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THE LAW OFFICES OF
LOBECK & HANSON
PROFESSIONAL ASSOCIATION

CONDOMINIUM
COOPERATIVE AND
COMMUNITY
ASSOCIATIONS
PERSONAL INJURY
FAMILY LAW
CRIMINAL DEFENSE
CIVIL LITIGATION

April 10, 1997

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

200002142522--6
-04/14/97-01150-009
*****35.00 *****35.00

Re: Certificate of Amendment/Huntington Woods Condominium Association, Inc.

To whom it may concern:

Please find the enclosed Certificate of Amendment 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

Note: Huntington Woods Condominium Association, Inc.
DJL:ls
Encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 14 AM 11:51

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TIL APR 17 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE
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AMENDED AND RESTATED

ARTICLES OF INCORPORATION
HUNTINGTON WOODS CONDOMINIUM ASSOCIATION, INC.

We hereby certify that the attached Amended and Restated Articles of Incorporation of Huntington Woods Condominium Association, Inc. ("the Association"), a Florida corporation not-for-profit, was adopted at the Annual Meeting of the Association held February 22 and March 26, 1997, by the affirmative vote of not less than seventy-five percent (75%) of all members of the Association, upon proposal by the Association Board of Directors, which is sufficient for adoption under Articles 8 and 9 of the Articles of Incorporation of the Association.

DATED this 8 day of April, 1997.

Witnesses:

HUNTINGTON WOODS CONDOMINIUM
ASSOCIATION, INC.

sign June Pruitt
print June Pruitt

Dale Chamberlain Pres
Dale Chamberlain, President

sign Ceryl J Angelotti
print Ceryl J Angelotti

Witnesses:

sign Laura D Valek
print Laura D Valek

June Pruitt, Secretary
June Pruitt, Secretary

sign Ceryl J Angelotti
print Ceryl J Angelotti

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 8 day of April, 1997, by Dale Chamberlain as President Huntington Woods Condominium Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced N/A as identification.

NOTARY PUBLIC



CHERYL J. ANGELOTTI
My Comm Exp. 10/27/98
Bonded By Service Ins
No. CC403495
☒ Personally Known ☐ Other I.D.

sign Cheryl J Angelotti
print Cheryl J Angelotti
State of Florida at Large (Seal)

My Commission expires:

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 8 day of April, 1997, by June Pruitt as Secretary of Huntington Woods Condominium Association, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced N/A as identification.

NOTARY PUBLIC



CHERYL J. ANGELOTTI
My Comm Exp. 10/27/98
Bonded By Service Ins
No. CC403495
☒ Personally Known ☐ Other I.D.

sign Cheryl J Angelotti
print Cheryl J Angelotti
State of Florida at Large (Seal)

My Commission expires:

Return to:
Daniel J. Lobeck, Esq.
Lobeck & Hanson, P.A.
2063 Main Street, Suite 101
Sarasota, FL 34237

AMENDED AND RESTATED

**ARTICLES OF INCORPORATION
HUNTINGTON WOODS CONDOMINIUM ASSOCIATION, INC.**

A corporation not for profit
under the laws of the State of Florida

The Unit Owners of Huntington Woods, a Condominium hereby associate themselves as a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1.

Name, Address and Registered Agent

1.1) Name. The name of the corporation shall be HUNTINGTON WOODS CONDOMINIUM ASSOCIATION, INC. (herein, "the Association"), a Florida corporation not for profit.

1.2) Address and Registered Agent. The registered office address and registered agent of the Association shall be as determined from time to time by the Association Board of Directors. The street address of the initial registered office of the Association was 523 South Washington Boulevard, Sarasota, Florida 33577, and the name of the Association's initial registered agent at such address was S. Sy Sherr.

ARTICLE 2.

Purpose

2.1) Purpose. The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes (herein, "the Condominium Act") for the maintenance, operation, and management of HUNTINGTON WOODS, a Condominium (herein "the Condominium"), located in Manatee County, Florida.

2.2) Distribution of Income. The Association shall make no distribution of income to and no dividends shall be paid to its members, directors, or officers.

2.3) No Shares of Stock. The Association shall not have or issue shares of stock.

ARTICLE 3.

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 and duties of an association as set forth in the Condominium Act and those set forth in the Declaration of Condominium and the Association Bylaws, if not inconsistent with the Condominium Act.

3.2) Specific Powers. The powers and duties of the Association shall include but not be limited to the following:

(a) To make and collect assessments against members as Unit Owners to defray the costs, expenses and losses of the Condominium.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To maintain, repair, replace and operate the Condominium property.

(d) To purchase insurance upon the Condominium properties and insurance for the protection of the Association and its members as Unit Owners, as provided by the Declaration of Condominium and the Condominium Act.

(e) To make and amend reasonable rules regarding the use and occupancy of the common elements and Units in the Condominium and the administration of the Association; provided, however, that all such rules shall be consistent with all rights and privileges of Unit Owners as provided in the Declaration of Condominium and shall not conflict with the Declaration of Condominium, the Association Bylaws, these Articles of Incorporation or the Condominium Act.

(f) To approve or disapprove the sale, transfer, lease, mortgage, occupancy and ownership of Units in the Condominium, as provided in the Declaration of Condominium.

(g) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles of Incorporation, the Association Bylaws and the Association rules.

(h) To contract for the management and maintenance of the Condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules and restrictions and maintenance of the

common elements. The Association shall, however, retain at all times the powers and duties granted to it by the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

(i) To employ personnel or contract for the performance of services required for proper operation and maintenance of the Condominium.

(j) To acquire or enter into agreements whereby the Association acquires leaseholds, memberships or other possessory or use interests in real and personal property, including, but not limited to, country clubs, golf courses, marinas, and other recreational facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use or benefit of the Unit Owners, to declare expenses in connection therewith to be common expenses, and to adopt covenants and restrictions relating to the use thereof.

3.3) Assets Held in Trust. All funds and 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 of Condominium, these Articles of Incorporation and the Association Bylaws.

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 Declaration of Condominium and the Bylaws of the Association.

ARTICLE 4.

Members

4.1) Members. The members of the Association shall consist of all of the record Owners of Units in the Condominium from time to time, and after termination of the Condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2) Change of Membership. After receiving any approval of the Association required by the Declaration of Condominium, 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 Unit in the Condominium and notice to the Association of that ownership change. The Owner designated by such instrument thereby automatically becomes a member of the Association and the membership of the prior owner is terminated.

4.3) Limitation on Transfer of Shares 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 Unit.

4.4) Voting. Each Unit shall be entitled to one vote. The manner of exercising voting rights shall be determined by the Association Bylaws.

ARTICLE 5.

Directors

The affairs of the Association shall be managed by the Board of Directors consisting of the number of Directors determined by the Bylaws. Directors must be members of the Association. The Directors of the Association shall be elected at the annual meetings of the members in the manner determined by the Association Bylaws. Vacancies on the Board of Board of Directors shall be filled in the manner provided by the Association Bylaws and Directors may be removed as provided for in the Condominium Act.

ARTICLE 6.

Officers

The affairs of the Association shall be administered by a President, a Vice-President, a Secretary, a Treasurer and such other officers as may be designated in the Bylaws of the Association or determined appropriate from time to time by the Board of Directors. The officers shall be elected by the Board of Directors at its annual organization meeting which shall follow the annual meeting of the members of the corporation, as provided in the Association Bylaws. The officers shall serve at the pleasure of the Board of Directors.

ARTICLE 7.

Conflicts of Interest

Both directors and officers may lawfully and properly exercise the powers set forth in Article 3 hereof, particularly those set forth in Sections 3.2(h), (l) and (j), notwithstanding the fact that some or all of them who may be involved in the exercise of such powers are some or all of the persons with whom the corporation enters into such agreements, provided that:

1. The fact of the conflict of interest is disclosed and is entered into the minutes of the meeting at which the agreement is approved; and

2. Any director with such a conflict of interest either abstains from voting on the agreement or the agreement is approved by a vote sufficient for approval without counting the vote of the interested director; and
3. The Agreement is in the best interest of the Association.

ARTICLE 8. Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal 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 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 misfeasance 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.

ARTICLE 9 Bylaws

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

ARTICLE 10. Amendments

10.1) Procedure. Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

(a) Notice of the text of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(b) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by a petition signed by a majority of the members of the Association. An amendment shall be approved by the affirmative vote of not less than 70% of the voting rights of the entire membership of the Association, by

vote cast in person and by proxy at a meeting of the Association called in whole or in part for that purpose.

10.2) Limitation on Amendments. No amendment shall make any changes in the qualifications for membership, the voting rights of members, nor any substantive change in Section 2.1, 2.2 or 2.3 of Article 2, Section 3.3 of Article 3 or Section 10.1 of Article 10, without approval in writing by all members and the joinder of all record Owners of mortgages upon the Condominium Units. No amendment shall be in conflict with the Condominium Act or the Declaration of Condominium.

10.3) Certification. A copy of each amendment to these Articles shall be certified by the Secretary of State and shall be recorded in the Public Records of Manatee County, Florida, with reference to the Declaration of Condominium.

ARTICLE 11.

Term

The term of the Association shall be perpetual unless the Condominium is terminated pursuant to the provisions of the Declaration of Condominium and in the event of such termination, the corporation shall be dissolved in accordance with the law.

ARTICLE 12.

Subscribers (Incorporators)

The names and residence addresses of the subscribers (incorporators) of these Articles of Incorporation are as follows:

NAME	ADDRESS
Dan Michaels	515 South Washington Boulevard Sarasota, Florida 33577
Dee Rowe	523 South Washington Boulevard Sarasota, Florida 33577
Paula Duffy	2781 Televast Road Sarasota, Florida 33580