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BASIC AMENDMENT

ASTON GARDENS AT VENICE MASTER ASSOCIATION, INC.

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ARTICLES OF RESTATEMENT

OF

ASTON GARDENS AT VENICE MASTER ASSOCIATION, INC.
(A Corporation, Not-for-Profit)

Document Number N03000010957

In accordance with the provisions of Section 617.1007 and Chapter 617 of the Florida Statutes, the Board of Directors of Aston Gardens at Venice Master Association, Inc., hereby restates its Articles of Incorporation without a vote of the members pursuant to Section 617.1007(1) of the Florida Statutes, as follows:

ARTICLE I

NAME AND ADDRESS

The name of the corporation, herein called the "Association," is Aston Gardens at Venice Master Association, Inc., and its address is 137 South Pebble Beach Blvd., Sun City Center, Florida 33573.

ARTICLE II

PURPOSE AND POWERS

2.1 Purpose. The purpose for which the Association is organized is to provide an entity to administer, manage and operate (a) the commercial components of the Aston Gardens at Venice project which consists of an assisted living facility, independent living facilities and a community clubhouse and (b) The Villas at Venice, a Condominium Community, located in Sarasota County, Florida (collectively, the "Community").

2.2 Powers. The Association is organized and shall exist upon a non-stock basis as a non-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. 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 under the laws of the State of Florida, except as limited or modified by these Articles, the Master Declaration of Covenants, Conditions and Restrictions for Aston Gardens at Venice (the "Declaration"), or the By-Laws of this Association, or any other restrictions of the Community, and it shall have all the powers and duties reasonably necessary to operate the Association pursuant to the Declaration as it may hereafter be amended, including, but not limited to, the following (capitalized definitional terms used herein and not otherwise defined having the respective meanings ascribed to such terms in the Declaration):

A. To own and convey property

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B. To levy 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;

C. To own, lease, maintain, repair, replace, add to or operate the Common Areas, including without limitation, entry medians, parking areas, front entrances and perimeter, street lighting and surface water management systems as permitted by the Southwest Florida Water Management District or any other governmental agency;

D. To purchase insurance upon the Common Areas for the protection of the Association and its members;

E. To reconstruct improvements after casualty and to make further capital improvements or additions to the Community;

F. To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Association;

G. To sue and be sued, and to enforce the provisions of the Declaration, these Articles and the By-Laws of the Association;

H. To contract for the operation and maintenance of the Common Areas or surface water management system and to delegate any powers and duties of the Association in connection therewith, except such as specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association;

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

J. To employ security personnel for the Community;

K. To borrow or raise money for any purposes of the Association, without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association; and

L. To hold funds and the title to all property acquired by the Association for the benefit of the Members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the By-Laws.

M. To operate and maintain the Surface Water Management System Facilities (as defined in the Declaration), including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

N. To require all Owners to be members of the Association.

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O. To take any other action necessary for the purposes for which the Association is organized.

P. To collect any assessments and fees from Members of the Association.

Q. To amend the Declaration, as more specifically set forth in the By-Laws.

ARTICLE III

MEMBERSHIP

3.1 Qualification. The Members of the Association shall consist of all Owners of the real property located in the Community, and as further provided in the By-Laws.

3.2 Change of Membership. Change of membership shall be established by recording in the Public Records of Sarasota County, Florida, a deed or other instrument transferring title, and by the delivery to the Association of a copy of such instrument.

3.3 Assignment of Membership Rights. The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner, except as an appurtenance to his fee simple interest in the real property subject to the Declaration.

3.4 Voting. The Members shall be entitled to the number of votes in Association matters as set forth in the Declaration and By-Laws. The manner of exercising voting rights shall be as set forth in the Declaration and By-Laws.

ARTICLE IV

TERM

4.1 Term. The term of the Association shall be perpetual.

4.2 Dissolution. In the event of dissolution, the control or right of access to any portion of the Property containing the Surface Water Management System Facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility. If the Surface Water Management System Facilities are not accepted by governmental or public utility, then they shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE V

BY-LAWS

5.1 Adoption by Board. The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

AMENDMENTS

6.1 Procedure. Amendments to these Articles shall be adopted in the manner provided in the By-Laws of the Association.

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ARTICLE VII

DIRECTORS AND OFFICERS

7.1 Initial Board. The names and addresses of the initial Board of Directors are:

Matthew Hoffman	137 South Pebble Beach Blvd. Sun City Center, Florida 33573
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Peter Gagliardo	137 South Pebble Beach Blvd. Sun City Center, Florida 33573
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Debbie Pattinson	137 South Pebble Beach Blvd. Sun City Center, Florida 33573
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7.2 Election by Owners. All directors shall be elected by the Members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

7.3 Number of Directors. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors, and in the absence of such determination, shall consist of three (3) Directors.

7.4 Election of Officers. The business of the Association shall be conducted by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board.

ARTICLE VIII

INDEMNIFICATION

8.1 Indemnification of Director or Officer. To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and Officer of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceedings) to which he may be a party because of his being or having been a Director or Officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

A. Willful misconduct or a conscious disregard for the best interest of the Association to procure a judgment in its favor.

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B. A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

C. A transaction from which the Director or Officer derived an improper personal benefit.

8.2 Approval of Settlement. In the event of a settlement or any dispute with respect to any indemnification, the right to indemnification shall not apply unless the Board of Directors approves such settlement or disposes of any such dispute as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all rights to which a Director or Officer may be entitled.

ARTICLE IX

PRINCIPAL OFFICE

9.1 Address. The principal office of the Association shall be located at 137 South Pebble Beach Blvd., Sun City Center, FL 33573. The Association may maintain offices and transact business in other such places within or without the State of Florida as may from time to time be designated by the Board of Directors. The Board of Directors may from time to time relocate the aforesaid principal office.

ARTICLE X

REGISTERED AGENT

10.1 Initial Registered Agent. The initial registered agent of the Association is Stephen J. Szabo, III, Esq., and the street address of the initial registered office of the Association is 100 North Tampa Street, Suite 2700, Tampa, Florida 33602. This corporation shall have the right to change such registered agent and office from time to time as provided by law.

CERTIFICATION

The undersigned hereby certifies that the within Articles of Restatement have been duly adopted by the Board of Directors of the Association in accordance with the requirements of Section 617.1007 of the Florida Statutes, and further certifies that no amendments are contained in the within Articles of Restatement which would require member approval.

Name: Matthew R. Hoffmann

Title: Director

STATE OF FLORIDA

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§

COUNTY OF HILLSBOROUGH

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The foregoing instrument was acknowledged before me this 30th day of December, 2003,
by Matthew Hoffman as Board Member of ASTON
GARDENS AT VENICE MASTER ASSOCIATION, INC., who acknowledged executing the
foregoing instrument in such capacity on behalf of the Association, and who is personally known
to me or produced _____ as identification.

(Seal)

Pamela S. Huston
Notary Public
Printed Name: PAMELA S. HUSTON
My Commission Expires: 12-28-05



Pamela S. Huston
Commission # DP 073308
Expires Dec. 28, 2005
Bonded Through
Atlantic Bonding Co., Inc.

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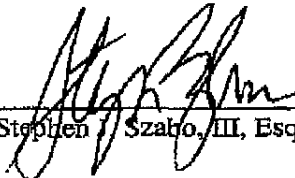
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**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Stephen J. Szabo, III, Esq.

Dated: December 30, 2003

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