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Florida Department of State
Division of Corporations
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PHILLIPPI PINES HOMEOWNERS' ASSOCIATION, INC.

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December 5, 2022

FLORIDA DEPARTMENT OF STATE

Division of Corporations

PHILLIPPI PINES HOMEOWNERS' ASSOCIATION, INC.
PO BOX 2507
SARASOTA, FL 34230

SUBJECT: PHILLIPPI PINES HOMEOWNERS' ASSOCIATION, INC.
REF: N05000011178

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Regulatory Specialist II Supervisor Letter Number: 422A00026931

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**ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF PHILLIPPI PINES HOMEOWNERS ASSOCIATION, INC.,
a Florida corporation not for profit
Document No. N05000011178**

THESE ARTICLES OF RESTATEMENT OF THE ARTICLES OF INCORPORATION OF PHILLIPPI PINES HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit ("Articles of Restatement"), are made effective April 25th, 2022, by PHILLIPPI PINES HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit (the "Association").

RECITALS:

Pursuant to Section 617.1007, Florida Statutes, the Association desires to restate its Articles of Incorporation as more particularly described hereafter. These Articles of Restatement contain amendments to the Articles of Incorporation requiring member approval that were approved by the affirmative vote of not less than the majority of the Members of the Association at a duly held meeting of the Association's Members held on April 25th, 2022, in the manner prescribed by Article XI of the corporation's Articles of Incorporation.

NOW THEREFORE, the Association hereby restates its Articles of Incorporation as set forth in pages 3 through 5 attached hereto.

IN WITNESS WHEREOF, the Association has executed these Articles of Restatement effective as of the date first above written.

[Signatures on next page]

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PRESIDENT:

PHILLIPPI PINES HOMEOWNERS ASSOCIATION,
INC, a Florida non-profit corporation

By: 

Name Printed: ANDREW WARD

Title: PRESIDENT, HOA

5832, Meriwether Place
Sarasota, FL, 34232

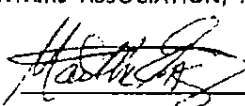
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STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 27 day of APRIL, 2022, by ANDREW WARD, as PRESIDENT, of PHILLIPPI PINES HOMEOWNERS ASSOCIATION, INC., a Florida non-profit corporation, on behalf of the corporation.


Notary Public, State of Florida at Large

Name Printed: MARTHA ENGEL

Commission # 41242797

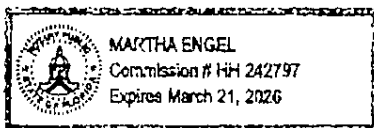
My Commission Expires: 3/21/26

He/she is: (check one)

Personally Known ☒

OR Produced I.D. ☐

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ARTICLE I**NAME OF CORPORATION**

The name of this corporation shall be PHILLIPPI PINES HOMEOWNERS' ASSOCIATION, INC. (also referred to herein as the "Association,") whose address currently is 5832, Meriwether Place, Sarasota, FL, 34232 .

ARTICLE II**GENERAL NATURE OF THE BUSINESS**

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the subdivision known as Phillippi Pines (the Subdivision) located in the County of Sarasota on Meriwether Place in Florida, and to perform all acts provided in the Declaration of Covenants and Restrictions for Phillippi Pines (the "Declaration").

ARTICLE III**PURPOSE AND POWERS**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Statutes for the administration and enforcement of the provisions of the Declaration. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No portion of earnings from the Association will be distributed or inure to the private benefit of any Member, Director, or Officer. The Association shall have all the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the Declaration or Chapter 720, Florida Statutes, as they may hereafter be amended, including but not limited to the following:

- 1) To make and collect assessments against members of the Association to defray costs, expenses, and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties
- 2) To protect, maintain, repair, and operate the Common Area and common elements of the Subdivision
- 3) To purchase Insurance upon the Associations property for the protection of the Associations property and its Members
- 4) To reconstruct improvements after casualty and to make further improvements of the property.
- 5) To make, amend, and enforce reasonable rules and regulations governing the use of the Common Areas and elements and areas, and the operations of the Association.
- 6) To enforce the provision of the Declaration, these Articles, the Bylaws, and any Rules and Regulations of the Association.
- 7) To contract for the management and maintenance of the Association in connection herewith, except such as are specifically required by the Declaration to be exercised by the BOD or the membership of the Association.
- 8) To operate and maintain the Surface Water Management System, as such term is defined in the Declaration.
- 9) To employ accountants, attorneys, architects, landscapers, and other professional personnel to perform the services required for proper operation of the Association.
- 10) To borrow money without limit as to the amount if necessary to perform its other functions hereunder.

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All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the Bylaws. The Association shall exist in perpetuity (subject to the rights of the members thereof to dissolve the same as more specifically provided by the Declaration, these Articles and or/ the Bylaws); provided however, in the event of any such dissolution, all of the members of the Association shall be jointly and severally responsible and obligated for the continued operation, maintenance, repair and replacement of the Surface Water Management System (as defined in the Declaration) in accordance with the requirements of the applicable Environmental Resource Permit issued by the Southwest Florida Water Management District ("SWFWMD"), unless and until an alternate entity acceptable to SWFWMD assumes responsibility.

ARTICLE IV
MEMBERSHIP AND VOTING RIGHTS

All memberships and voting rights shall be established and set forth in the Declaration and Bylaws

ARTICLE V
EXISTENCE

This corporation shall exist in perpetuity unless dissolved according to law

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be 5832 Meriwether Place, Sarasota, Florida 34232, and the current registered agent at such address shall be Andrew Ward, President of the Association.

ARTICLE VII
DIRECTORS AND OFFICERS

The Business of the Association shall be conducted by a BOD which shall consist of at least three (3) persons as shall be designated by the Bylaws. All Directors shall be elected by the Members in the manner determined by the Bylaws. The Officers shall be elected and shall hold office as more specifically set forth in the Bylaws.

ARTICLE VIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All Officers and Directors shall be indemnified by the Association against all expenses and liabilities, including counsel fees (including appellate proceedings), reasonably incurred in connection with any proceedings or settlement thereof in which they may become involved by reason of holding such office. The Association may purchase and maintain insurance on behalf of the Association and its Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising from their status as such. In no event however shall the right to indemnification as set forth herein be applicable to any of the following:

1. Willful misconduct or a conscious disregard for the best interest of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor

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2. A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his/her action was unlawful or had reasonable cause to believe his action was lawful
3. A transaction from which the Director or Officer derived an improper personal benefit
4. Recklessness, or an act which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety, or property, in an action by or in the fight of someone other than the Association or a member.

In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approve the settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all the other rights to which a Director or Officer may be entitled.

ARTICLE IX
BYLAWS

The Bylaws of the Association have been adopted by the Association and may be altered, amended, or rescinded in the manner provided by the Bylaws.

ARTICLE X
AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

- 1) Proposal: Amendments to these Articles can be proposed by a majority of the BOD, or a minimum of 9 of the 16 Members
- 2) Procedure: A proposed amendment must be submitted to a vote of the Members at least 4 weeks prior to any proposed vote.
- 3) Vote Required: Except as otherwise required by Florida law, a proposed written amendment to these Articles shall be adopted if it is approved by at least a majority of the Members entitled to vote.
- 4) Effective Date: An amendment, shall take effect upon the filing with the Secretary of State and recording of a true and correct copy thereof in the Public Records of Sarasota County, Florida.

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END

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