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Amended and  
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712 Shamrock Blvd.  
Venice, FL 34293

941.492.2100 phone  
941.492.3116 fax

**SHARON S. VANDER WULP, P.A.**

Condominium and  
Homeowners' Association  
Representation  
Real Estate  
Wills  
Probate  
Landlord/Tenant  
Circuit Civil Mediation

September 20, 2011

Secretary of State  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Amended and Restated Articles of Incorporation of Laurel Pines Owners  
Association, Inc.  
Our File No. 365.00

Dear Sir or Madame:

Enclosed please find an original and copy of the Amended and Restated Articles of Incorporation in regards to the above referenced Association. Please date stamp the copy for our records, and return it with the Certified copy in the enclosed self-addressed, stamped envelope. Also enclosed is our check in the amount of \$43.75 representing the fee for the filing and certified copy.

Please return a certified copy of the Amended and Restated Articles of Incorporation to my attention after filing.

Thank you for your assistance in this matter. If you have questions or need additional information, please do not hesitate to contact our office.

Very truly yours,



Susan Wabrek  
Office Assistant to Sharon S. Vander Wulp

:slw  
Enclosures

This instrument prepared by:  
Sharon S. Vander Wulp, Esquire  
Sharon S. Vander Wulp, P.A.  
712 Shamrock Blvd.  
Venice, Florida 34293

FILED  
11 SEP 23 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LAUREL PINES OWNERS ASSOCIATION, INC.

WHEREAS, the original Covenants and Restrictions of LAUREL PINES SUBDIVISION, is recorded at Official Records Book 1803, Page 1766, as amended, of the Public Records of Sarasota County, Florida, and

WHEREAS, these Amended and Restated Articles of Incorporation were approved by affirmative vote of not less than two-thirds (2/3rds) of the entire membership of the Association at a membership meeting held on the 17<sup>th</sup> day of November, 2010.

NOW, THEREFORE, the following are the Amended and Restated Articles of Incorporation of LAUREL PINES OWNERS ASSOCIATION, INC.

(Substantial Rewrite of the Articles of Incorporation,  
See the Original Articles of Incorporation for the Current Text.)

By these Articles of Incorporation, the incorporators form a corporation not for profit under Florida law.

ARTICLE 1  
NAME OF CORPORATION

1.1. Name. The name of this corporation shall be LAUREL PINES OWNERS ASSOCIATION, INC., a corporation not for profit, hereinafter referred to as the Association.

1.2. Address and Registered Agent. The address of the registered office of the Association is in Sarasota County, Florida and the Board of Directors shall from time to time appoint a registered agent.

## ARTICLE 2 DURATION

2.1. Term. The Association shall have perpetual existence unless the corporation is terminated pursuant to the provisions of the Amended and Restated Declaration of Covenants and Restrictions, herein after the Declaration, and in the event of such termination, the corporation shall be dissolved in accordance with the law.

## ARTICLE 3 PURPOSE

3.1. Purpose. The purpose of the Association shall be to operate and manage the affairs and property of the development known as Laurel Pines, (the Subdivision), located in Sarasota County, Florida, as developed and constructed on the property described in Exhibit A, attached to the Declaration as originally recorded, and to perform all acts and assume all responsibilities incumbent upon it under the Declaration of Covenants and Restrictions of Laurel Pines Subdivision, as recorded in the Public Records of Sarasota County, Florida, as the Declaration may from time to time be amended.

3.2. Distribution of Income. The Association shall make no distribution of income to its members, directors or officers.

3.3. No Shares of Stock. The Association shall not have or issue shares of stock.

## ARTICLE 4 POWERS

4.1. Common Law and Statutory Powers. The Association shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Declaration.

4.2. Specific Powers. The Association shall have all of the powers and duties set forth in the Homeowners Association Act of the State of Florida, Chapter 720, Florida Statutes, these Articles of Incorporation, the corporate Bylaws and by the Declaration, and all of the powers and duties reasonably necessary to maintain, manage and operate the subdivision pursuant to such Declaration and as it may be amended from time to time, including but not limited to the following:

(a) To make and collect Assessments against members as Lot Owners to defray the costs, expenses and losses of operation.

(b) To use the proceeds of Assessments in the exercise of its powers and duties.

(c) To maintain, repair, replace and operate the Common Area Property.

(d) To purchase insurance upon the Common Area Property and insurance for the protection of the Association and its members as Lot Owners.

(e) To make and amend reasonable rules and regulations respecting the use of the property in the subdivision.

(f) To enforce by legal means the provisions of the Homeowners Association Act of the State of Florida, the Declaration, these Articles of Incorporation, Bylaws of the Association and the regulations for use of the property of the subdivision.

(g) To contract for the management of the Association and to delegate to such contractor all powers and duties of the Association, except such as are specifically required by the Declaration to have the approval of directors or the membership of the Association.

(h) To contract for the management or operation of portions of the Common Area susceptible to separate management or operation.

(i) To employ personnel to perform the services required for proper operation of the subdivision.

(j) To purchase Lots in the subdivision and to acquire and hold, lease, mortgage and convey the same, subject, however, to the provisions of the Declaration and Bylaws relative thereto.

4.3. Assets Held in Trust. All funds and 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 of Incorporation and the Bylaws of the Association.

4.4. Limitation on Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws of the Association.

## **ARTICLE 5**

### **MEMBERS**

5.1. **Members.** The qualifications of members and the manner of their admission shall be as provided in the Declaration and regulated by the Bylaws. The members of the Association shall consist of all the record Owners of Lots in the subdivision from time to time, and after termination of the corporation shall consist of those who are members at the time of such termination and their successors and assigns.

5.2. **Change of Membership.** After receiving any approval of the Association required by the Declaration, change of membership in the Association shall be established by the recording in the Public Records of Sarasota County, Florida, of a deed or other instrument establishing a change of record title to a Lot in the subdivision. The Owner designated by such instrument thereby automatically becomes a member of the Association and the membership of the prior Owner is terminated.

5.3. **Limitation on Transfer of Shares of 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.

5.4. **Voting.** The Owner of each Lot shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by Owners of a Lot and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

## **ARTICLE 6**

### **INITIAL BOARD OF DIRECTORS**

6.1. **Board of Directors.** The affairs of the Association shall be managed by the Board of Directors consisting of the number of directors determined by the Bylaws, but not less than three (3) directors.

6.2. **Election of Directors.** The Association's directors shall be elected at the annual members' meeting in the manner determined by the Association Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

6.3. **First Board of Directors.** The number of persons constituting the initial Board of Directors shall be three, and their names and addresses were as follows:

Name

Address

Richard T. Layton

3131 South Tamiami Trail  
Sarasota, Florida 33579

C. Byron Vaughan

5125 Oakmont Place  
Sarasota, FL 33581

Susan Anderson

3131 S. Tamiami Trail  
Sarasota, FL 33579

ARTICLE 7

INDEMNIFICATION OF OFFICERS AND DIRECTORS

7.1. Indemnification. All officers and directors, present or past, shall be indemnified by the Association to the fullest extent permitted by law against all expenses and liabilities including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being for the best interest 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. The Association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out to their status as such.

ARTICLE 8

INCORPORATORS

8.1. Incorporator Names and Addresses. The names and addresses of the incorporators were as follows:

Name

Address

Richard T. Layton

3131 South Tamiami Trail  
Sarasota, Florida 33579

C. Byron Vaughan

5125 Oakmont Place  
Sarasota, FL 33581

Susan Anderson

3131 S. Tamiami Trail  
Sarasota, FL 33579

ARTICLE 9  
AMENDMENTS

9.1. Amendments. Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

9.2. Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

9.3. Proposing the Amendment. A Resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than twenty percent (20%) of the members of the Association.

9.4. Vote. Members not present in person at the Members' Meeting considering the amendment, may express their vote by proxy, in writing, providing such ballot and proxy is delivered to the Secretary at, or prior to the meeting. An affirmative vote of not less than fifty-one percent (51%) of the members who cast their vote in person or by proxy, is required to effect the change.

9.5. Certification. A copy of each amendment shall be certified by the Secretary of the State of Florida, and be recorded in the Public Records of Sarasota County, Florida.

ATTEST:

LAUREL PINES OWNERS  
ASSOCIATION, INC.

By: Linda Hayes

By: DERRYLE G. BERGER

Print Name: Linda Hayes  
as Secretary

Print Name: DERRYLE G. BERGER  
as President

WITNESSES:

Vivian Young

Rosinda Allen



STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida at large, personally appeared DERRYLE BERGER, as President, and LINDA HAYES, as Secretary, of LAUREL PINES OWNERS ASSOCIATION, INC., and they acknowledge before me that they are such officers of said corporation; and they executed the foregoing Amended and Restated Articles of Incorporation on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that they are authorized to execute said Amended and Restated Articles of Incorporation and that the execution thereof is the free act and deed of said corporation. They are personally known to me or have produced their driver's licenses as identification and did not take an oath.

WITNESS my hand and official seal at Sarasota County, Florida this 3<sup>rd</sup> day of September, 2011.

Margaret J. Sengers  
Printed Name of Notary:  
MARGARET J. SENGERS  
Notary Public  
Commission # EE051361

My Commission Expires: 12/27/14

