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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
SANDY PINE DRIVE PROPERTY OWNER'S ASSOCIATION,  
INC.**

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RESTATED AND AMENDED ARTICLES OF INCORPORATION OF SANDY PINE DRIVE  
PROPERTY OWNER'S ASSOCIATION, INC. TALLAHASSEE, FLORIDA

We, the undersigned board of directors of Sandy Pines Property Owner's Association, Inc., a corporation not for profit under Chapter 617 of the Florida Statutes, ( hereinafter "Association"), through its President, hereby adopt the following restated and amended articles of incorporation.

The restated and amended articles are set forth below. The Board of Directors certify that the restated articles contain no amendments that require member approval and that the Board of Directors adopted these restated and amended articles and that these restated and amended articles supersede the original articles of incorporation and all amendments to them. Further, the Board certifies that the amendments are statutory and amend provisions relating to the developer provisions which are no longer applicable as the developer, Punta Gorda Isles, Inc., no longer owns any lots or parcels in the subdivision and has no further voting rights or interest in the Association or in the subdivision. The restated and amended articles are set forth below.

Article I

Name

The name of this corporation is Sandy Pine Drive Property Owner's Association, Inc., (hereinafter "Association")

Article II

Purposes and Powers

The purposes and objects of the Association are such as are authorized under Chapter 617 of the Florida Statutes and include, but are not limited to, providing for the maintenance, preservation, administration, enforcement and management of Prairie Creek Estates (Sandy Pine Drive Property Owner's Association), a property/homeowners' association under chapter 720, as directed upon Sandy Pines Property Owner's Association, Inc., by and through the Declaration of Restrictions which was recorded on September 5, 1978 in the Public Records of Charlotte County, Florida at Official Record Book 583, Page 1806 et. seq., as the same may be revived, amended or modified in the future.

The Association is organized and operated solely for administrative , managerial and enforcement purposes as set forth in the Declaration and chapters 617 and 720 and shall have all of the common-law and statutory powers granted to Corporations not-for-profit as set forth in Chapters 617 and 720, Florida Statutes.

Article III

Members and Voting

Each fee simple owner of a parcel of land in Prairie Creek Estates, Charlotte County, Florida shall be a member in the Association, which membership shall be held by the person or entity, or in common by the persons or entities owning such parcel, except that no person or entity holding title to a parcel as security for performance of an obligation shall acquire the membership appurtenant to the parcel by virtue of the title ownership. In no event may any membership be severed from the parcel to which it is appurtenant.

Each parcel owner shall be entitled to one vote which shall be cast by the owner, as established in the declaration.

A member who sells his or her lot or parcel in Prairie Creek Estates, shall cease to be a member of the Association (if he or she owns no other lots or parcels in th Prairie Creek Estates), and his or her membership shall be transferred to the new owner when the Deed or other instrument of conveyance has been recorded in

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the Public Records of Charlotte County, and a certified copy thereof furnished to the Association. The share of a member in the funds and assets of the Association cannot be assigned, pledged or transferred in any manner except as an appurtenance to his or her parcel, and shall be so transferred as an appurtenance to the parcel on the sale or other transfer of the parcel as outlined below.

Article IV

Initial Registered Office And Agent

The street address of the initial registered office of the corporation is 17 SE 24<sup>th</sup> Ave., Pompano Beach, Florida 33062.

The name of the initial registered agent at the office is: Douglas Jovanovic.

Article V

Directors

The affairs of the Association will be managed by a Board of Directors of no less than three (3) directors and no more than five (5) directors. Directors shall be members of the Association. Directors of the Association shall be elected at the Annual Meeting of the voting members in the manner determined by the Declaration, Chapter 720 and the Bylaws, and shall continue to serve until their successors have been elected. Directors may be removed for good cause shown and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

The number of persons constituting the present board of directors is four. The names and addresses of the directors who are to serve until the first annual meeting of the members or until their successors are elected and qualified are:

| Name                 | Address   |
|----------------------|---|
| Wayne B. Goff        | P.O. Box 511235<br>Punta Gorda, FL 33951-1235     |
| James C. Fox         | 2200 Danabel Drive, Punta Gorda, Florida 33982    |
| Donald V. Louttit    | 2392 Pellam Blvd<br>Port Charlotte, Florida 33948 |
| Dr. Andrea J. Bivens | 1 Mandershaw Lane<br>Punta Gorda, Florida 33982   |

Article VI

Officers

The affairs of the Association shall be administered by a President, Vice President, Secretary-Treasurer, and such other Officers as may be designated in the Bylaws. The Officers shall be elected by the Board of Directors at the annual meeting of the voting members of the Association and shall serve at the pleasure of the Board of Directors.

The names of the officers who are to serve until their successors are designated by the Board of Directors are as follows:

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| Name                 | Title               | Address   |
|----------------------|---------------------|---|
| Wayne B. Goff        | President           | P.O. Box 511235<br>Punta Gorda, FL 33951-1235     |
| James C. Fox         | VP                  | 2200 Danabel Drive, Punta<br>Gorda, Florida 33982 |
| Dr. Andrea J. Bivens | Secretary-Treasurer | 1 Mandershaw Lane<br>Punta Gorda, Florida 33982   |

**Article VII  
Indemnification**

Every Director and every Officer of the Association shall be indemnified, saved and held harmless by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her, 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 the Association, whether or not he or she is a director or officer at the time such expense are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not operate to the exclusion of any and all other rights to which the director or officer may be entitled.

**Article VIII  
Bylaws**

Bylaws regulating operation of the Association are annexed to the revived declaration. The bylaws may be altered, amended or rescinded by the Board of Directors.

**Article IX  
Amendments**

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

Written notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered and such notice shall be delivered to each voting member at least twenty (20) days prior to the meeting.

A Resolution for the adoption of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered and such notice shall be delivered to each voting member at least twenty (20) days prior to the meeting.

A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the voting members of the Association. Directors and voting members not present in person or by proxy at the meeting considering the amendment may express their approval or opposition in writing, provided written notice of such approval or opposition is delivered to the Secretary at or prior to the meeting. Resolutions proposing adoption of amendments must be adopted by not less than two-thirds of the votes of the voting members present at the meeting at which such resolution is considered.

No amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members. NO amendment shall be made that is in conflict with the law or the Declaration of Restrictions of Prairie Creek Estates, as amended from time to time.

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A copy of each amendment shall be filed with the Secretary of State and shall be recorded in the Public Records of Charlotte County, Florida.

Article X


Dissolution

This Association may be dissolved at any time with the written consent of all the members to it. On dissolution, the assets of the Association shall be dedicated to an appropriate municipality, public agency or authority to be used for purposes similar to those for which the Association is organized. In the event such dedication is not accepted, such assets shall be conveyed or assigned to any nonprofit corporation, association, or other organization devoted to purposes similar to those for which this Association is organized.



Adoption of Amendments

These restated and amended articles were approved by a majority of the Board of Directors and by a majority of the parcel owners on March 25, 2014 and are sufficient for approval.

In witness, I, the undersigned President of the Association, has executed these amended and restated articles of incorporation on MAR 2, 2014.

  
Wayne B. Goff, President/Director  
Sandy Pines Property Owner's Association, Inc.,

5-2-14  
Date

  
 5/2/14

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for Sandy Pines Property Owner's Association, Inc., a corporation not for profit under Chapter 617 of the Florida Statutes, ( hereinafter "Association"), at the place designated in the above articles of incorporation, the undersigned is familiar with and accepts the appointment and obligations of that position pursuant to F.S. 617.0501.

  
Douglas Jovanovic, Registered Agent

5-5-14  
Date

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