIATION, INC.**, a corporation not-for-profit, unanimously approved restating and amending the Articles of Incorporation of **WHISTLER WOODS HOMEOWNERS ASSOCIATION, INC.**

The undersigned hereby submits herewith the original of the Amendment to and Restatement of Articles of Incorporation of Whistler Woods Homeowners Association, Inc., a corporation not-for-profit, for filing with the Florida Department of State.

Dated this 14th day of April, 2005.

WHISTLER WOODS HOMEOWNERS
ASSOCIATION, INC.

By: Charles A. Barton, Jr.
Charles A. Barton, Jr., President