

N12869

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

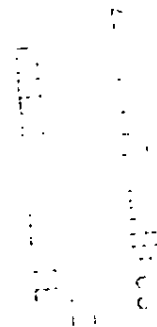
Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300404397773



Prepared by and Return to:
Leah E. Ellington, Esquire
Lobeck & Hanson, P.A.
2033 Main Street, Suite 403
Sarasota, Florida 34237
(941) 955-5622 (Telephone)
(941) 951-1469 (Facsimile)

CERTIFICATE OF AMENDMENT

AMENDED AND RESTATED ARTICLES OF INCORPORATION

HARBOUR CIRCLE AT LONGBOAT KEY CLUB ASSOCIATION, INC.

We hereby certify that the attached Amended and Restated Articles of Incorporation for Harbour Circle at Longboat Key Club Association, Inc. were approved and adopted at an Association Membership meeting held on February 13, 2023, by the affirmative vote of more than one-half of the entire Association Membership, which is sufficient for adoption pursuant to Article X of the Articles of Incorporation.

DATED this 28 day of FEBRUARY, 2023.

Signed, sealed and delivered
in the presence of:

sign: [Signature]

print: NEIL FLEET

sign: [Signature]

print: DAVID CROMWELL

HARBOUR CIRCLE AT LONGBOAT
KEY CLUB ASSOCIATION, INC.

By: [Signature]

Donald Stitzenberg, President

Signed, sealed and delivered
in the presence of:

sign: [Signature]

print: NEIL FLEET

sign: [Signature]

print: DAVID CROMWELL

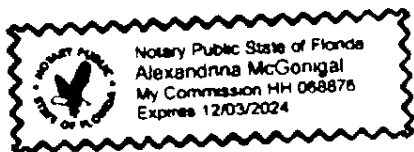
Attest: [Signature]

Arthur Wood, Secretary

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28th day of February 2023, by Donald Stitzenberg, as President of Harbour Circle at Longboat Key Club Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

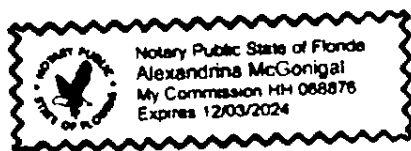


NOTARY PUBLIC

sign A. McGonigal
print Alexandrina McGonigal
State of Florida at Large (Seal)
My Commission expires: 12/3/24

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28th day of February 2023, by Arthur Wood, as Secretary of Harbour Circle at Longboat Key Club Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.



NOTARY PUBLIC

sign A. McGonigal
print Alexandrina McGonigal
State of Florida at Large (Seal)
My Commission expires: 12/3/24

Prepared by and return to:
Leah E. Ellington, Esquire
Lobeck & Hanson, P.A.
2033 Main Street, Suite 403
Sarasota, Florida 34237
(941) 955-5622 (Telephone)
(941) 951-1469 (Facsimile)

AMENDED AND RESTATED

ARTICLES OF INCORPORATION OF HARBOUR CIRCLE AT LONGBOAT KEY CLUB ASSOCIATION, INC.

These are the Articles of Incorporation of HARBOUR CIRCLE AT LONGBOAT KEY CLUB ASSOCIATION, INC., a not for profit corporation under Chapter 617 of the Florida Statutes.

ARTICLE I. NAME OF CORPORATION

The name of this corporation is HARBOUR CIRCLE AT LONGBOAT KEY CLUB ASSOCIATION, INC. (herein "the Association").

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Association shall be located at C/O ADVANCED MANAGEMENT OF SW FL, INC, 9031 Town Center Parkway, Bradenton, FL 34202. The mailing address of the Association is 595 Bay Isles Rd, Suite 200, Longboat Key, FL 34228. The Association Board of Directors (herein "the Board") may change the location of the principal office and mailing address of the Association from time to time.

ARTICLE III. DURATION

The Association shall have perpetual existence, unless the Association is terminated pursuant to the provisions of the Declaration and, in the event of such termination, the corporation shall be dissolved in accordance with the law.

ARTICLE IV. DEFINITIONS

Unless otherwise provided herein to the contrary, all terms used in these Articles of Incorporation shall have the same definitions and meanings as those set forth in the

Declaration of Restrictions for Harbour Oaks II recorded in the Public Records of Sarasota County, Florida, as such Declaration may be amended from time to time (herein "the Declaration").

ARTICLE V. PURPOSES

The general nature, objects and purposes of the Association are:

A. To promote the health, safety, and social welfare of the Owners of all Lots located within Harbour Oaks II, a subdivision in Sarasota County, Florida (herein "the Subdivision").

B. To maintain all portions of the Subdivision and improvements thereon for which the obligation to maintain and repair has been delegated to the Association by the "Declaration of Restrictions for Harbour Oaks II" (herein "the Restrictions"), which is recorded in the Public Records of Sarasota County, Florida.

C. To represent all of the Members of the Association at meetings of Bay Isles Association, Inc., a Florida corporation not for profit organized to manage and administer the use of certain areas set aside for the common use and benefit of all Owners in the "Bay Isles" planned unit development.

D. To carry out all of the duties and obligations assigned to it as a neighborhood property owners association under the terms of the Restrictions and the "Declaration of Maintenance Covenants and Restrictions on The Commons for Bay Isles" (herein "the Covenants").

E. To operate without profit and for the sole and exclusive benefit of its Members.

ARTICLE VI. POWERS

The Association shall make no distribution of income to and no dividend shall be paid to its Members, directors, or officers. The Association shall not have or issue shares of stock. The Association shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles of Incorporation, the Bylaws or the Restrictions. The Association shall have the power to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Restrictions, these Articles of Incorporation or the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Members and for the operation and maintenance of the Subdivision, which shall include, but not be limited to:

- A.** To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of, any and all real or personal property related to the purposes of activities of the Association; to make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association; and to do any and all other acts necessary or expedient for carrying on any and all of the activities of the Association and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.
- B.** To establish a budget and to fix assessments to be levied against all Lots which are subject to assessment pursuant to the Restrictions for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance, improvements, and replacements.
- C.** To place liens against any Lot subject to assessment for delinquent and unpaid assessments or charges and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments and charges for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.
- D.** To hold funds solely and exclusively for the benefit of the Members of the Association for the purposes set forth in these Articles of Incorporation.
- E.** To adopt, promulgate, and enforce rules, regulations, Bylaws, covenants, restrictions, and agreements in order to effectuate the purposes for which the Association is organized.
- F.** To delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors.
- G.** To charge recipients of services rendered by the Association and users of property of the Association where such is deemed appropriate by the Board of Directors.
- H.** To pay all taxes and other charges or assessments, if any, levied against property owned, leased, or used by the Association.
- I.** To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the terms and provisions of the Restrictions.
- J.** In general, to have all powers which may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

K. Assets Held in Trust. All funds and properties acquired by the Association and the proceeds thereof shall be held in trust for the Members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws of the Association.

L. Limitation on Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws of the Association.

ARTICLE VII. MEMBERSHIP AND VOTING RIGHTS.

A. EACH OWNER SHALL BE A MEMBER OF THE ASSOCIATION. The Members of this Association shall consist of all Owners of Lots in the Subdivision. Owners of such Lots shall automatically become Members upon acquisition of the fee simple title to their respective Lots. The Membership of any Member in the Association shall automatically terminate upon conveyance or other divestment of title to such Member's Lot, except that nothing herein contained shall be construed as terminating the Membership of any Member who may own two or more Lots so long as such Member still owns at least one Lot after conveyance or divestment.

B. INTEREST IN FUNDS AND ASSETS. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the Lot which is the basis of his Membership in the Association.

C. LIST OF MEMBERS. The Secretary of the Association shall maintain a list of the Members of the Association. Whenever any person or entity becomes entitled to Membership in the Association, it shall become such party's duty and obligation to so inform the Secretary in writing, giving his or her name, address and Lot number; provided, however, that any notice given to or vote accepted from the prior Owner of such Lot before receipt of written notification of change of ownership shall be deemed to be properly given or received. The Secretary may, but shall not be required to, search the Public Records of Sarasota County or make other inquiry to determine the status and correctness of the list of Members of the Association maintained by him or her and shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

D. Each Lot in the Subdivision shall be entitled to one vote in all Association matters submitted to the Membership, and the Owner of the Lot shall be entitled to cast the vote in his or her discretion.

ARTICLE VIII. BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting of at least three and not more than seven Directors. The Directors shall be Members or the spouse of a Member of the Association.

B. All Directors shall be elected by the Members. Elections shall be by plurality vote.

C. All Directors shall be elected on a staggered two-year-term basis. At each annual meeting of Members, Directors shall be elected for two-year terms to fill the vacancies of those Directors whose terms are then expiring. Except as hereinafter provided, the term of each elected Director shall expire upon the election of his or her successor at the next succeeding annual meeting of Members. In the event additional Directors are elected at an annual meeting to fill new directorships created by expansion of the Board, such Directors shall be elected, in the manner set forth above, for one or two-year terms as may be appropriate to make even, or as nearly as even as possible, the number of Directors serving one and two-year terms. Each elected Director shall serve until his or her respective successor has been duly elected and qualified, or until his or her earlier resignation, removal, or death.

D. Any elected Director may be removed from office with or without cause by majority vote of the Members, but not otherwise.

ARTICLE IX. INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and Directors shall be indemnified by the Association for and against all expenses and liabilities, including counsel fees, reasonably incurred in connection with any proceeding (including appellate proceedings) or settlement thereof in which they become involved by reason of holding such office. In no event, however, shall any officer or Director be indemnified for his or her own willful misconduct or, with respect to any criminal proceeding, his or her own knowing violation of provisions of law. The Association may purchase and maintain insurance on behalf of all officers and Directors for 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 X. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Association is 9031 Town Center Parkway, Bradenton, FL 34202, and the name of the registered agent at that address is Mathew D. Wilson. The Board may change the Association's registered office and registered agent from time to time as permitted by law.

ARTICLE XI. BYLAWS

The Association Bylaws may be amended in the manner provided by the Bylaws.

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of the holders of more than one-half of the total votes of the Association Membership represented at any duly called Members' meeting at which a quorum is present.

ARTICLE XIII. BUDGET AND EXPENDITURES

The Association shall obtain funds with which to operate by annual assessment of its Members in accordance with the provisions of the Restrictions, as the same may be supplemented by the provisions of these Articles and the Association's Bylaws, all as amended from time to time. Accordingly, the Board of Directors shall annually adopt a budget for the operation of the Association for the ensuing year and for the purpose of levying assessments against all Lots subject to assessment, which budget shall be conclusive and binding upon all persons; provided, however, that the Board of Directors may thereafter at any time approve or ratify variations from such budget.

ARTICLE XIV. DISSOLUTION

A. Upon expiration of the term of the Restrictions, the Association may be dissolved upon a resolution to that effect being approved by the holders of two-thirds of the total votes of the Association Membership, and upon compliance with any applicable laws then in effect.

B. Upon dissolution of the Association, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be distributed in the following manner:

(1) Any property determined by the Board of Directors to be appropriate for dedication to any applicable municipal or other governmental authority may be dedicated to such authority provided the authority is willing to accept the dedication.

(2) Except as may be otherwise provided by the terms of the Restrictions, all remaining assets, or the proceeds from the sale of such assets, shall be apportioned among the Lots in the Subdivision in equal shares, and the share of each shall be distributed to the then Owners thereof.