

N05000000839

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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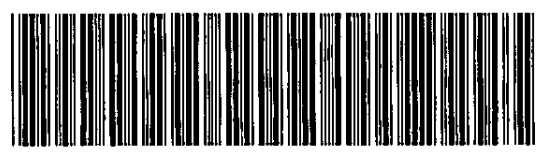
(Business Entity Name)

(Document Number)

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FILED
2016 APR -1 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended/Restarted

APR 04 2016
I ALBRITTON



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 15, 2016

BECKER & POLIAKOFF
% KEVIN L. EDWARDS
6230 UNIVERSITY PARKWAY - STE. 204
SARASOTA, FL 34240

SUBJECT: PARK FOREST PHASE V HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: N05000000839

We have received your document for PARK FOREST PHASE V 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 file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 516A00005298

*Amended & Restated Articles Attached
w/-signature page per our
telephone discussion. (Original +
1 copy)*

*Thank you -
Lorabelle
for Kevin Edwards*

RECEIVED

16 APR - 1 PM 4:04

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**BECKER &
POLIAKOFF**

Kevin L. Edwards, Esq.
Shareholder
Phone: (941) 366-8826 Fax: (941) 907-0080
kedwards@bplegal.com

6230 University Parkway
Suite 204
Sarasota, Florida 34240

March 9, 2016

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

Re: Amended and Restated Articles of Amendment to Articles of Incorporation – Park
Forest Phase V Homeowners' Association, Inc.
Client/Matter No. P17708-332350

*Submit Amendment
or
(Amended Restated)*

Dear Sir/Madam:

Enclosed please find the original and one copy of the Amended and Restated Articles of Amendment to the Articles of Incorporation for the above-referenced Association. A check for \$35.00 is also enclosed for the filing fee.

Please file and return a copy to my attention. A self-addressed stamped envelope is enclosed for your convenience.

Please feel free to call me should you have any questions regarding this matter.

Sincerely,



KEVIN L. EDWARDS
For the Firm

KLE/lv
Enclosures

ACTIVE: 8253031_1

**2015 AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PARK FOREST PHASE V HOMEOWNERS' ASSOCIATION, INC**

FILED
2016 APR - 1 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME OF THE ASSOCIATION AND MAILING ADDRESS**

The name of this corporation is Park Forest Phase V Homeowners' Association, Inc., hereinafter referred to as the "Association." The address of the Association is 325 Indian River Lane, Suite 5, Englewood, Florida 34223. The Directors of the Association may change the location of the principal office or mailing address from time to time.

**ARTICLE II
PURPOSE**

The purpose for which the Association is organized is to provide an entity for the operation, maintenance and management of the Association's affairs and property in accordance with the Declaration of Covenants, Conditions and Restrictions and Chapters 617 and 720, respectively, Florida Statutes (2015), as the same may be amended from time to time.

**ARTICLE III
POWERS AND DUTIES**

The Association shall have all of the powers, duties and privileges granted to a corporation not for profit under the laws of the State of Florida, including those described in Chapter 720, Florida Statutes (2015), and those additional powers specifically identified in the Declaration of Covenants, Conditions and Restrictions ("Declaration") and Bylaws, all as the same may be amended from time to time.

**ARTICLE IV
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 set forth in the Declaration and Bylaws.

**ARTICLE V
DIRECTORS**

A Board of Directors shall manage the affairs of the Association. The number, qualifications, method of election, and powers of the Board of Directors shall be as set forth in the Bylaws.

**ARTICLE VI
OFFICERS**

The officers designated in the Bylaws shall administer the affairs of the Association. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

**ARTICLE VII
BYLAWS**

The Bylaws may be altered, amended, or rescinded by the Members in the manner provided by such Bylaws.

**ARTICLE VIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

1. **Indemnity.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer, agent or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement and actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

2. **Additional Indemnification.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, agreement, vote of a majority of the Voting Interests of the Members, or otherwise, and shall continue as to a person who has ceased to be a director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

3. **Insurance.** The Association shall purchase and maintain insurance on behalf of any person who controls or disburses funds of the Association. The insurance policy or fidelity bond must cover the maximum funds that will be in the custody of the Association or its management agent at any one time.

ARTICLE IX AMENDMENTS

These Articles of Incorporation may be altered, amended, or repealed as provided in this Article IX. Notice of the subject matter of a proposed amendment, and a copy of the proposed amendment, shall be included in the notice of any meeting at which a proposed amendment will be considered.

1. **Proposal.** An amendment may be proposed either by a majority of the Board of Directors or by not less than fifteen percent (15%) of the entire Voting Interests of the Association.

2. **Adoption.** To be adopted, a resolution must be approved by not less than a majority of the Voting Interests of the Association, or by approval in writing by a majority of the total Voting Interests without a meeting. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for Association membership vote.

3. Unless otherwise required or permitted by law, the approval of fifty-one percent (51%) of the First Mortgagees shall be required to add to or amend any provision of the Declaration or these Articles of Incorporation or the Bylaws of the Association materially affecting the rights or interest of the Mortgagees in any of the following: (i) voting; (ii) assessments, assessment liens or subordination of such liens; (iii) insurance or fidelity bonds; (iv) reserves for maintenance, repair and replacement of the Common Facilities, if applicable; (v) right to use the Common Facilities; (vi) responsibility for maintenance and repair; and (vii) any provisions which are for the express benefit of the First Mortgagees or insurers or guarantors of recorded first mortgages on Residential Lots. An addition or amendment shall not be considered material if it is for the purpose of correcting technical or scrivener's errors or for clarification only. A First Mortgagee who receives a written request from the Association to approve material additions or amendments to the above items that does not deliver or post a negative response to the Association within thirty (30) days shall be deemed to have approved such addition or amendment.

4. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Sarasota County, Florida.

**ARTICLE X
EXISTENCE**

The Association shall exist perpetually unless dissolved according to law.

**ARTICLE XI
RESIDENT AGENT**

The Association has appointed Becker & Poliakoff, P.A. 6230 University Pkwy Ste 201, Sarasota FL 34240 as its registered office and registered agent. The Board may change the registered agent and registered office from time to time as permitted by law.

ACTIVE: 7707605_1

February 10, 2016

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____

(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s)

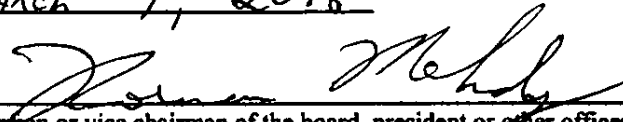
(CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated

MARCH 7, 2016

Signature


(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

NORMAN MEKdSY

(Typed or printed name of person signing)

President

(Title of person signing)