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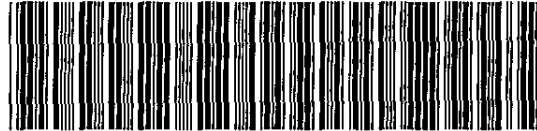
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TALLAHASSEE, FLORIDA

C. Ouellette APR 06 2004

MANATEE FAIROAKS HOMEOWNER'S ASSOCIATION, INC.

3210 34TH Ave. East
Bradenton, FL 34208
(941) 708-3650 phone
(941) 708-3541 fax

March 12, 2004

VIA US MAIL
Florida Department of State
Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32314

RE: Amendments to Document #N04000000638

Dear Sir or Madam:

Enclosed are the Amendments to the Manatee Fair Oaks Homeowner's Association, Inc. Articles of Incorporation, along with check # 1020 for the amount of \$70.00 for the refilling costs.

If additional funds or information is needed, please contact us at the numbers listed above, or you can reach our attorney Victor Krumm at (941) 955-2201.

Thank you for your assistance.

Respectfully,


Denise Simon



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 22, 2004

MANATEE FAIROAKS HOMEOWNER'S ASSOCIATION, INC.
DENISE SIMON
3210 34TH AVE. EAST
BRADENTON, FL 34208

SUBJECT: MANATEE FAIROAKS HOMEOWNER'S ASSOCIATION, INC.
Ref. Number: N04000000638

We have received your document for MANATEE FAIROAKS HOMEOWNER'S ASSOCIATION, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is no provision in chapter 617, Florida Statutes, for an incorporator to amend a nonprofit corporation -- the proper form setting forth the requirements for filing a nonprofit amendment is attached.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 904A00018587

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**AMENDED
ARTICLES OF INCORPORATION
OF
MANATEE FAIROAKS HOMEOWNER'S ASSOCIATION, INC.**

FIRST, pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation amends ARTICLES I-XVII of its Articles of Incorporation and adopts ARTICLES I-XVII below written:

**ARTICLE I
NAME AND PLACE OF BUSINESS OF CORPORATION**

The name of this corporation shall be

"MANATEE FAIROAKS HOMEOWNER'S ASSOCIATION, INC."

hereafter in these Articles referred to as the "Association." Its primary business address is 3210 Ave. East, Bradenton, Florida 34208.

**ARTICLE II
PURPOSES**

The general nature, objects, and purposes of the Association will be:

A. To promote the health, safety, and social welfare of the owners of property located within that certain parcel of land, commonly known as Manatee FairOaks Homeowner's Association, Inc. (hereafter, the "subdivision" or "subject subdivision") located in Manatee County, Florida, and more particularly described as:

The W 225 Ft of Lot 1 Fair Oaks Sub of NE ¼ of SW ¼ of Section 5, Township 35 South, Range 18 East, as per plat thereof recorded in Plat Book 1, Page 171, Public Records of Manatee County, Florida and recorded in Manatee County, Florida.

B. To maintain and replace landscaping and to maintain and repair sidewalks and bicycle paths, structures, and other improvements, if any, located in the Common Area of the Association, for which the obligation to maintain and repair has been delegated to the Association

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by SeaBreeze Developers, LLC, as Developer of said subdivision.

C. To supervise and control the specifications, architecture, design, appearance, elevation, and location of all buildings, structures, and improvements of any type, including houses, walls, fences, swimming pools, antennas, water and sewer lines, grading, drainage, retention systems, disposal systems, and all other structures constructed, placed, required or permitted to remain in the subdivision, as well as the alteration, improvement, addition, or changes thereof, including the landscaping surrounding the same.

D. To operate and maintain surface water management facilities, if any.

E. To provide such services as may be deemed necessary or desirable by the Board of Directors of the Association and to acquire the capital improvements and equipment related thereto.

F. To purchase, acquire, replace, improve, maintain, and repair such buildings, structures, and equipment related to the health, safety, and social welfare of the members of the Association, as the Board of Directors of the Association, in its discretion, determines to be necessary or desirable.

G. To carry out all of the duties and obligations assigned to it as a neighborhood property owner's homeowners' association under the Declaration of Restrictions applicable to the Association and subdivision.

H. To operate without profit and for the sole and exclusive benefit of its members.

ARTICLE III GENERAL POWERS

The general powers that the Association shall have are as follows:

A. To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association; to make,

enter into, perform and carry out contracts of every kind and nature with any person, firm, corporation, or association; and to do any and all other acts necessary or expedient for carrying on any and all of the activities of the Association and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

B. To sue and be sued.

C. To operate and maintain the surface water management system facilities, if any, 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.

D. To contract for services to provide for operation and maintenance of the surface water management system facilities if the association contemplates employing a maintenance company.

E. To require all lot owners, parcel owners, or unit owners to be members.

F. To establish a budget and to fix assessments to be levied against all property located in the subdivision which is subject to assessments pursuant to the Declaration of Restrictions and other governing documents of the Association applicable to the subdivision for the purpose of defraying expenses and costs of effectuating the objects and purposes of the Association, and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuring year and a reasonable annual reserve for anticipated major capital repairs, maintenance and improvements, and capital replacements.

G. To place liens against any property in the Association for delinquent and unpaid assessments and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.

H. To suspend, for a reasonable time, the rights of a member of the Association or a member's tenants, guests, or invitees, or both, to use common areas and facilities and

to levy reasonable fines, not to exceed \$100 per violation, against any member or any tenant, guest, or invitee of a member. A fine may be levied on the basis of each day of a continuing violation, with a single notice and opportunity for hearing as provided for in s. 720.305, Fla. Stat., as amended.

I. To suspend the voting rights of a member of the Association for the nonpayment of regular annual assessments that are delinquent in excess of 90 days.

J. To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation.

K. To adopt, promulgate, and enforce rules, regulations, bylaws, covenants, restrictions, and agreements in order to effectuate the purposes for which the Association is organized.

L. To delegate power or powers of the Association where such is deemed in its best interests by the Board of Directors.

M. To charge recipients for services rendered by the Association and to charge the user for use of Association property where such is deemed appropriate by its board of directors.

N. To pay all taxes and other charges of assessments, if any, levied against property owned, leased, or used by the Association.

O. To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association which may hereafter be adopted, and the terms and provisions of the aforesaid Declaration of Restrictions applicable to the Association.

P. In general, to have all of the powers which are or may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

Q. To take any action necessary for the purposes or which the Association is organized.

R. In general, to have all of the powers which are or may be conferred upon a homeowner's association the laws of the State of Florida, except as prohibited herein.

ARTICLE IV MEMBERS

The membership of this Association shall consist of all of the owners of property located with the subdivision as described in Paragraph A of Article II hereof, and all such property owners shall be members of the Association. There shall be three classes of members:

1. Class A Members. Class A members shall be all property owners within the subdivision governed by the Association, other than the Class B member, if any. Owners of such property shall automatically become Class A members upon purchase of property in the subdivision. Applicants for membership shall be of good moral character and shall otherwise fully comply with such other qualifications as may be prescribed in the Bylaws of the Association or in Rules and Regulations adopted by the Board of Directors.

2. Class B Members. Class B members shall be SeaBreeze Developers, LLC, a Florida limited liability company, as developer of the subject subdivision (the "Developer"), or its successors, designee, or assignee, if such membership is specifically assigned.

3. Class C Members. Class C members shall be tenants in occupancy of homes owned by Class A members. All prospective tenants of such property owners in the subject subdivision shall be required to apply and qualify for membership in the Association in the same manner as Class A members. However, Class C members shall be nonvoting members of the Association and shall not be entitled to serve on the Association's Board of Directors.

The membership of any Class A member in the Association shall automatically terminate upon conveyance or other divestment of title to such member's property within the subject subdivision, except that nothing herein contained shall be construed as terminating the membership of any member who may own two or more parcels of property in the subject subdivision.

The membership of any Class C member in the Association shall automatically terminate upon termination of that person's lease of property in the subdivision.

The membership of any Class B member in the Association shall continue until such time as said member, in its sole discretion, submits its resignation as such Class B member or, in lieu thereof, elects to become a Class A member while it still owns property within the subject subdivision.

The interest of a member in funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the property which is the basis of membership in the Association.

The words "owner" and "property" are used herein with the same definition and meaning as given to such words in the aforesaid Declaration of Restrictions for the subject subdivision.

ARTICLE V VOTING

A. Subject to the restrictions and limitations herein or hereafter after set forth, each member shall be entitled to one vote for each lot in which the member holds fee simple ownership. When more than one person holds such interest in any one lot, all such persons shall be members of the Association, but the total vote of co-owners shall be the same as if said lot was in single ownership, and, further, such vote shall not be divided between or among co-owners but shall be cast as a unit vote by one of such co-owners in the manner provided in the Bylaws. Any member holding title to a fractional portion of a lot shall not be entitled to a fractional vote therefor. Except where otherwise required under the provisions of these Articles, the Declarations of Restrictions, or the Declaration of Maintenance Covenants for the subdivision, if any, or by law, the affirmative vote of the owners of a majority of lots represented at any meeting of the members duly called and at which a quorum is present, shall be binding upon the members.

B. The Developer shall have the right to appoint a majority of the Board of Directors of the Association as long as it owns at least one lot in the subdivision.

ARTICLE VI BOARD OF DIRECTORS

A. Subject to Paragraph B below, the affairs of the Association shall be managed by a Board of Directors consisting of 4 directors. So long as Developer shall have the right to appoint a majority of the Board of Directors under the provisions of Paragraph B of Article V, such appointed directors need not be members of the Association. Thereafter, all directors shall be members of the Association and residents of the State of Florida. Elections shall be by plurality vote. At the first annual election to the Board of Directors, the term of office of the director who receives the highest plurality of votes shall be established at two years with the terms of all other directors, appointed or elected, established at one year. Thereafter, the terms of office of directors shall be established by the Bylaws of the Association, provided, however, that if the Bylaws do not establish such terms, the terms of directors shall be established at one year.

B. The names and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of the members to be held in the year 2004, and until their successors are elected or appointed in accordance with the provisions of Paragraph A above, are as follows:

Name Paul Simon
Address 3210 34th Ave. East
Bradenton, FL 34208

Name Denise Simon
Address 3210 34th Ave. East
Bradenton, FL 34208

ARTICLE VII OFFICERS

A. The officers of the Association, to be elected by the Board of Directors, shall be President, Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors shall deem appropriate from time-to-

time. The President shall be elected from among the membership of the Board of Directors but no other officer need be a director. The same person may hold two offices, the duties of which are not incompatible, provided, however, that the office of President and Secretary shall not be held by the same person. The affairs of the Association shall be administered by such officers under the direction of the Board of Directors. Officers shall be elected to a term of one year in accordance with the procedures set forth in the Bylaws.

B. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors to be held in the year 2004 and until their successors are duly elected and qualified are as follows:

President: Paul Simon
Secretary: Denise Simon
Treasurer: Denise Simon

ARTICLE VIII CORPORATE EXISTENCE

The Association shall have perpetual existence; provided, however, that if the Association is dissolved, the control or right of access to the property containing the surface water management facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility, if accepted, or if not so accepted by a governmental unit or public utility, then to a not-for-profit corporation similar to the Association.

ARTICLE IX BY LAWS

The first Board of Directors of the Association shall adopt Bylaws consistent with these Articles. Thereafter, the Bylaws may be altered, amended, revoked, or rescinded by the Directors in the manner provided such Bylaws.

ARTICLE X AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles may be altered, amended, or repealed by resolution of the Board of Directors; provided, however,

that no amendment affecting the rights of the Developer, or its successor, designee, or assignee, shall be effective without the prior written consent of the Developer or its successor, designee, or assignee.

ARTICLE XI
REGISTERED AGENT AND OFFICE

The registered agent of the corporation shall be:

Victor C. Krumm, Esq.
Law Office of
Victor C. Krumm, P.A.
1991 Main St. Suite 112
Sarasota, FL 34236

The registered office of the corporation shall be at 3210 34th Ave., Bradenton, FL 34208 but the corporation may maintain offices and transact business in such other places within the State of Florida as may be designated by the Board of Directors.

ARTICLE XII
BUDGET AND EXPENDITURES

The Board of Directors shall annually adopt a budget for the operation of the Association for the ensuing year and for the purpose of levying assessments against all assessable property in the subject subdivision, which budget shall be conclusive and binding upon all persons; provided, however, that the Board of Directors may thereafter at any time approve or ratify variations from such budget in respect of expenditures.

ARTICLE XIII
ASSESSMENTS

The Association will obtain funds with which to operate by means of annual dues and/or by assessment of its members in accordance with the provisions of the Declaration of Restrictions for the subject subdivision, and the same may be supplemented by the provisions of these Articles and Bylaws of the Association relating thereto. In order to enforce collection of said dues and assessments, the Association shall have the power to place liens against property in the subject subdivision and to

enforce the same in the manner prescribed in the Bylaws of the Association and in the aforementioned Declaration of Restrictions.

**ARTICLE XIV
INITIAL SUBSCRIBER**

The name and residence address of the initial subscriber to the Articles of Incorporation was:

Seabreeze Developers LLC
c/o Paul Simon
3210 34th Ave. East
Bradenton, FL 34208

**ARTICLE XV
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

A. The Association shall defend and indemnify any Director or officer made a party or identified as a potential party in any threatened, pending, or completed claim, action, suit, or proceeding:

(1) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in that person's capacity as Director, officer, employee, or agent of any other corporation, partnership, association, joint venture, limited liability company, trust, or any other form of enterprise in which the person served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys fees, actually and necessarily incurred as a result of such action, suit, or proceeding or any appeal thereof, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Association or that the person had no reasonable belief that such action was unlawful.

(2) By or in the right of the Association to procure a judgment in its favor by reason of being or having been a Director or officer of the Association, or by reason of being or having been a Director, officer, employee, or agent of any other corporation, partnership, association, joint venture, limited liability company, trust, or any

other form of enterprise in which the person served at the request of the Association against the reasonable expenses, including attorneys fees, actually and necessarily incurred by such person in connection with the defense or settlement of such action or in connection with an appeal thereof, if such person acted in good faith and with the reasonable belief that such action was in the best interests of the Association.

B. No Director or officer of the Association shall be defended or indemnified in relation to any matters as to which the person, in any capacity, has been determined and adjudged, arising from or in the performance of any duty owed to the Association: (1) to have been negligent therein; or (2) to have committed any crime therein; or (3) engaged in any act of misconduct, nonfeasance, malfeasance, or breach of fiduciary or other responsibility imposed by law.

C. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, the person had no reasonable belief that such action was unlawful. Such determination shall be made by the Directors who were not parties to such action, suit, or proceeding.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE XVI

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, limited liability company, association, trust or other form of enterprise in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be invalid, void, or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board of

Directors or any committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for that purpose. No Director or officer of the Association shall incur liability solely by reason of the fact that he or she is or may be interested in any such contract or transaction. However, every Director or officer who has, or may have, a material financial interest in any contract or transaction between the Association and any other entity, shall disclose such financial interest if such fact is not known to the other Directors or officers of the Association and, if a majority of the remaining disinterested Directors determine that the disclosed financial self-interest of such Director or officer is or may be inimical to the Association's best interests, the interested Director may not vote on or participate in the consideration of the contract or transaction.

B. An interested Director may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XVII DISSOLUTION OF THE ASSOCIATION

A. The Association maybe dissolved upon a resolution of dissolution approved by two-thirds (2/3) of the members of the members of the Board of Directors or by vote of two-thirds (2/3) of the members, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in or provided for by Florida Statute.

B. Upon dissolution of the Association, all of its assets remaining after making provision for payment to creditors and all attorney's fees, costs, and expenses of such dissolution shall be distributed in the following manner:


(1) Real property contributed to the Association without the receipt of other than nominal consideration by the Class B member (or its predecessor in interest) shall be returned to the Class B member (whether or not a Class B member at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part).

(2) Dedication to any applicable municipal, county, or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept.

(3) Remaining assets shall be distributed among the members, each member's share to be determined by multiplying the value of such remaining assets by a fraction, the numerator of which is all amounts assessed by the Association since its organization against the property which is owned by the member at that time, and the denominator of which is the total amount assessed by the Association against all properties which, at the time of dissolution, are part of the subject subdivision or Association. The year of dissolution shall count as a full year for purposes of the preceding fractions.

SECOND, the date of the adoption of the amendments above stated was April 1, 2004.

THIRD, there are no members or members entitled to vote on the amendment. The amendments were adopted by the board of directors.



Paul R. Simon, President

4.1.04
Date: April 1, 2004