

N11904

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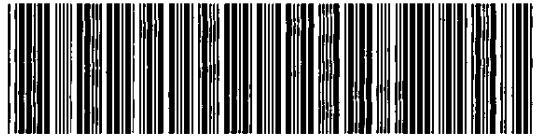
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6230 University Parkway
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Phone: (941) 366-8826 Fax: (941) 907-0080

ADMINISTRATIVE OFFICE
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
954.987.7550

WWW.BECKER-POLIAKOFF.COM
BP@BECKER-POLIAKOFF.COM

February 4, 2010

Reply To:
Sarasota
David G. Muller, Esq.
DMuller@becker-poliakoff.com

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

Re: Amended and Restated Articles of Amendment to Articles of
Incorporation – Oakley Greene Condominium Association, Inc.
Client/Matter No. O12071-116627

Dear Sir/Madam:

Enclosed please find the original and one copy of the Amended and Restated
Articles of Amendment to the Articles of Incorporation of Oakley Greene
Condominium Association, Inc. A check for \$35.00 is also enclosed for the filing
fee.

Please file and return a copy to my attention. A self-addressed stamped envelope
is enclosed for your convenience.

Please feel free to call me should you have any questions regarding this matter.

Sincerely,

David G. Muller
For the Firm

DGM/ms
Enclosure (as stated)

ACTIVE: 2872356_1

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Amended and Restated
Articles of Amendment
to
Articles of Incorporation
of

Oakley Greene Condominium Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N11904

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

New Registered Office Address: _____
(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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TALLAHASSEE, FLORIDA

The date of each amendment(s) adoption: September 2, 2009
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 2/2/10

Signature Ellen Lenk
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Ellen Lenk
(Typed or printed name of person signing)

President
(Title of person signing)

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EXHIBIT "B"

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

OAKLEY GREENE CONDOMINIUM ASSOCIATION, INC.

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
OAKLEY GREENE CONDOMINIUM ASSOCIATION, INC.

SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION -
SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These are the Amended and Restated Articles of Incorporation for the OAKLEY GREENE CONDOMINIUM ASSOCIATION, INC. originally filed with the Florida Department of State the 5th day of November, 1985, under Charter Number N11904. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapter 617, Florida Statutes (2008).

1. NAME. The name of the corporation shall be OAKLEY GREENE CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Condominium as "Declaration," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

2. PURPOSE. The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of that certain condominium located in Sarasota County, Florida, and known as Oakley Greene (the "Condominium").

3. DEFINITIONS. The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium recorded in the Public Records of Sarasota County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

4. POWERS. The powers of the Association shall include and be governed by the following powers:

4.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles or of the Act.

4.2 Enumeration. The Association shall have all the powers and duties set forth in the Act and as it may be amended from time to time, except as limited by these Articles and as they may be amended from time to time, the Bylaws and as they may be amended from time to time, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as it may be amended from time to time including but not limited to the following:

4.2.1 To make and collect Assessments and other Charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

101 **4.2.2** To buy, own, operate, lease, sell, and trade both real and personal
102 property as may be necessary or advantageous in the administration of the Condominium.
103

104 **4.2.3** To maintain, repair, replace, reconstruct, add to, and operate the
105 Condominium Property and other property acquired or leased by the Association for use by Unit
106 Owners.
107

108 **4.2.4** To purchase insurance upon the Condominium Property and insurance
109 for the protection of the Association, its officers, Directors, and members as Unit Owners.
110

111 **4.2.5** To make and amend reasonable rules and regulations for the
112 maintenance, conservation and use of the Condominium Property and for the health, comfort,
113 safety, and welfare of the Unit Owners.
114

115 **4.2.6** To approve or disapprove the leasing, transfer, mortgaging, ownership,
116 and possession of Units as may be provided by the Declaration.
117

118 **4.2.7** To enforce by legal means the provisions of the Act, the Declaration,
119 these Articles, the Bylaws, and the Rules and Regulations for the use of the Condominium
120 Property.
121

122 **4.2.8** To contract for the management of the Condominium and any facilities
123 used by the Unit Owners, and to delegate to the party with whom such contract has been
124 entered into all of the powers and duties of the Association except those which require specific
125 approval of the Board of Directors or the membership of the Association.
126

127 **4.2.9** To employ personnel to perform the services required for proper
128 operation of the Condominium.
129

130 **4.2.10** To make contracts and incur liabilities, borrow money at such rates of
131 interest as the corporation may determine, issue its notes, bonds, and other obligations, and
132 secure any of its obligations by mortgage and pledge of all or any of its property or income.
133

134 **4.3 Condominium Property.** All funds and the titles of all properties acquired by the
135 Association and their proceeds shall be held for the benefit and use of the members.
136

137 **4.4 Distribution of income.** The Association shall make no distribution of income to
138 its Directors or officers, except as provided in the Bylaws. No part of the income of the
139 Association shall be distributable to its members, except as compensation of services rendered.
140

141 **4.5 Limitation.** The powers of the Association shall be subject to and shall be
142 exercised in accordance with the provisions of the Declaration and the Bylaws.
143

144 **5. MEMBERS.** The members of the Association shall consist of all of the record Owners of
145 Units in the Condominium, and after termination of the Condominium shall consist of those who
146 were members at the time of the termination and their successors and assigns.
147

148 **5.1 Assignment.** The share of a member in the funds and assets of the Association
149 cannot be assigned or transferred in any manner except as an appurtenance to the Unit for
150 which that share is held.
151

152 **5.2 Voting.** On all matters upon which the membership shall be entitled to vote,
153 there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner
154 provided by the Declaration and Bylaws. Any person or entity owning more than one Unit shall
155 be entitled to one vote for each Unit owned.

156
157 **5.3 Meetings.** The Bylaws shall provide for an annual meeting of members, and
158 may make provision for regular and special meetings of members other than the annual
159 meeting.

160
161 **6. TERM OF EXISTENCE.** The Association shall have perpetual existence.

162
163 **7. OFFICERS.** The affairs of the Association shall be administered by the officers
164 designated in the Bylaws. The officers shall be elected by the Board of Directors of the
165 Association at its first meeting following the annual meeting of the members of the Association
166 and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the
167 removal from office of officers, for filling vacancies, and for the duties of the officers.

168
169 **8. DIRECTORS.**

170
171 **8.1 Number and Qualification.** The property, business and affairs of the
172 Association shall be managed by a Board consisting of five (5) Directors. See Section 3.1 of the
173 Bylaws for additional Board member qualifications.

174
175 **8.2 Duties and powers.** All of the duties and powers of the Association existing
176 under the Act, the Declaration, these Articles, and the Bylaws shall be exercised exclusively by
177 the Board of Directors, its agents, contractors, or employees, subject only to approval by Unit
178 Owners when such approval is specifically required.

179
180 **8.3 Election; Removal.** Directors of the Association shall be elected at the annual
181 meeting of the members in the manner determined by the Bylaws. Directors may be removed
182 and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

183
184 **9. BYLAWS.** The Bylaws of this Corporation may be altered, amended, or repealed in the
185 manner provided in the Bylaws.

186
187 **10. AMENDMENTS.** These Articles may be amended in the following manner:

188
189 **10.1 Proposal of Amendments.** An amendment may be proposed by either a majority
190 of the Directors or by twenty-five percent (25%) of the entire voting interests.

191
192 **10.2 Proposed Amendment Format.** Proposals to amend existing Articles of
193 Incorporation shall contain the full text of the Article to be amended. New words shall be
194 underlined and words to be deleted shall be ~~lined through~~. If the proposed change is so extensive
195 that this procedure would hinder rather than assist understanding, a notation must be inserted
196 immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF
197 ARTICLE. SEE ARTICLE NUMBER ___ FOR CURRENT TEXT."

198
199 **10.3. Notice.** Copies of proposed amendments shall be included in the notice of any
200 meeting at which a proposed amendment is to be considered or in connection with documentation
201 for action without a meeting.

202

203 **10.4 Adoption of Amendments.** A resolution for the adoption of a proposed
204 amendment may be adopted by an affirmative vote of not less than a majority of the voting
205 interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at
206 which a quorum is present, or by the written agreement of not less a majority of the entire voting
207 interests. Amendments correcting errors, omissions or scrivener's errors may be executed by the
208 officers of the Association, upon Board approval, without need for Association membership vote.
209

210 **10.5 Effective Date.** An amendment when adopted shall become effective after being
211 recorded in the Sarasota County Public Records according to law and filed with the Secretary of
212 State according to law.
213

214 **10.6 Automatic Amendment.** These Articles shall be deemed amended, if necessary,
215 so as to make the same consistent with the provisions of the Declaration of Condominium.
216 Whenever Chapter 718, Florida Statutes (2008) Chapter 617, Florida Statutes (2008) or other
217 applicable statutes or administrative regulations, as amended from time to time, are amended to
218 impose procedural requirements less stringent than set forth in these Articles, the Board may
219 operate the Association pursuant to the less stringent requirements. The Board of Directors,
220 without a vote of the Owners, may adopt by majority vote, amendments to these Articles as the
221 Board deems necessary to comply with such operational changes as may be enacted by future
222 amendments to Chapters 607, 617, and 718 of the Florida Statutes (2008), or such other statutes
223 or administrative regulations as required for the operation of the Association, all as amended from
224 time to time.
225

226 **10.7. Proviso.** Provided, however, that no amendment shall change the configuration of
227 any Unit or the share in the Common Elements appurtenant to it, or increase the Owner's share of
228 the Common Expenses, unless the record Owner of the Unit concerned and all record Owners of
229 the mortgages on such Unit shall join in the execution of the amendment, and all other Unit Owners
230 approve the amendment.
231

232 **11. REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT.** The
233 registered office address and the name of the registered agent of the corporation shall be as
234 determined by the Board of Directors from time to time.
235

236 ACTIVE: 2641104_1