

N11962

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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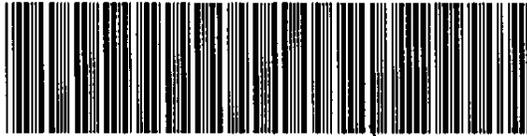
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Handwritten:* M...  
5/28/09  
TL

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

May 5, 2009

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

Re: Certificate of Amendment to Articles of Incorporation  
Pointe Alexis Recreation Association, Inc.  
n/k/a Pointe Alexis Homeowners Association, Inc.

Gentlemen:

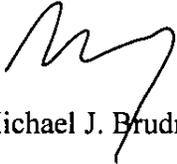
Please find enclosed the original of a Certificate of Amendment to the Articles of Incorporation of Pointe Alexis Recreation Association, Inc., which I would appreciate your filing. My check in the amount of \$35.00 is enclosed herewith.

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.

Please note that this amendment includes a change to the name of this Association. Let me know if anything further is needed.

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

Sincerely,



Michael J. Brudny

MJB/dls  
Enclosures

858/State-FileCertificate9-55



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 19, 2009

BRUNDY & RABIN, P.A.  
200 N PINE AVE STE A  
OLDSMAR, FL 34677-4613

SUBJECT: POINTE ALEXIS RECREATION ASSOCIATION, INC.  
Ref. Number: N11962

We have received your document for POINTE ALEXIS RECREATION 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):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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) 245-6927.

Tracy L Lemieux  
Regulatory Specialist II

Letter Number: 409A00016988

Prepared By and Return to:  
Michael J. Brudny, Esquire  
Brudny & Rabin, P.A.  
200 North Pine Avenue, Suite A  
Oldsmar, Florida 34677

FILED  
09 MAY 11 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF POINTE ALEXIS RECREATION ASSOCIATION, INC.**

This is to certify that at a duly called meeting of the members of Pointe Alexis Recreation Association, Inc. (the "Association") held on March 19, 2009, in accordance with the requirements of the applicable Florida Statutes and the documents, the Amended and Restated Articles of Incorporation of Pointe Alexis Recreation Association, Inc., attached hereto, 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 November 7, 1985, bearing document number N11962.

IN WITNESS WHEREOF, POINTE ALEXIS RECREATION ASSOCIATION, INC. n/k/a POINTE ALEXIS HOMEOWNERS ASSOCIATION, INC. has caused this instrument to be signed by its duly authorized officer on the 5 day of MAY, 2009.

POINTE ALEXIS RECREATION  
ASSOCIATION, INC. n/k/a POINTE ALEXIS  
HOMEOWNERS ASSOCIATION, INC.

Joan McIlhorne-Daly  
Signature of Witness #1

By: Maurice Brunelle  
Maurice Brunelle

JOAN MCILHORNE-DALY  
Printed Name of Witness #1

George Peter Lynch  
Signature of Witness #2

George Peter Lynch  
Printed Name of Witness #2

STATE OF FLORIDA       )  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 5 day of May, 2009, by Maurice Brunelle as President of POINTE ALEXIS RECREATION ASSOCIATION, INC., n/k/a POINTE ALEXIS HOMEOWNERS ASSOCIATION, INC. a Florida corporation, on behalf of the corporation, (who is personally known to me) or has produced as identification.

NOTARY PUBLIC-STATE OF FLORIDA  
 Jane J. Jarlenski  
Commission # DD522444  
Expires: FEB. 26, 2010  
Bonded Thru Atlantic Bonding Co., Inc.

James J. Jarlenski  
Notary Public - State of Florida at Large  
My Commission Expires:

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION FOR  
POINTE ALEXIS HOMEOWNERS ASSOCIATION, INC.**

*The Articles of Incorporation of Pointe Alexis Recreation Association, Inc. were originally filed with the Secretary of State on November 7, 1985, bearing Document Number N11962. The Articles of Incorporation were not attached to the Declaration of Conditions, Covenants and Restrictions for Fairfield's Pointe Alexis at the time of the recording of said Declaration in the Public Records of Pinellas County, Florida, nor have the Articles of Incorporation been previously recorded in said records. This document amends and restates the Articles in their entirety, and supersedes and replaces the original Articles of Incorporation.*

**ARTICLE I  
NAME**

The name of this corporation is POINTE ALEXIS HOMEOWNERS ASSOCIATION, INC. The corporation is sometimes referred to herein as the "Association".

**ARTICLE II  
DEFINITIONS**

All terms defined in the Declaration of Conditions, Covenants and Restrictions ("the Declaration"), as originally recorded in the public records of Pinellas County, Florida, at Official Records Book 6102, Page 1090, and as subsequently amended (the "Declaration"), shall have the same meanings when used herein.

**ARTICLE III  
PRINCIPAL OFFICE AND AGENT**

The principal place of business and registered agent of the Association shall be designated by the Board of Directors ("the Board") from time to time.

**ARTICLE IV  
OBJECTS, PURPOSES AND POWERS**

Section 4.1. This Association is a corporation not-for-profit. No part of its net earnings shall inure to the benefit of any private shareholder or member.

Section 4.2. The objects and purposes for which this Association is organized are as follows:

4.2.1. To establish, maintain, operate and provide all community services of every kind and nature required or desired by the members of the Association, including without limitation those services and functions described in the Declaration.

4.2.2. To provide for the enforcement of the Declaration and other governing documents of the Association, which include the Bylaws and Rules and Regulations.

4.2.3 To engage in such other activities as may be of benefit to the Members of the Association.

4.2.4 To own, operate and manage properties conveyed to it in accordance with the Declaration.

4.2.5 To do such other things as may be necessary and proper to carry out and accomplish the above objects and purposes.

Section 4.3. In furtherance of the aforesaid objects, purposes and powers, the Association shall have all of the powers of a corporation not-for-profit organized and existing under the laws of the State of Florida, which powers shall include, but are not limited to, the power:

4.3.1. To make, levy and collect assessments from its members and to expend the proceeds of such assessments for the benefit of its members.

4.3.2. To bring and defend suits on behalf of the Association.

4.3.3. To make and enforce reasonable rules and regulations governing the use of the property owned by the corporation, and the individual lots within Pointe Alexis, provided that such rules and regulations are not in conflict with the Declaration or other applicable laws.

4.3.4. To maintain, repair, replace, operate, and insure those portions of the property that the Association has the duty or right to maintain, repair, replace, operate, and insure under these Articles and the Bylaws and Declaration.

4.3.5. To contract for the management of its property and to delegate such powers and duties of the corporation as the Board deems lawful and appropriate.

4.3.6. To employ personnel to perform the services authorized by these Articles and by the Bylaws of the Association, and the Declaration.

4.3.7. To purchase insurance upon its property for the protection of the Association and its members.

4.3.8. To reconstruct improvements constructed on its property after casualty or other loss.

4.3.9. To make additional improvements to its property, subject to such limitations as exist in the governing documents.

**ARTICLE V  
MEMBERS**

Section 5.1. The members of this Association shall consist of all owners of record title to Parcels in Pointe Alexis.

Section 5.2. Membership in this Association cannot be transferred in any manner except as may be provided in the Bylaws and the Declaration.

Each Parcel shall be entitled to one (1) vote. When more than one (1) person holds an ownership interest in any Parcel, the vote for such Parcel shall be exercised as the owners of all such interests determine among themselves, but in no event shall more than one (1) vote be cast with respect to each Parcel. In the event of a disagreement among such persons and an attempt by two (2) or more of them to cast the vote of such Parcel, such vote shall not be recognized and the Parcel shall not be counted for any purpose until such dispute is resolved.

#### ARTICLE VI TERM

This corporation shall exist perpetually.

#### ARTICLE VII BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) Directors nor more than nine (9) Directors, as further defined in the Bylaws.

The Directors of the Association shall be elected at the time and in the manner provided for in the Bylaws.

#### ARTICLE VIII OFFICERS

The officers of the Association shall consist of a President, one (1) or more Vice Presidents, a Secretary, and a Treasurer. The officers in the Association shall be elected by the Board of Directors of the Association in accordance with the provisions of the Bylaws of the Association. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

#### ARTICLE IX INDEMNIFICATION

9.1 The Association shall indemnify every director and every officer, and all members of committees of the Association, including the heirs, executors and administrators of any such person, against all loss, cost and expense reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director, officer or committee member of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceedings, or determined by the Board in the event of a settlement, to have acted in bad faith, or to have been guilty of gross negligence or willful misconduct, or where the claim and related expenses arose out of actions outside the scope of the duties and responsibilities of such director or officer, or committee member.

9.2 In the case of a settlement, the Board of Directors shall determine the extent to which indemnification shall apply, based upon these same guidelines.

9.3 The foregoing rights shall be in addition to and not exclusive of all other rights to which such director, officer or committee member may be entitled.

9.4 The Association will not indemnify anyone to the extent that costs and fees are covered by any applicable insurance which such person or the Association may have. Also, the corporation will not be responsible for any costs or attorneys' fees incurred by such individual without the consent of the Association.

9.5 The Board of Directors will determine how the payment of any costs and fees is to be handled during the progress of any lawsuit or other proceeding brought against a person who may be entitled to be indemnified hereunder.

#### ARTICLE X DISPOSITION OF ASSETS UPON DISSOLUTION

Except as otherwise provided in the Declaration, no member, director or officer of the Association or other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association. Unless agreed to the contrary by seventy-five (75%) percent of the membership, upon dissolution of the Association, the assets of the Association which consists of property or facilities which are of benefit to the owners of property in Pointe Alexis shall be granted, conveyed and assigned to an appropriate public body, agency or agencies, utility or utilities or any one (1) or more of them or to any one (1) or more nonprofit associations, associations, trusts or other organizations to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No disposition of the Association's assets shall divest or diminish any right or title of any member vested in him under recorded covenants and restrictions applicable to such assets unless made in accordance with the provisions of such covenants.

#### ARTICLE XI AMENDMENT OF ARTICLES

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the members of the Association entitled to vote participating in the voting at a meeting, in person or by proxy, provided that a majority of the entire membership participates in the voting in order for the vote to be valid.

#### ARTICLE XII BYLAWS

The Association shall adopt and amend from time to time Bylaws governing the conduct of the affairs of the Association. The Bylaws shall be altered, amended or rescinded as provided in the Bylaws.

END OF AMENDED AND RESTATED ARTICLES OF INCORPORATION