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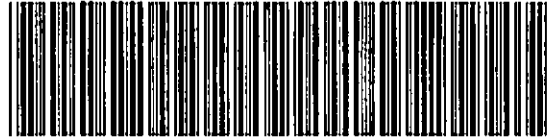
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A. RAMSEY  
MAR 02 2022

Mr. Kracht gave permission  
to add officer's names under  
their signature

Condominium, Homeowner  
and Cooperative Association

Kevin T. Wells, Esq.\*  
Paul E. Olah, Jr., Esq.\*\*  
Michael W. Cochran, Esq.



Civil Litigation  
Construction Litigation

Jackson C. Kracht, Esq.  
Joseph A. Gugino, Esq.  
Michael P. Wallach, Esq.  
Thomas A. Marino II, Esq.

February 16, 2022

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

Re: Articles of Incorporation  
Whisperwood/Highlands Condominium Association, Inc.

Dear Sir or Madam:

Please file the enclosed Amended and Restated Articles of Incorporation for the above-referenced corporation. Also enclosed is our firm check in the amount of \$43.75 for the filing fee. Please return a **certified copy** to the undersigned at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,

LAW OFFICES OF WELLS | OLAH | COCHRAN, P.A.

Jackson C. Kracht, Esq.,  
[jkracht@kevinwellspace.com](mailto:jkracht@kevinwellspace.com)

JCK/dmh  
Enclosures

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FILED  
TALLAHASSEE, FLORIDA  
CLERK OF THE COURT

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WHISPERWOOD/HIGHLANDS CONDOMINIUM ASSOCIATION, INC.**

These are the Amended and Restated Articles of Incorporation for Whisperwood/Highlands Condominium Association, Inc. originally filed with the Florida Department of State the 20th day of November 1985. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapter 617, Florida Statutes (2021).

**ARTICLE I  
NAME OF CORPORATION**

The name of this corporation shall be Whisperwood/Highlands Condominium Association, Inc., hereinafter referred to as the Association.

**ARTICLE II  
PURPOSE**

The of the Corporation shall be the operation and management of the affairs and property of the condominium known as WHISPERWOOD located on Hadfield Drive at The Highlands, Sarasota County, Florida (the "Condominium"), and to perform all acts provided in the Declaration of Condominium of said condominium and in the Florida Condominium Act (the "Act").

**ARTICLE III  
POWERS**

The powers of the Association shall include and be governed by the following provisions:

**3.1** The Association shall have all of the Common Law and statutory powers of a corporation not for profit pursuant to Chapter 617, Florida Statutes, not in conflict with the terms of these Articles and the Condominium Act.

**3.2** The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles, the Declaration of Condominium and the Bylaws, 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:

- a. To make and collect assessments against members as apartment owners to defray the costs, expenses and losses of the condominium.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. The maintenance, repair, replacement and operations of the condominium property.
- d. The purchase of insurance upon the condominium property and insurance for the protection of the Association and its members as apartment owners.
- e. The reconstruction of improvements after casualty and the further improvement of the property.

- f. To make and amend rules and regulations governing the sale, lease, rental, operation and use of the condominium property in accordance with the Florida Statutes, Declaration of Condominium and Bylaws of the Association.
- g. To approve or disapprove the transfer and ownership of units as may be provided by the Declaration of Condominium and the Bylaws.
- h. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of all property in the condominium.
- i. To contract for the management of the condominium and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Association.
- j. To contract for the management or operation of portions of the common elements susceptible to separate management or operation.
- k. To employ personnel to perform the services required for proper operations of the condominium.

**3.3** The Association shall not have the power to purchase a unit of the condominium except at sales in foreclosures of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount secured by its lien. This provision shall not be changed without unanimous approval of the members.

**3.4** All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

**3.5 Condominium property.** All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

**3.6 Distribution of income.** The Association shall make no distribution of income to its members, Directors or officers.

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

## **ARTICLE IV MEMBERS**

**4.1** The members of the Association shall consist of all of the record owners of units in the condominium. Membership in the Association shall terminate immediately upon

transfer of title of the Unit. Upon termination of membership, the former owner shall have no further rights in the Association; the Association's rights upon termination of a former owner's membership shall be as provided in the Declaration, including its rights to a money judgment against the former owner for any and all unpaid assessments or other monetary obligations, interest, late fees, and attorney's fees and costs of collection.

4.2 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance of the Unit.

4.3 The owner of each Unit shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by owners of a Unit and the manner of exercising voting rights shall be determined by the Bylaws of the Association. Where more than one Unit is owned by the same person or corporation, such person or corporation shall be entitled to one vote for each Unit owned.

## **ARTICLE V**

### **ARTICLE VI INCOME DISTRIBUTION**

No part of the income of the Association shall be distributable to its members, except as otherwise provided by the Declaration of Condominium or the Bylaws.

### **ARTICLE VII EXISTENCE**

The Association shall exist perpetually unless dissolved according to law.

### **ARTICLE VIII REGISTERED OFFICE AND REGISTERED AGENT**

The name and office address of the registered agent of the Association shall be determined by the board of directors from time-to-time.

## **ARTICLE IX DIRECTORS**

**9.1 Number and Qualification.** The property, business and affairs of the Association shall be managed by a board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors. Directors must be members or the spouse of a member of the Association.

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

**9.3 Election; removal.** Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws.

Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

## **ARTICLE X OFFICERS**

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

## **ARTICLE XI INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All officers and directors shall be indemnified by the Association against all expenses, liabilities, and attorney's fees (including attorney's fees for appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any officer or director be indemnified for his own willful misconduct or knowing violation of the provisions of the Florida Condominium Act. The association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

## **ARTICLE XII BYLAWS**

The Bylaws of this Corporation may be altered, amended or repealed in the manner provided in the Bylaws.

## **ARTICLE XIII AMENDMENTS**

These Articles may be amended in the following manner:

- 13.1 Proposal of Amendments.** An amendment may be proposed by either a majority of the Directors or by twenty-five percent (25%) of the entire voting interests.
- 13.2 Proposed Amendment Format.** Proposals to amend existing Articles of Incorporation shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be struck through. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER FOR PRESENT TEXT."
- 13.3 Notice.** Copies of proposed amendments shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.

- 13.4 Adoption of Amendments.** A resolution for the adoption of a proposed amendment may be adopted by a vote of two-thirds (2/3) of the voting interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present, or by the written agreement of two-thirds (2/3) of the entire voting interests. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for Association membership vote.
- 13.5 Effective Date.** An amendment when adopted shall become effective after being recorded in the Sarasota County Public Records according to law and filed with the Secretary of State according to law.
- 13.6 Automatic Amendment.** These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Declaration of Condominium. Whenever Chapter 718, Florida Statutes (2021) Chapter 617, Florida Statutes (2021) or other applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than set forth in these Articles, the Board may operate the Association pursuant to the less stringent requirements. The Board of Directors, without a vote of the owners, may adopt by majority vote, amendments to these Articles as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607, 617, and 718 of the Florida Statutes (2021), or such other statutes or administrative regulations as required for the operation of the Association, all as amended from time to time.
- 13.7 Proviso.** Provided, however, that no amendment shall change the configuration of any unit or the share in the common elements appurtenant to it, or increase the owner's share of the common expenses, unless the record owner of the unit concerned and all record owners of the mortgages on such apartment shall join in the execution of the amendment, and all other unit owners approve the amendment.

#### **ARTICLE XIV THE FLORIDA CONDOMINIUM ACT**

In the event of a conflict between the provisions of these Articles of Incorporation and the Florida Condominium Act, the terms and provisions of the Florida Condominium Act shall control and, to that extent, are Incorporated by reference herein, as amended from time to time.

#### **ARTICLES OF AMENDED AND RESTATED ARTICLES OF INCORPORATION**

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Whisperwood/Highlands Condominium Association, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 18th day of March, 2021.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:

WHISPERWOOD/HIGHLANDS  
CONDOMINIUM ASSOCIATION, INC.

(CORPORATE SEAL)

By: 

President Thomas Ranney

Attest: 

Secretary Toni Clark