

N06345

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

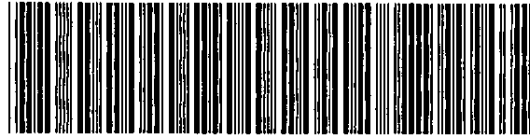
(Business Entity Name)

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13 AUG 30 PM 3:52  
SECRETARY OF STATE  
BIRMINGHAM, ALABAMA

*Amelia*  
9/4/13

**SYLVIA GOLDEN NORRIS, P.A.**  
**Attorneys at Law**

SYLVIA GOLDEN NORRIS, ESQUIRE  
FLORIDA SUPREME COURT CERTIFIED CIRCUIT MEDIATOR  
SGNPASVIA@VERIZON.NET  
VANDA Y. BAYLISS, ESQUIRE  
VBAYLISS@VERIZON.NET

1670 STICKNEY POINT ROAD  
SARASOTA, FLORIDA 34231  
TELEPHONE: (941) 926-1516  
FACSIMILE: (941) 923-1492

August 12, 2013

Department of State  
Division of Corporations  
Corporate Filings  
PO Box 6327  
Tallahassee, FL 32314

RE: Amended & Restated Articles of Incorporation  
for Bearded Oaks Homeowners Association, Inc.

To Whom It May Concern:

Enclosed please find a copy of the Amended and Restated Articles of Incorporation for the above referenced Association to be recorded in the Division's records. Also enclosed is our Check No7295 for \$35.00 for the recording fee.

If you should have any questions, please do not hesitate to contact me.

Sincerely,

  
Paula Grubb  
Legal Assistant

/pbg  
Enclosures (2)



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 19, 2013

SYLVIA GOLDEN NORRIS, P.A.  
% PAULA GRUBB  
1670 STICKNEY POINT ROAD  
SARASOTA, FL 34231

SUBJECT: BEARDED OAKS HOMEOWNER'S ASSOCIATION, INC.  
Ref. Number: N06345

We have received your document for BEARDED OAKS HOMEOWNER'S 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):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please include the exhibit(s) referred to in your document.

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: 213A00019727

**SYLVIA GOLDEN NORRIS, P.A.**  
**Attorneys at Law**

SYLVIA GOLDEN NORRIS, ESQUIRE  
FLORIDA SUPREME COURT CERTIFIED CIRCUIT MEDIATOR  
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Tallahassee, FL 32314

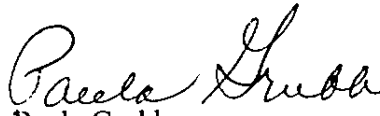
RE: Amended & Restated Articles of Incorporation  
for Bearded Oaks Homeowners Association, Inc.

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If you should have any questions, please do not hesitate to contact me.

Sincerely,

  
Paula Grubb  
Legal Assistant

/pbg  
Enclosures (2)

✓ Sylvia Golden Norris

50

RECORDED IN OFFICIAL RECORDS  
INSTRUMENT # 2013103120 50 PGS  
2013 JUL 25 08:43 AM  
KAREN E. RUSHING  
CLERK OF THE CIRCUIT COURT  
SARASOTA COUNTY, FLORIDA  
EMILLER Receipt #1646675

CERTIFICATE OF AMENDMENT AND RESTATEMENT OF THE DECLARATION  
OF COVENANTS, CONDITIONS AND RESTRICTIONS

FOR

BEARDED OAKS, a subdivision

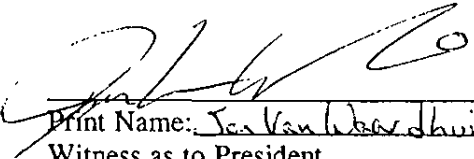
and

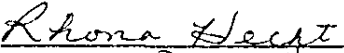
BYLAWS and ARTICLES OF INCORPORATION of  
BEARDED OAKS HOMEOWNERS ASSOCIATION, INC.

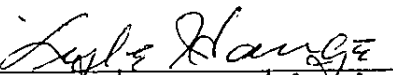
KNOW ALL MEN BY THESE PRESENTS: that the undersigned, being the President and Secretary, respectively, of **BEARDED OAKS HOMEOWNERS ASSOCIATION, INC.**, a not-for-profit Florida corporation, incorporated for the purposes of providing an entity for the operation of **BEARDED OAKS**, a subdivision, certify: The Amended and Restated Declaration of Covenants, Conditions and Restrictions for **BEARDED OAKS** attached hereto amends and restates the Declaration recorded in Official Records Book 1733, Page 0741 of the Public Records of Sarasota County, Florida, and all subsequent amendments thereto including those amendments recorded as instruments #90036104 and #2006157654 in the Public Records of Sarasota County. The Amended and Restated Declaration was duly adopted by the members present and voting at the Special Meeting of the Membership begun on Tuesday, May 7, 2013, at the First Church of the Nazarene, 3375 Fruitville Road, Sarasota, Florida, and adjourned and duly reconvened on Monday, June 17, 2013, at 421 Bearded Oaks Circle, Sarasota, Florida, all in accordance with the requirements of the Declaration of Covenants, Conditions and Restrictions of **BEARDED OAKS**. The undersigned also certify that the Amended and Restated Bylaws and Articles of Incorporation of **BEARDED OAKS HOMEOWNERS ASSOCIATION, INC.**, attached to the Amended and Restated Declaration as Exhibits C and D were also duly adopted by the members at the same meetings and in accordance with the requirements of the Declaration of Covenants, Conditions and Restrictions of **BEARDED OAKS**.



**BEARDED OAKS HOMEOWNERS'  
ASSOCIATION, INC.**

  
Print Name: Jan Van der Horst  
Witness as to President

  
Print Name: RHONA HECHT  
Witness as to President

By:   
Print Name: LYLE HAUGE  
Its: President

Debbie Mariotti  
Print Name: Debbie Mariotti  
Witness as to Secretary

By: Michelle B. Graybill  
Print Name: Michelle B. Graybill  
Its: Secretary

Carrol Cole  
Print Name: Carrol Cole  
Witness as to Secretary

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 15 day of July, 2013, by Lyle Hauge as President of BEARDED OAKS HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. S/he is personally known to me or has produced \_\_\_\_\_ as identification and did (did not) take an oath.

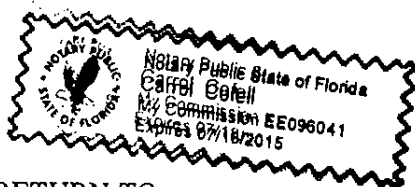
My Commission Expires:  
MICHELLE B. GRAYBILL  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# EE164377  
Expires 2/24/2016



Michelle B. Graybill  
Print Name \_\_\_\_\_  
Notary Public

The foregoing instrument was acknowledged before me this 15 day of July, 2013, by Michelle Graybill as Secretary of BEARDED OAKS HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. S/he is personally known to me or has produced \_\_\_\_\_ as identification and did (did not) take an oath.

My Commission Expires:



Carrol Cole  
Print Name \_\_\_\_\_  
Notary Public

RETURN TO:

Vanda Y. Bayliss, Esq.  
SYLVIA GOLDEN NORRIS, P.A.  
1670 Stickney Point Road  
Sarasota, Florida 34231

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BEARDED OAKS HOMEOWNERS' ASSOCIATION, INC.  
A CORPORATION NOT-FOR-PROFIT**

FILED  
13 AUG 30 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Bearded Oaks Homeowners Association, Inc. (hereafter "the Association") was incorporated on November 12, 1984. The Articles of Incorporation were filed with the Florida Department of State, Division of Corporations, on November 27, 1984, and assigned document number 6345. The Articles of Incorporation were also recorded in the Official Records Book of Sarasota County, Florida, Book 1733, Page 0764. The Association, by filing and recording these Amended and Restated Articles of Incorporation, intends them to stand in the stead of all previously filed and recorded Articles of Incorporation including any amendments thereto.

**Article 1: Name.** The name of the corporation is Bearded Oaks Homeowner's Association, Inc.

**Article 2: Duration.** The period of duration of this Association shall be perpetual.

**Article 3: Purpose.** This Association is a not-for-profit entity and does not contemplate pecuniary gain or profit to its members. The purpose of this Association is to promote the health, safety and welfare of the residents within Bearded Oaks, a subdivision duly recorded in Plat Book 29, Page 46-46B, of the Public Records of Sarasota County, Florida, and within that certain tract of property described in Exhibit A attached hereto, and to preserve, maintain, and improve the Common Areas as depicted on Exhibit B attached hereto. The Association shall also promote the aesthetic appeal of Bearded Oaks to the extent it has been given the power to do so by the Declaration of Covenants, Conditions, and Restrictions of Bearded Oaks (hereafter "the Declaration") and/or Florida law, including but not limited to undertaking certain landscaping activities on the Lots and approving or denying changes to the appearance of the Lots and buildings thereon.

Additionally, the Association may exercise all common law rights, powers and privileges that a corporation not-for-profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers and privileges reasonably to be implied from the existence of any right, power or privilege so granted or granted by the Declaration or these Articles or reasonably necessary to effectuate the exercise of any right, power or privilege so granted.

**Article 4: Membership.** The membership of the Association shall be comprised of the record owners of lots located in Bearded Oaks Subdivision. Membership shall be effective immediately upon becoming an owner of a lot. The new member is required to present to the Association a copy of the recorded Warranty Deed or other evidence of title along with written notice indicating any alternative address where the Member wishes to receive official notices. Members may also provide electronic media addresses if they consent to receive notices and

other communications electronically. Membership shall be appurtenant to and shall not be separated from ownership of a lot.

**Article 5: Voting Rights.** Members shall be entitled to one vote for each lot. When more than one person holds an interest in the Lot, all such persons shall be members, however, only one vote may be exercised for each Lot. The vote shall be exercised as determined by the owners but in no event shall more than one vote be cast with respect to any Lot. In the event more than one vote is cast for a particular Lot, none of the votes cast shall be counted although they may be used to establish a quorum.

The Association shall have the authority to enact rules regarding the use of voting certificates if it determines the use of such certificates is necessary or desirable in the future.

**Article 6: Incorporator.** The original incorporators of the Association were L. J. McNeary, 723 Vivienda West Boulevard, Venice, Florida 33595; Bernice A. McNeary, 723 Vivienda West Boulevard, Venice, Florida 33595; and Mary Ann Wilde, 3532 San Remo Terrace, Sarasota, Florida, 33579.

**Article 7: Board of Directors.** The Board of Directors will manage the affairs of the Association. The Board will be composed of five elected Directors. Directors must be Members or spouses of Members.

**Article 8: Officers.** The affairs of the Association shall be managed by the President of the Association, assisted by a Vice President, a Secretary, and a Treasurer. The Board shall elect from among the Directors the President, the Vice President, the Secretary, and the Treasurer annually at the first meeting of the Board. Officers may be removed by the Board by a majority vote, and other board members may be elected by the Board to serve in their stead. The same person may hold two offices provided, however, the President shall hold no other office.

**Article 9: 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 or her in connection with any proceeding, arbitration, or settlement to which he or she may be a party or in which he or she may become involved, by reason of being or having been a Director or Officer of the Association. This provision shall apply whether or not the person is still a Director or Officer at the time such expenses are incurred. If any matter is resolved through settlement, then the indemnification provision set forth herein shall be subject to the Board's approval notwithstanding the foregoing. These indemnification provisions shall not apply, however, in instances where the Director or Officer admits or is adjudged guilty of willful misfeasance in the performance of his or her duties. The rights set forth herein shall be in addition to and not exclusive of any and all indemnification to which the Director or Officer may be entitled by common law or statute.

**Article 10: Bylaws.** The Bylaws of Bearded Oaks Homeowner's Association, Inc. were initially adopted by the Board of Directors. They have been duly amended from time to time by the Members. Amendments to the Bylaws shall be as provided in the Bylaws.

**Article 11: Amendments.** Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida provided that each such Amendment must have the approval in writing of a majority of the members voting at a meeting for which a quorum has been established.

**Article 12: Conflict.** In the event there is a conflict between these Articles, the Declaration, and the Bylaws, the Declaration shall govern over these Articles and these Articles shall govern over the Bylaws.

**Article 13: Restatement of Articles.** Upon the filing of restated Articles by the Secretary of State of the State of Florida, the original Articles as may have been amended from time to time shall be superseded and the restated Articles only shall be considered the Articles of Incorporation of the Association.

**Article 14: Registered Office and Address.** The address of the Association shall be P.O. Box 51492, Sarasota, Florida, 34232-0332, or such address as may be designated by the Board of Directors from time to time. The Board of Directors may, but is not required to, designate an official street address. The name and address of the current Registered Agent is Sylvia Golden Norris, Esquire, 1670 Stickney Point Road, Sarasota, Florida 34231. The Board of Directors may change the Association Registered Agent from time to time as provided by law.

IN WITNESS WHEREOF, the Association has caused these presents to be executed this 15 day of July, 2013.

Signed, sealed and delivered in the presence of:

**BEARDED OAKS HOMEOWNERS' ASSOCIATION, INC.**

[Signature]  
Print Name: Don Van Waardhuizen  
Witness as to President

By: [Signature]  
Print Name: LYLE HAUGE  
Its: President

[Signature]  
Print Name: RHONA HECHT  
Witness as to President

[Signature]  
Print Name: Carol Caffell  
Witness as to Secretary

By: [Signature]  
Print Name: MICHELLE B GRAYBILL  
Its: Secretary

[Signature]  
Debbie Mariotti

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 15 day of July, 2013, by Lyfe Hauge as President of BEARDED OAKS HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. S/he is personally known to me or has produced \_\_\_\_\_ as identification and did (did not) take an oath.

My Commission Expires:

Print Name  
Notary Public



MICHELLE B. GRAYBILL  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# EE164377  
Expires 2/24/2016

The foregoing instrument was acknowledged before me this 15 day of July, 2013, by Michelle Graybill as Secretary of BEARDED OAKS HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. S/he is personally known to me or has produced \_\_\_\_\_ as identification and did (did not) take an oath.

My Commission Expires:

Print Name  
Notary Public

