

# No 500002416

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GAMBLE CREEK ESTATES COMMUNITY ASSOCIATION, INC.**

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**EXHIBIT "C"**  
**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**GAMBLE CREEK ESTATES COMMUNITY ASSOCIATION, INC.**  
**A Corporation Not For Profit**

Upon filing hereof in the office of the Secretary of State of Florida these AMENDED AND RESTATED ARTICLES OF INCORPORATION supersede and replace in all respects the Articles of Incorporation of GAMBLE CREEK ESTATES HOMEOWNERS ASSOCIATION, INC., filed on March 9, 2005, and given Filing Number N05000002418. The AMENDED AND RESTATED ARTICLES OF INCORPORATION create a Florida not-for-profit corporation, under Chapters 617 and 720 of Florida Statutes as follows:

**ARTICLE I**  
**NAME**

The name of this corporation shall be "GAMBLE CREEK ESTATES COMMUNITY ASSOCIATION, INC." For convenience, the corporation shall herein be referred to as the "ASSOCIATION."

The address of the corporation's principal office is 2212 58<sup>th</sup> Avenue East, Bradenton, Florida 34203.

**ARTICLE II**  
**PURPOSE**

2.1. **Purpose.** The purpose for which the ASSOCIATION is organized is to provide an entity for the maintenance, preservation, management and architectural control of the LOTS and ASSOCIATION PROPERTY located within GAMBLE CREEK ESTATES, a residential development located in an unincorporated area of Manatee County, Florida, herein called "GAMBLE CREEK ESTATES SUBDIVISION" or "SUBDIVISION", same to be in accordance with the "Amended and Restated Declaration of Covenants, Conditions, Easements and Restrictions of GAMBLE CREEK ESTATES", herein called the "DECLARATION", which is to be recorded in the Public Records of Manatee County, Florida, as same may be amended. The ASSOCIATION shall have the further purpose of promoting the health, safety and welfare of the OWNERS and occupants of GAMBLE CREEK ESTATES SUBDIVISION consistent with the DECLARATION, these ARTICLES and the BY-LAWS of the ASSOCIATION.

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**ARTICLE III**  
**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 not in conflict with these ARTICLES or the DECLARATION.

**3.2. Specific Powers.** The ASSOCIATION shall have all of the powers and duties set forth in the DECLARATION, as amended from time to time, except as validly limited by these ARTICLES and by said DECLARATION, and all of the powers and duties reasonably necessary to own and operate the ASSOCIATION PROPERTY of GAMBLE CREEK ESTATES, pursuant to said DECLARATION and to perform the maintenance, administrative, managerial and other functions for the ASSOCIATION, as provided in said DECLARATION, as they may be amended from time to time, including, but not limited to, the following:

A. To enforce the provisions of the DECLARATION, these ARTICLES and the BY-LAWS of this ASSOCIATION by appropriate means and carry out the obligations of the ASSOCIATION under the DECLARATION.

B. To make and collect assessments against MEMBERS as LOT OWNERS to defray the cost of the COMMON EXPENSES of the ASSOCIATION as provided in the DECLARATION.

C. To use the proceeds of assessments in the exercise of its powers and duties.

D. To accept, hold title to, own, purchase, acquire, replace, improve, manage, maintain and administer the use of the ASSOCIATION PROPERTY of GAMBLE CREEK ESTATES in accordance with the DECLARATION.

E. To purchase insurance upon the ASSOCIATION PROPERTY and for the protection of the ASSOCIATION and its MEMBERS.

F. To reconstruct the improvements of the ASSOCIATION PROPERTY after casualties and further to improve the ASSOCIATION PROPERTY in accordance with the DECLARATION.

G. To adopt and amend reasonable rules and regulations respecting the use of the ASSOCIATION PROPERTY in accordance with the

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H. To enforce, by legal means, the provisions of the DECLARATION, the BY-LAWS of the ASSOCIATION, and regulations duly adopted by the ASSOCIATION.

I. To furnish or otherwise provide for private security, fire protection or such other services as the BOARD, in its discretion, determines necessary or appropriate.

J. To pay any real and personal taxes and other charges assessed against the ASSOCIATION PROPERTY unless same are separately assessed to the OWNERS.

K. To obtain all required utility and other services for the ASSOCIATION PROPERTY.

L. To maintain architectural control over GAMBLE CREEK ESTATES in accordance with the DECLARATION.

M. To negotiate and contract for such materials and services for the benefit of all or any part of the LOT OWNERS who may subscribe to or elect to accept such materials or services as agent on behalf thereof, in accordance with the DECLARATION.

N. To borrow money and to pledge assets of the ASSOCIATION as security therefore pursuant to the DECLARATION.

O. To employ personnel for reasonable compensation to perform the services required for the proper carrying out of the ASSOCIATION responsibilities.

P. To prepare and maintain such parts of GAMBLE CREEK ESTATES as may be provided in the DECLARATION.

Q. To exercise such further authority as may be reasonably necessary to carry out each and every one of the obligations of the ASSOCIATION set forth in the DECLARATION, these ARTICLES or the BY-LAWS, including any right or power reasonably to be inferred from the existence of any other right, power, duty, or obligation given to the ASSOCIATION, or reasonably necessary to effectuate its obligation under the DECLARATION.

R. To the extent required by the DECLARATION, to operate and maintain a stormwater management system and a stormwater discharge facility as exempted or permitted by the Southwest Florida Water Management District. Should this ASSOCIATION be dissolved, any stormwater management system

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and discharge facility shall be maintained by an entity approved by the Southwest Florida Water Management District.

S. To enter into one or more contracts for the management of the ASSOCIATION, the ASSOCIATION PROPERTY and any part thereof.

3.3. Assets Held in Trust. All funds and the title of all 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, these ARTICLES and the By-Laws of the ASSOCIATION.

3.4. Limitation on Exercise of Power. The powers of the ASSOCIATION shall be subject to and shall be exercised in accordance with the provisions of the laws of the state of Florida, the DECLARATION, these ARTICLES and the BY-LAWS of the ASSOCIATION.

#### ARTICLE IV MEMBERS

4.1. Members. The MEMBERS of the ASSOCIATION shall consist of all owners of record of the LOTS comprising all Phases of the SUBDIVISION.

4.2. Change of Membership. 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 a LOT in the SUBDIVISION. The BYLAWS shall further govern the designation of membership representatives of a LOT where record title is held, jointly, or by a Trustee or business entity. The OWNER designated in such instrument shall thereupon become a MEMBER of the ASSOCIATION and the membership of the prior OWNER shall thereupon be terminated, as provided in the BY-LAWS.

4.3. Limitation on a Transfer of Shares or 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 LOT.

4.4. Voting. The OWNER of each LOT shall be entitled to one vote as a MEMBER of the. The manner of exercising voting rights shall be determined by the BY-LAWS of the ASSOCIATION. OWNERS owning more than one LOT shall be entitled to one vote for each LOT owned. Voting rights shall be subject to such provisions for delegation of voting rights and the granting of irrevocable proxies as may be provided in the DECLARATION and the BY-LAWS.

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**RTICLE V**  
**DIRECTORS**

5.1. **Board of Directors.** The affairs of the ASSOCIATION shall be managed by a BOARD consisting of such number of MEMBERS as may be determined from time to time in accordance with the DECLARATION and the BY-LAWS. In no event shall the BOARD consist of fewer than three (3) Directors and not more than five (5). Directors need not be MEMBERS of the ASSOCIATION, except as otherwise provided.

5.2. **Election of Directors.** Directors of the ASSOCIATION shall be elected at the annual meeting of the MEMBERS, in the manner provided by the BY-LAWS. Directors may be removed and vacancies on the BOARD shall be filled in the manner provided by the BY-LAWS.

**ARTICLE VI**  
**OFFICERS**

6.1. **Officers.** The affairs of the ASSOCIATION shall be administered by a President, Vice President, Secretary, Treasurer and such other officers as may from time to time be created by the BOARD as permitted by the BY-LAWS. Officers shall be elected by the BOARD at its first meeting following the annual meeting of the ASSOCIATION and shall serve at the pleasure of the BOARD. Offices may be combined as provided in the BY-LAWS.

**ARTICLE VII**  
**INDEMNIFICATION**

7.1. **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 the 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 and wanton misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the BOARD 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.

7.2. **Insurance.** The BOARD of the ASSOCIATION may purchase liability insurance to insure all Directors, officers or agents, past and present, against all

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expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the MEMBERS of the ASSOCIATION as part of the common expenses.

ARTICLE VIII  
BY-LAWS

8.1. By-Laws. The first BY-LAWS of the ASSOCIATION shall be adopted by the BOARD and may be altered, amended or rescinded by a majority of the BOARD, except as otherwise may be provided by the BY-LAWS and the DECLARATION.

ARTICLE IX  
AMENDMENTS

9.1. Amendments. These ARTICLES may be altered, amended or modified upon the affirmative vote of the MEMBERS owning fifty-one percent (51%) of the LOTS in GAMBLE CREEK ESTATES. Amendments may be proposed by the DECLARANT so long as it owns any LOTS in the Subdivision by resolution of the BOARD, or by the MEMBERS owning ten percent (10%) of the LOTS in GAMBLE CREEK ESTATES. Provided, however, that no amendment affecting the DECLARANT, or its successors or assigns as the DECLARANT of GAMBLE CREEK ESTATES, as defined in the DECLARATION, shall be effective without the prior written consent of the DECLARANT, its successors or assigns as such DECLARANT. Provided, further that no amendment shall make any change in the qualification for membership nor the voting rights of MEMBERS without the approval of all MEMBERS. No amendment shall be made which is in conflict with DECLARATION.

ARTICLE X  
EXISTENCE

The term of the ASSOCIATION shall be perpetual.

ARTICLE XI  
REGISTERED AGENT

The ASSOCIATION hereby appoints Timothy A. Knowles, whose mailing address is 1205 Manatee Avenue West, Bradenton, Florida 34205, as its Registered Agent and Resident Agent under the laws of Florida. By affixing his signature hereto, Timothy A. Knowles, does hereby accept said designation and appointment, and the registered office of the ASSOCIATION shall be at 1205 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE XII

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DEFINITIONS

Terms used herein and in the Bylaws shall have the definitions and meanings thereof set forth in the Declaration, unless the context shall otherwise require.

ARTICLE XIII  
AMENDMENT APPROVAL

These AMENDED AND RESTATED ARTICLES OF INCORPORATION have been adopted and approved by not less than fifty-one percent (50%) of the MEMBERS in accordance with the original BYLAWS and the DECLARATION, as evidenced by the execution by the ASSOCIATION below.

IN WITNESS WHEREOF, the ASSOCIATION has caused this document to be executed in his name this 30th day of June, 2010.

GAMBLE CREEK ESTATES COMMUNITY  
ASSOCIATION, INC., a Florida not-for-profit  
corporation

By: 

Charlie Tokarz, President

ATTEST:

  
Margo Holman, Secretary

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Timothy A. Knowles, hereby accepts designation as Registered Agent of the foregoing corporation.

Dated this 30 day of June, 2010.

  
Timothy A. Knowles, Registered Agent

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