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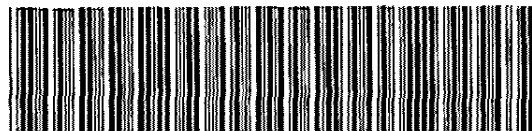
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04 MAY 10 PM 1:30

ALABAMA SECRETARY OF REVENUE

Amend/Restarted
10 5/11/04



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

RECEIVED
MAY 07 2004

May 5, 2004

JOHN F. COOK, P.A.
2033 WOOD STREET
SUITE 220
SARASOTA, FL 34237

SUBJECT: THE ENCLAVE AT ASHTON HOMEOWNERS ASSOCIATION, INC.
Ref. Number: N04000000049

We have received your document for THE ENCLAVE AT ASHTON 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):

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6964.

Irene Albritton
Document Specialist

Letter Number: 604A00030679

Rec. 5/10

FILED
MAY 10 PM 4:30
TALLAHASSEE, FLORIDA

JOHN F. COOK, P.A.

John F. Cook, Esq.
Attorney at Law

May 7, 2004

VIA UPS OVERNIGHT DELIVERY

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: The Enclave at Ashton Homeowners Association, Inc.
Your Ref. Number: N040000000049
Our File No: CM24-5499

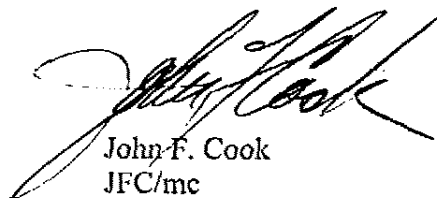
Dear Sir or Madam:

Enclosed please find the revised original First Amended and Restated Articles of Incorporation of The Enclave at Ashton Homeowners Association, Inc., together with a copy of your letter of May 5, 2004.

Please proceed with the filing of this amendment and forward the Certificate of Amendment to the undersigned as soon as it is available.

Thank you.

Very truly yours,



John F. Cook
JFC/mc
Enclosures

FILED
04 MAY 10 PM 4:30
TALLAHASSEE, FLORIDA

FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

THE ENCLAVE AT ASHTON HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not-for-Profit)

FILED
04 MAY 10 PM 4:30
TALLAHASSEE, FLORIDA

In order to form a corporation not-for-profit under and in accordance with the provisions of Chapters 617 of the Florida Statutes, the undersigned by these Amended and Restated Articles of Incorporation (the "Articles") hereby certifies as follows: These Amended and Restated Articles were adopted by the Board on April 27, 2004, and by all of the member(s). The number of votes cast for the amendment was sufficient for approval.

Article I
DEFINITIONS

All terms which are defined in the Declaration of Protective Covenants, Conditions, and Restrictions for The Enclave at Ashton (hereinafter referred to as the "Association") shall be used herein with the same meanings as defined in said Declaration.

Article II
NAME

The name of this Community Association shall be THE ENCLAVE AT ASHTON HOMEOWNERS ASSOCIATION, INC. (hereinafter referred as the "Association"), whose present address is 85 Cocoanut Avenue, Sarasota, Florida 34236.

Article III
PURPOSES

The purposes for which this corporation is organized are to take title to (when conveyed by Declarant as provided in the Declaration), operate, administer, manage, lease and maintain the Common Area or such portions thereof or of The Enclave at Ashton as are dedicated to or made the responsibility of the Association in the Declaration or in any other of The Enclave at Ashton Documents, in accordance with the terms of and purposes set forth therein; and to conduct any lawful business permitted under the laws of the State of Florida for corporations not-for-profit in order to carry out the covenants and enforce the provisions of any of The Enclave at Ashton Documents. The Association is not a condominium association under Chapter 718, Florida Statutes.

Article IV POWERS

The Association shall have the following powers and shall be governed by the following provisions:

A. 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 The Enclave at Ashton Documents.

B. The Association shall have all of the powers reasonably necessary to implement the purposes of the Association including, but not limited to, the following:

1. To perform any act required or contemplated by it under the Declaration or any other of The Enclave at Ashton Documents.

2. To make, establish and enforce reasonable Rules governing the use of The Enclave at Ashton or any portions thereof, including, without limitation, the Common Area.

3. To make, levy and collect Assessments for the purpose of obtaining funds for the payment of Expenses in the manner provided in The Enclave at Ashton Documents and to use and expend the proceeds of such Assessments in the exercise of the powers and duties of the Association.

4. To maintain, repair, replace and operate those portions of The Enclave at Ashton that it is required to maintain, repair, replace and operate in accordance with The Enclave at Ashton Documents, including any stormwater management facilities, detention and retention areas, littoral areas, flow control structures, culverts and related appurtenances.

5. To own and convey property.

6. To contain as Members all Lot Owners.

7. To sue and be sued.

8. To enforce the provisions of The Enclave at Ashton Documents.

9. To employ personnel; to retain independent contractors and professional personnel; and to enter into service contracts to provide for the maintenance, operation and management of property; and to enter into any other agreements consistent with the purposes of the Association, including but not limited to agreements with respect to the professional management and to delegate to such professional management certain powers and duties of the Association.

Article V
MEMBERS AND VOTING

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

A. The Membership of the Association shall be comprised of the Owners (owners other than Declarant are hereinafter sometimes collectively referred to as the "Owner Members"), including the Declarant. Membership shall be established as hereinafter set forth.

B. An Owner Member's membership shall be established effective immediately upon such Person's becoming an Owner of a Lot. The new Member shall present the Association with a copy of the recorded Warranty Deed or other muniments of title conveying the title to the Lot so conveyed. Membership shall pass with title to the Lot in question as an appurtenance thereto with no such membership or rights arising therefrom being transferable in any manner except as an appurtenance to such Lot.

C. Declarant's Membership in the Association shall be established effective immediately upon the creation of the Association, and until the establishment and effective-ness of any other Member's membership, the membership of the Association shall be comprised solely of Declarant.

D. Voting Rights. The voting rights of the Members shall be as follows:

1. The Owner of each Lot shall be entitled to one vote.

2. Casting of Votes.

(a) Declarant. Declarant or the Person designated in Declarant's written proxy shall cast the votes possessed by Declarant as a Member at meetings of the Association. Nothing herein contained shall require that Declarant cast in the same manner all the votes he is entitled to cast as a Member, and Declarant may cast fewer than the total number of votes he possesses.

(b) Each Owner Member shall cast its vote(s) as a Member at meetings of the Association.

3. Person Entitled to Vote:

(a) The vote of Members owning a Lot owned by more than one natural person or by a corporation or other legal entity shall be cast by the person ("Voting Member") named in a proxy or certificate of voting authorization ("Certificate") executed by all of the owners of the Lot, or, if appropriate, by properly designated officers, partners or principals of the respective legal entity and filed with the Secretary of the Association. If such a proxy or Certificate is not filed with the Secretary of the Association, the vote of such Unit shall not be considered for a quorum or for any other purpose.

(b) Whenever any Lot is owned by a husband and wife they may, but shall not be required to, designate a Voting Member. In the event a proxy or Certificate designating a Voting Member is not filed by the husband and wife, the following provisions shall govern their right to vote:

(i) Where both husband and wife are present at a meeting, each shall be regarded as the agent and proxy of the other for purposes of casting the vote for each Lot owned by them. In the event they are unable to concur in their decision upon any subject requiring a vote, they shall lose their right to vote on that subject at that meeting.

(ii) Where only one (1) spouse is present at a meeting, the spouse present may cast their vote without establishing the concurrence of the other spouse, absent any prior written notice to the contrary to the Association by the other spouse. In the event of prior written notice to the contrary to the Association by the other spouse, the vote of their Lot shall not be considered.

(iii) Where neither spouse is present, the person designated in a proxy or Certificate signed by either spouse may cast their vote, absent any prior written notice to the contrary to the Association by the other spouse or the designation of a different Voting Member by the other spouse. In the event of prior written notice to the contrary to the Association or the designation of a different Voting Member by the other spouse, the vote of their Lot shall not be considered.

E. Each and every Member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of The Enclave at Ashton Documents.

Article VI TERM

The term for which this Association is to exist shall be perpetual.

Article VII INCORPORATOR

The name and street address of the Incorporator of the Community Association is as follows:

Name

Address

JAMES M. MOYNIHAN

85 Cocoanut Avenue
Sarasota, Florida 34236

The rights and interests of the Incorporator shall automatically terminate when these Articles are filed with the Secretary of State of Florida.

Article VIII
BOARD OF GOVERNORS

- A. The number of members of the first Board ("First Board") shall be three (3).
- B. The names and street addresses of the persons who are to serve as the First Board are as follows:

<u>Name</u>	<u>Address</u>
James M. Moynihan	85 Cocoanut Avenue Sarasota, Florida 34236
Ellen Ross	85 Cocoanut Avenue Sarasota, Florida 34236
Michael Padgett	4545 Mariotti Court, Suite A Sarasota, Florida 34233

The First Board shall be the Board until the first Annual Members Meeting after the Transfer Date. Declarant shall have the right to appoint, designate or elect the members of the First Board until the first Annual Members' Meeting after the Transfer Date, and in the event of any vacancy, to fill any such vacancy. Declarant reserves the right to remove from the First Board any Directors it designates or elects.

C. 1. At the first Annual Members' Meeting after the Transfer Date, and at all Annual Members' Meetings thereafter, the number of Directors shall be three (3). In addition, after the Transfer Date and for so long as Declarant owns any interest in the Property, Declarant shall have the right, but not the obligation, to designate one additional Director and his/her successors ("Declarant Director").

2. The Transfer Date shall be one hundred twenty (120) days after Declarant conveys to Owners ninety-five (95%) percent of the total number of Dwelling Units permitted by the Plat to be constructed on the Property, or at any time upon a voluntary election of Declarant, whichever is the soonest to occur, as more fully described in Article 3.02(d) of the Declaration.

3. Any Directors named by Declarant shall serve at the pleasure of Declarant, and in the event of vacancies of such Directors, such vacancies shall be filled by Declarant. The fact that the Owners have not elected or refuse to elect Directors shall not interfere with the right of Directors designated by Declarant to resign.

D. The resignation of a Director who has been designated, appointed or elected by Declarant, or the resignation of an officer of the Association who was elected by the First Board, shall remise, release, acquit, and forever discharge such Director or officer of and from any and all manner of action(s), cause(s) of action, suits, debts, dues, claims, bonds, bills, covenants, contracts, controversy, agreements, promises, variances, trespasses, damages, judgments, executions, claims and demands whatsoever, in law or in equity which the Association or Members had, now have, or will have; or which any personal representative, successor, heir or assign of the Association or Members hereafter may have against such Director or officer by reason of his having been a Director or officer of the Association.

Article IX OFFICERS

A. The affairs of the Association shall be managed by the President of the Association, assisted by one (1) Vice President, a Secretary and a Treasurer and, if elected by the Board, one (1) Assistant Secretary and one (1) Assistant Treasurer, which officers shall be subject to the direction of the Board.

B. The Board shall elect the President, the Vice President, the Secretary and the Treasurer; and Vice President, Assistant Secretary and Assistant Treasurer as the Board shall, from time to time, determine appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board; provided, however, that such officers may be removed by the Board and other persons may be elected by the Board as such officers in the manner provided in the By-Laws. The same person may hold two offices, the duties of which are not incompatible; provided, however, after the Transfer Date the President shall not hold another office.

C. First Officers: The names of the officers who are to serve until the first election of officers by the Directors are as follows:

President/Treasurer	James M. Moynihan
Vice President	Michael Padgett
Secretary	Ellen Ross

Article X INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees through all trial and appellate levels, reasonably incurred by or imposed upon him in connection with any proceeding, arbitration or settlement 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. Notwithstanding the foregoing, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board

approves such settlement. Notwithstanding anything contained herein to the contrary, in instances where the Director or officer admits or is adjudged guilty of willful malfeasance in the performance of his duties, the indemnification provisions contained herein shall not apply. Otherwise, the foregoing right of indemnification shall be in addition to and not exclusive of any and all of indemnification to which such Director or officer may be entitled by common law or statute.

Article XI BY-LAWS

By-Laws of the Association shall be adopted by the First Board and thereafter may be altered, amended or rescinded in the manner provided for in the By-Laws. In the event of a conflict between the provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

Article XII AMENDMENTS

A. These Articles may be amended by the following methods:

1. (a) The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the Annual Members' Meeting or a special meeting. Any number of proposed amendments may be submitted to the Members and voted upon by them at one meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member within the time and in the manner provided in the By-Laws for the giving of notice of meetings of Members ("Required Notice").

(c) At such meeting a vote of the Members shall be taken on the proposed amendment(s). The proposed amendments shall be adopted upon receiving the affirmative vote of a majority of all Members entitled to vote thereon.

2. An amendment may be adopted by a written statement (in lieu of a meeting) signed by all Directors and all Owners setting forth their intention that an amendment to these Articles be adopted.

B. A copy of each amendment shall be filed with the Secretary of State of the State of Florida and a certified copy shall be obtained by the secretary.

C. A certified copy of each such amendment shall be attached to any certified copy of these Articles and shall be part of such Articles and an exhibit to the Declaration upon the recording of the Declaration; or, in lieu thereof, "Restated Articles" (as described in Article XIV below) may be adopted and a certified copy thereof shall be attached as an exhibit to the Declaration upon recordation thereof.

D. There shall be no amendment to these Articles which shall abridge, amend or alter the rights of: (i) Declarant, including the right to designate and select the Directors as provided in Article VIII hereof and the rights reserved to Declarant in the Declaration, without the prior written consent thereto by Declarant; (ii) any Institutional Mortgagee without the prior written consent of such Institutional Mortgagee. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

Article XIII SUCCESSOR ENTITIES

In the event of the dissolution of the Association or any successor entity thereto, any property dedicated or conveyed to the Association shall be transferred to either a successor entity or an appropriate governmental agency or public body to be maintained for the purposes for which the Association, or a successor thereto, was maintaining such property in accordance with the terms and provisions under which such property was being held by this Association or such successor.

Article XIV RESTATEMENT OF ARTICLES

A. All provisions contained within these Articles plus any amendments thereto may at any time be integrated into a single instrument as "Restated Articles" and adopted by the Board. Such Restated Articles shall be specifically designated as such and shall state, either in the heading or in the introductory paragraph, the Association's name and, if it has been changed, the name under which it was originally incorporated and the date of filing of the original Articles or any restatements thereof in the Office of the Secretary of State of Florida. Such Restated Articles shall also state that they were duly adopted by the Board and that such Restated Articles only restate and integrate and do not further amend the provisions of these Articles as theretofore amended, or that any amendment included therein has been adopted pursuant to Article XII hereof and that there is no discrepancy between these Articles as theretofore amended and provisions of the Restated Articles other than the inclusion of the properly adopted amendments.

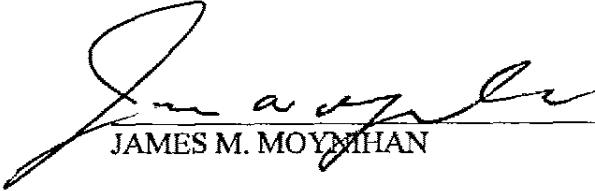
B. Upon the filing of Restated Articles by the Secretary of State of Florida, the original Articles, as theretofore amended, shall be superseded, and thenceforth the Restated Articles shall be these Articles of Incorporation of the Association.

C. Amendments may be made simultaneously with restatement of these Articles if the requirements of Article XII are complied with. In such event, the Articles of Incorporation shall be specifically designated as such.

Article XV
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 2033 Wood Street, Suite 220, Sarasota, Florida 34237, and the initial Registered Agent of the Association at that address shall be John F. Cook, Esq.

IN WITNESS WHEREOF, I, James M. Moynihan, the Incorporator of The Enclave at Ashton Homeowners Association, Inc., have hereunto affixed my signature this 27th day of April, 2004.


JAMES M. MOYNIHAN

The undersigned hereby accepts the designation of Registered Agent of The Enclave at Ashton Homeowners Association, Inc. as set forth in Article XV of these Articles.

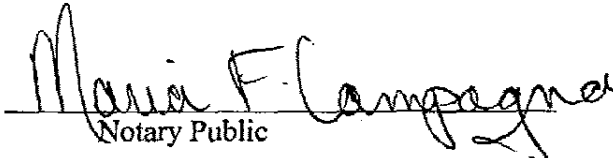

JOHN F. COOK, ESQUIRE

STATE OF FLORIDA)
) ss.:
COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JAMES M. MOYNIHAN, to me known to be the person described as the Incorporator of The Enclave at Ashton Homeowners Association, Inc. and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed, and he did not take an oath.

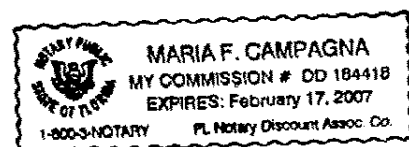
WITNESS my hand and official seal this 27th day of April, 2004.

Personally Known ☒ or
Produced Identification ☐
Type of I.D. Produced:


Notary Public

[SEAL]

My Commission Expires:



STATE OF FLORIDA)

: ss.:

COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JOHN F. COOK, to me known to be the person described as Initial Registered Agent, in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed and he did not take an oath.

WITNESS my hand and official seal this 24 day of April, 2004.

Personally Known ☒ or
Produced Identification ☐
Type of I.D. Produced:

Maria F. Campagna
Notary Public

[SEAL]

My Commission Expires:

