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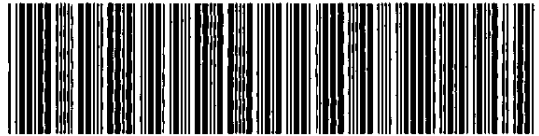
(Business Entity Name)

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FILED
2010 MAY 12 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

TB

MAY 14 2010

THE LAW OFFICES OF
BRUDNY & RABIN, P.A.

May 6, 2010

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Certificate of Amendment to Articles of Incorporation
Kensington Oaks Homeowners' Association, Inc.

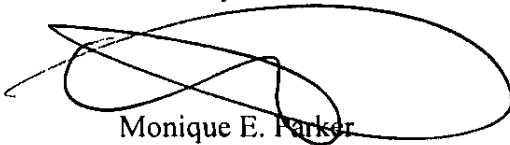
Gentlemen:

Please find enclosed the original of a Certificate of Amendment to the Articles of Incorporation of Kensington Oaks Homeowners' Association, Inc., which I would appreciate your filing. My check in the amount of \$35.00 is enclosed herewith.

Also enclosed is a copy of the Certificate which I would appreciate your stamping and returning to me for my records in the enclosed self-addressed envelope.

Thank you for your assistance in this matter, and if you have any questions, please do not hesitate to contact me.

Sincerely,



Monique E. Parker

MEP/pb
Enclosures
cc: Kensington Oaks Homeowners' Association, Inc.

779/State-FileCertificate10-0507

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
KENSINGTON OAKS HOMEOWNERS' ASSOCIATION, INC.

FILED
2010 MAY 12 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This instrument amends and completely restates and supersedes the Articles of Incorporation of Kensington Oaks Homeowners' Association, Inc. originally recorded in the Public Records of Pinellas County Florida, at Official Record Book 13875, Page 220.

ARTICLE I

The name of the corporation (hereinafter called the Association) is KENSINGTON OAKS HOMEOWNERS' ASSOCIATION, INC., its principal office shall be located at such place as may be designated by the Board of Directors from time to time.

ARTICLE II

The specific primary purposes for which the Association is formed are to provide for maintenance, preservation, and architectural control of the lots, the common improvements, as that term is defined in the Declaration, and common areas within certain subdivided tracts of real property described as follows: Kensington Oaks, according to maps or plats thereof as same are recorded in Plat Book 92, Pages 11 through 13, inclusive, of the Public Records of Pinellas County, Florida, and to promote the health, safety, and welfare of the residents within the above described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

In furtherance of such purposes, the Association shall have power to:

(a) Perform all of the duties and obligations of the Association as set forth in Kensington Oaks Declaration of Covenants, and Restrictions (the Declaration) applicable to the subdivisions and to be recorded in the Public Records of Pinellas County, Florida;

(b) Affix, levy, and collect, and enforce payment by any lawful means, of all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied on or imposed against the property of the Association;

(c) Acquire (by gift, purchase, or otherwise) own, hold, and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association;

(d) Borrow money and, subject to the consent by vote or written instrument of a majority of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

Exhibit "A" to Certificate of Amendment

(e) Dedicate, sell, or transfer all or any part of the common improvements to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds of the members, agreeing to such dedication, sale, or transfer;

(f) Have and exercise any and all powers, rights, and privileges that a not-for-profit or non-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration, and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE III

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants or record to assessment by the Association, including contract sellers, but excluding persons or entities holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the Association.

ARTICLE IV

The period of duration of the Association shall be perpetual.

ARTICLE V

The affairs of the Association shall be managed by a board of five (5) directors, which shall include a president and vice president, who shall at all times be members of the board of directors, and a secretary and treasurer. Such officers shall be elected at the first meeting of the board of directors following each annual meeting of members.

ARTICLE VI

Amendments to these Articles of Incorporation may be proposed either by the Board of Directors or by petition of the members of the Association representing at least twenty-five percent (25%) of the total voting interests of the Association, subject to editing as to form and legality by the Association's legal counsel. Amendments shall be approved by a majority of the members of the Association who are entitled to vote and who participate in the voting, in person or by proxy, provided at least a majority of the membership participates.

Exhibit "A" to Certificate of Amendment

ARTICLE VII

Association Members. Members shall be those owners as defined in Article III, and shall be entitled to one vote for each Lot in which they hold the interest required for membership. When more than one person holds such interest or interests in any Lot, all such persons shall be members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot.

ARTICLE VIII

On dissolution, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization organized and operated for such similar purposes.

END OF AMENDED AND RESTATED ARTICLES

Exhibit "A" to Certificate of Amendment

Prepared By and Return to:
Monique E. Parker, Esquire
Brudny & Rabin, P.A.
200 North Pine Avenue
Oldsmar, Florida 34677

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
FOR
KENSINGTON OAKS HOMEOWNERS' ASSOCIATION, INC.

This is to certify that at a duly called meeting of the members of Kensington Oaks Homeowners' Association, Inc. (the "Association") held on March 20, 2010, in accordance with the requirements of the applicable Florida Statutes and the governing documents, the Amended and Restated Articles of Incorporation for Kensington Oaks Homeowners' Association, Inc. attached hereto as **Exhibit "A"**, were duly adopted by the membership. Pursuant to F.S. Section 617.1006(3), the number of votes cast for the amendment was sufficient for approval. The Articles of Incorporation were originally filed with the Secretary of State on August 27, 1985, bearing document number N10865.

IN WITNESS WHEREOF, KENSINGTON OAKS HOMEOWNERS' ASSOCIATION, INC. has caused this instrument to be signed by its duly authorized officer on this 4th day of May, 2010.

[Signature]
Signature of Witness #1
Matt Schreiber
Printed Name of Witness #1
[Signature]
Signature of Witness #2
Brigitte Biddle
Printed Name of Witness #2

KENSINGTON OAKS HOMEOWNERS
ASSOCIATION, INC.

By:

[Signature]
Signature

Thomas W. Cardy, President

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 4 day of May, 2010, by Thomas W. Cardy as President of KENSINGTON OAKS HOMEOWNERS' ASSOCIATION, INC. on behalf of the corporation, who acknowledged that he/she executed this document on behalf of the corporation. He/she is personally known to me or has produced _____ as identification.

[Signature]
Notary Public
Albert Molina
Printed Name

