

NO 8816

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

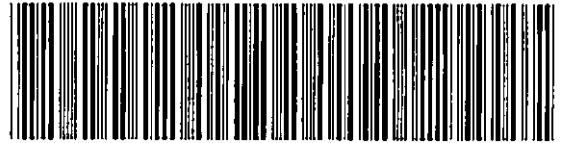
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CLERK OF STATE
TALLAHASSEE, FL

2024 JUN 24 PM 3:06

FILED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 5, 2024

KIMBERLY PEERS
614 S. TAMiami TrL
OSPREY, FL 34229

SUBJECT: BERN CREEK IMPROVEMENT ASSOCIATION, INC.
Ref. Number: N08816

2024 JUN 24 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FL

FILED

We have received your document for BERN CREEK IMPROVEMENT 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):

Please remove Articles of Incorporation and Bylaws.

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.

Anissa Butler
Regulatory Specialist II

Letter Number: 124A00019900

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Bern Creek Improvement Association, Inc.

DOCUMENT NUMBER: N08816

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kimberly Peers
(Name of Contact Person)

Tannebaum Lemole and Hill
(Firm/ Company)

614 S Tamiami Trl
(Address)

Osprey, FL34229
(City/ State and Zip Code)

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kimberly Peers

941

316.0111

(Name of Contact Person)

at

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

FILED
2024 JUN 24 PM 3:06
CLERK OF SUPERIOR COURT
TALLAHASSEE, FL

Alan Tannenbaum
Board Certified in Construction Law
atannenbaum@tlhlegal.com

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Also Admitted in NY and NJ
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Cindy Hill
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FULL-SERVICE COMMUNITY ASSOCIATION AND CONSTRUCTION LAW FIRM
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July 29, 2024

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

FILED
2024 JUN 24 PM 3:06
Via: U.S. Mail
SECRETARY OF STATE
TALLAHASSEE, FL

Re: Bern Creek Improvement Association, Inc. / Amendment to the Articles of Incorporation

Dear Secretary of State:

Enclosed please find the Amendment to the Articles of Incorporation of Bern Creek Improvement Association, Inc. Also, enclosed is a check in the amount of \$35.00 for the filing fee for the documents.

Please record the document in the Records of the State of Florida and return the original filed documents in the enclosed self-addressed stamped envelope.

If you have any questions regarding this matter, please feel free to contact me.

Sincerely,

/s/ Kimberly Peers

Kimberly Peers, Paralegal
For the Firm

Prepared by and return to:
Cindy Hill, Esq.
Tannenbaum Lemole & Hill
614 S. Tamiami Trail
Osprey, FL 34229

RECORDED IN OFFICIAL RECORDS
INSTRUMENT # 2024077062 5 PG(S)
JUN 03, 2024 04:18:45 PM
KAREN E. RUSHING
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FL



**CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF BERN CREEK IMPROVEMENT
ASSOCIATION, INC.
AND
AMENDED AND RESTATED BYLAWS OF BERN CREEK
IMPROVEMENT ASSOCIATION, INC.**

FILED
2024 JUN 24 PM 3:06
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FL

THIS CERTIFICATE OF AMENDMENT is executed on the date indicated below by Bern Creek Improvement Association, Inc., a Florida not-for-profit corporation (hereinafter the "Association").

RECITALS

WHEREAS, the Association has been established for the operation of Bern Creek Improvement Association, Inc., in accordance with the Restated Declaration of Restrictions of The Ranches at Bern Creek, that was recorded on August 9th, 2011 at Instrument #2011092854 of the Public Records of Sarasota County, Florida, as amended from time to time ("the Declaration"); the Articles of Incorporation of Bern Creek Improvement Association, Inc. that were recorded with the State of Florida on April 19, 1985, and in the Public Records of Sarasota County on March 28, 2017, at Official Records Instrument #2017037104, as amended from time to time ("the Articles of Incorporation"); and the Amended and Restated Bylaws of Bern Creek Improvement Association, Inc., that were recorded on May 23, 2014 as Instrument #2014060574 of the Public Records of Sarasota County, Florida, as amended from time to time ("the Bylaws"); and,

WHEREAS, the amendment to the Articles of Incorporation was submitted to the Members of the Association at the meeting of the Members held on December 4, 2023, which Meeting was duly noticed in accordance with the Florida Statutes; and,

WHEREAS, the amendment to the Articles of Incorporation was approved by a majority of the membership at a membership meeting; and,

WHEREAS, pursuant to its Article VIII, the power to amend the Bylaws of Bern Creek Improvement Association, Inc. is reserved unto the Board of Directors, which can approve any such amendment with an affirmative vote of a simple majority of the Board. No vote of the owners is required,

WHEREAS, the amendments to the Bylaws were approved by a majority of the Board of Directors of the Association at a meeting on December 4, 2023;

NOW THEREFORE, the Association does hereby state as follows:

1. The foregoing recitals are true and correct and are incorporated herein by reference.
2. All present and future Members of the Association shall be bound by the amendments to the Articles of Incorporation and Bylaws.

New language is indicated by underlined type. Deleted language is indicated by ~~strike through~~ type.

I. Amendments to the Articles of Incorporation:

Article VI of the Articles of Incorporation is amended as follows:

ARTICLE VI. OFFICERS

The affairs of the corporation shall be managed by the following officers, subject to the control of the Board of Directors: a President, ~~and a Secretary, and a Treasurer,~~ and by such additional officers either elected or appointed as may from time to time be provided by the Bylaws.

The President, ~~and Secretary, and Treasurer~~ shall be elected annually in the manner provided in the Bylaws by the membership at its regular annual meeting. Vacancies may be filled by the Board of Directors at any time, at either a regular or special meeting. Every officer shall be a member of the corporation. A person may hold one or more offices except that the President shall not also be the Secretary.

II. Amendments to the Bvlaws:

Section 2 of Article I is amended as follows:

Section 2. Resident and Resident Agent's Office:

~~The resident agent for services of process of this corporation is the Corresponding Secretary.~~ The address of the resident agent of the corporation is Bern Creek Improvement Association, c/o Tannenbaum Lemole & Hill, 614 S. Tamiami Tr., Osprey, FL 34229 All Florida Services, Inc., 2831 Ringling Blvd., Ste 218F, Sarasota, Florida, 34237. The Board may change the Association's registered agent and office in the manner provided by law.

Section 2 of Article III is amended as follows:

Section 2. Meetings:

An annual meeting shall be held on a date chosen by the Board in the month during the first week of December to conduct corporation business. In addition, the election of directors for the corporation shall take place as described below. Additional meetings of the members shall be at the call of the Board of Directors. A quorum to hold the meeting shall consist of representatives from twenty-five (25) lots. At the annual meeting the Board of Directors shall present a budget to the members for the upcoming year. A simple majority of the members present is required to approve the budget.

Section 6 of Article VI is amended as follows:

Section 6. Secretary – Powers and Duties:

The Secretary shall attend all meetings of the Board of Directors and of the members and shall keep or cause to be kept a true and complete record of the proceedings of those meetings. He shall give, or cause to be given, notice of all meetings of the directors or of the members and shall perform whatever additional duties the Board of Directors and the President may from time to time prescribe. With the approval of the Board, any of these duties may be delegated to the Association's manager.

Section 2 of Article VII is amended as follows:

Section 2. Signing of Checks and Notes:

Checks, notes, drafts and demands for money shall be authorized ~~signed by two officers~~ from time to time as designated by the Board of Directors. The Board of Directors may authorize electronic payments in its discretion.

A new Article IX is added as follows:

Article IX. CONFLICT

The governing documents shall control in the following order of priority: the Declaration; the Articles of Incorporation; these Bylaws; and the Rules and Regulations. In the event of any conflict between the provisions hereof and the Homeowners' Association Act, that Act shall control.

All other Sections remain unchanged.

[SEE NEXT PAGE FOR SIGNATURES]

IN WITNESS WHEREOF, we have affixed our hands this 20th day of May 2024,
in Sarasota County, Florida
(County) (State)

[Signature]
Witness Signature

Keri Sell
Printed Name

1960 Ringling Blvd
Address

Sarasota, FL 34236
City, State Zip

[Signature]
Witness Signature

Ashley Williams
Printed Name

1700 Ringling Blvd
Address

Sarasota, FL 34236
City, State Zip

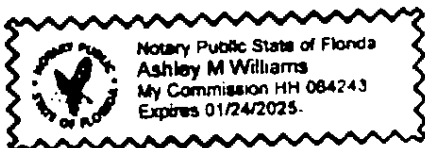
BERN CREEK IMPROVEMENT
ASSOCIATION, INC.

By: Michael L. Resnick
Michael Resnick, President

STATE OF Florida

COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 20th day of May 2024, by Michael Resnick, President of Bern Creek Improvement Association, Inc., a Florida corporation, on behalf of the corporation, ☒ who are personally known to me or ☐ have produced _____ as identification.



[Signature]
Notary Public

IN WITNESS WHEREOF, we have affixed our hands this 21 day of May 2024,
in Sarasota County, Florida
(County) (State)

[Signature]
Witness Signature

David Lind
Printed Name

5881 Fruitville Rd
Address

Sarasota, FL 34232
City, State Zip

[Signature]
Witness Signature

Patty Coughlin
Printed Name

5881 Fruitville Rd
Address

Sarasota FL 34232
City, State Zip

BERN CREEK IMPROVEMENT
ASSOCIATION, INC.

By: Cindy Chaple Martin
Cindy Martin, Secretary

STATE OF Florida

COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 21 day of May 2024, by Cindy Martin, as Secretary of Bern Creek Improvement Association, Inc., a Florida corporation, on behalf of the corporation, ☐ who are personally known to me or ☒ have produced Driver's License as identification.

[Signature]
Notary Public



DAVID LIND
Notary Public
State of Florida
Comm# HH392922
Expires 5/1/2027