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COR AMND/RESTATE/CORRECT OR O/D RESIGN
COQUINA BEACH HOMEOWNERS ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
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Fax Audit No.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COQUINA BEACH HOMEOWNERS ASSOCIATION, INC.
DOCUMENT NUMBER N08000000152**

Pursuant to Section 617.1007, Florida Statutes, the Corporation desires to amend and restate its Articles of Incorporation, the original Articles having been filed with the Department of the State of Florida on January 7, 2008, under Document Number N08000000152.

1. The new name of this Corporation is Triton Bend Homeowners Association, Inc.

2. The date of the adoption of the attached Amended and Restated Articles of Incorporation was the 9th day of JULY, 2012.

3. The Articles of Incorporation were Amended and Restated as the attached Amended and Restated Articles of Incorporation of Triton Bend Homeowners Association, Inc., and the attached Amended and Restated Articles of Incorporation supersedes the original articles of incorporation and all amendments.

4. Membership approval is required for amendments to the Articles of Incorporation. Pursuant to Article XIII of the original Articles of Incorporation, the attached Amended and Restated Articles of Incorporation were adopted by 100% of the Members of the corporation.

IN WITNESS WHEREOF, the undersigned authorized officer of the Association signed this certificate adopting the Amended and Restated Articles of Incorporation on this 9th day of July, 2012.

Signed, sealed and delivered
in the presence of:

Triton Bend Homeowners Association, Inc.
a Florida not-for-profit corporation

Marsha Champion
Print Name: MARSHA Champion

Melissa Sinkle
Print Name: Melissa Sinkle

By: [Signature]
Print Name: Charles Draddy, As Its President

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF TRITON BEND HOMEOWNERS ASSOCIATION, INC**
a corporation not for profit under the laws of the State of Florida

These are the Amended and Restated Articles of Incorporation of Triton Bend Homeowners Association, Inc. The Original Articles of Incorporation for this corporation, formerly known as Coquina Beach Homeowners Association, Inc., formed as a not for profit corporation under Chapter 617, Florida Statutes, were filed with the Florida Department of State on January 7, 2008, as Document Number N08000000152. The original Declaration of Covenants, Conditions, and Restrictions ("Declaration") for the subdivision administered by the corporation was recorded in the Official Records of Sarasota County as Instrument #2008005231, on January 1, 2008, and as may be amended.

ARTICLE I. CORPORATE NAME

The name of the corporation is Triton Bend Homeowners Association, Inc., referred to herein as "Association".

ARTICLE II. CORPORATION NOT FOR PROFIT

Association is incorporated as a corporation not for profit under the provisions of the laws of the State of Florida.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The mailing address and principal place of business of the Association is 615 Buttonwood Drive, Longboat Key, FL 34228, or as otherwise established by the Board of Directors from time to time.

ARTICLE IV. REGISTERED AGENT

The name and address of the registered agent is Walter Hackett, whose address is 615 Buttonwood Drive, Longboat Key, FL 34228, and who is appointed the registered agent of the Association and who is authorized to accept service of process within this State.

ARTICLE V. PURPOSE AND POWERS OF THE ASSOCIATION

Association is not formed for pecuniary gain or profit, direct or indirect, to itself or to its members, directors or officers. The specific purposes for which it is formed are defined in the Declaration of Covenants, Conditions, and Restrictions of Triton Bend Homeowners Association, Inc. (referred to below as the "Declaration") to implement the provisions of the Declaration and subsequent addenda, and from time to time amend the Declaration to further the purposes of the Association, in accordance with Chapter 720, Florida Statutes. The Declaration pertains to the lands referenced in the Declaration situated in Sarasota County, Florida (the "Subdivision"). In addition, it shall be a further purpose, and Association shall have the power to promote the health, safety, common good, general convenience and social welfare of the residents within the above described property and any additions to it as may be brought within the jurisdiction of this Association for this purpose. The Declarant, Walker Collier Real Estate Holdings, Ltd., shall maintain control of the Association until such a time as turnover occurs as provided in the Declaration.

Association shall have the following powers:

(a) *To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the*

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terms of the Declaration, these articles or the bylaws of Association.

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of Association as set forth in the Declaration applicable to the property and recorded in the Public Records of Sarasota County, Florida, and as may be amended from time to time, the Declaration being incorporated by reference as if set forth in its entirety.

(c) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection and all other expenses incident to the conduct of the business of Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of Association.

(d) To manage, operate, maintain and repair all of the common facilities of the Association including but not limited to an entrance sign, storm water retention easements, and other facilities enjoyed in common by the owners of Tracts (as defined in the Declaration) within the Subdivision, as well as powers as set forth in the Declaration referenced here.

(e) To purchase insurance on the property of Association and insurance for the protection of Association and its members.

(f) To reconstruct improvements after casualty and make further improvements on the property.

(g) To carry out and to enforce by legal means the provisions of the Declaration, and the articles of incorporation and bylaws of Association, and the rules and regulations adopted pursuant to it.

(h) To employ personnel to perform the services required for proper operation of Association.

(i) To acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(j) To borrow money for Association purposes, which may be borrowed by the Board on behalf of the Association. Also, with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(k) To operate and maintain the surface water management system facilities, 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, for which the Association is obligated to maintain.

(l) 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.

ARTICLE VI. MEMBERSHIP

Section 1. **Membership Generally.** Every owner of a fee or undivided fee interest in any Tract which is subject to the Declaration shall automatically be a Member of the Association for so long as such owner has title to the property.

ARTICLE VII. VOTING RIGHTS

Section 1. **Voting Rights Generally.** Voting rights for all classes of voting members shall be in accordance with the terms of the Declaration and/or Bylaws.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. **Number of Directors.** The affairs of Association shall be managed and governed by a board of directors consisting of at least three (3) directors, who need not be

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members of Association unless otherwise required by the Bylaws. The number of directors may be changed by amendment of the bylaws of Association.

Section 2. Election of Directors. Except as otherwise provided herein, directors shall be elected by the members of the Association at the annual meeting of the members as provided by the Bylaws of the Association, and the Bylaws may provide for the method of voting in the election, filling vacancies, and for removal from office of directors. Notwithstanding the foregoing, the Declarant shall have the right to appoint the Directors until such time as Declarant is required to turn over the Association to the non-Declarant members.

Section 3. Term of Office. Directors shall serve terms as set forth in the Bylaws or until their successors are duly elected and have qualified.

ARTICLE IX. OFFICERS

The affairs of Association shall be administered by a president, a vice president (if so required by the Bylaws), a secretary and a treasurer and any other officers as may be designated from time to time by the directors. The officers shall be elected or designated by the board of directors at its initial meeting and at the first meeting following the annual meeting of the members of Association.

ARTICLE X. INDEMNIFICATION

Every Director and every officer of Association, and every member of Association serving Association at its request, shall be indemnified by Association against all expenses and liabilities, including attorneys fees, reasonably incurred by or imposed on the person in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer of Association, or by reason of him or her having served Association at its request, whether or not he or she is a director or officer or member serving Association at the time the expenses or liabilities are incurred, except when the director, officer or member serving Association is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approve the settlement and reimbursement as being in the best interest of Association. This right of indemnification shall be in addition to and not exclusive of all other rights to which the director, officer or member serving Association may be entitled.

ARTICLE XI. BYLAWS

Association may be dissolved on written consent signed by members holding not less than ninety (90%) percent of the total number of votes of each class of members. On dissolution of Association, other than incident to a merger or consolidation, the assets of Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that the dedication is refused acceptance, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to any similar purposes.

ARTICLE XII. TERM

The term of Association shall be perpetual or until such a time as the not-for-profit corporation is dissolved pursuant to Article XI. If the Association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

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ARTICLE XIII. AMENDMENTS

Amendments to the articles of incorporation shall be proposed and adopted in the following manner:

Section 1. **Vote:** Amendments to these articles may be approved, with or without a meeting of the members, by the approval of not less than a majority of the members of the Association. For so long as the Declarant is authorized to appoint a majority of the Board of Directors, the Declarant may amend these articles without owner approval.

Section 3. **Limit on Amendments:** No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all members.

Section 4. **Effective Date:** Amendments to these articles shall be effective when filed with the appropriate state agency and recorded in the Public records of Sarasota County, Florida.

ARTICLE XIV. INCORPORATOR

The name and address of the original incorporator of these articles of incorporation is as follows: Michael J. McDermott, Esquire; 791 West Lumsden Road, Brandon, Florida 33511.

IN WITNESS WHEREOF, I, the undersigned officer of the Association has hereunto set my hand this 9th day of July, 2012.

TRITON BEND HOMEOWNERS ASSOCIATION, INC.

By: Charles Drawdy, Its President

STATE OF FLORIDA
COUNTY OF Manatee

The foregoing instrument was acknowledged before me this 9th day of July, 2012, by Charles Drawdy as President of the Triton Bend Homeowners Association, Inc. He is personally known to me or has produced

**ACCEPTANCE OF REGISTERED AGENT**

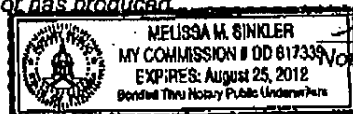
The undersigned, Walter Hackett hereby accepts designation as Registered Agent, and Registered Agent of the foregoing corporation and acknowledges that he is familiar with the duties and responsibilities of a Registered Agent in Florida.

Dated this 9th day of July, 2012

Walter Hackett, Registered Agent

STATE OF FLORIDA
COUNTY OF MANATEE

Acknowledged before me this 9th day of July, 2012, by Walter Hackett, who is personally known to me or has produced _____ as identification.



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