

N14706

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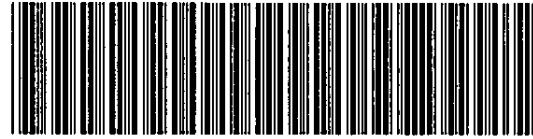
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14 MAY 12 PM 1:26

Amended
Restated
@ 5/27/14

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
VILLAS OF CEDAR CREEK OWNERS' ASSOCIATION, INC.**

14 MAY 12 PM 1:26

A Florida Corporation Not for Profit

These are the Amended and Restated Articles of Incorporation for the Villas of Cedar Creek Owners' Association, Inc. originally filed with the Florida Department of State on May 2, 1986.

**ARTICLE I
NAME**

The name of the corporation is VILLAS OF CEDAR CREEK OWNERS' ASSOCIATION, INC., hereinafter called the "Association".

**ARTICLE II
ADDRESS**

The principal office of the Association is located at the office of the Association's current Management Company, Advanced Management of SW Florida, Inc., 9031 Town Center Parkway, Bradenton, FL 34202, or as may be later changed via resolution of the Board of Directors.

**ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION**

Section 3.1 This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for ownership, operation, maintenance, preservation and architectural control of the Lots and Common Areas within that certain tract of real property known as CEDAR CREEK UNIT NO. IV described in the plats and surveys attached to the Declaration of Covenants and Restrictions recorded at Official Records Book 1991, Pages 1121, et. seq., of the Sarasota County Official Records and all amendments thereto; and to promote the health, safety and welfare of the residents within the above-described property and for these purposes to:

.1 Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in its Declaration as the same may be recorded in the Office of the Clerk of the Circuit Court, Sarasota County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

.2 Fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection

Exhibit B to the Amended and Restated Declaration of Covenants and Restrictions
(Amended and Restated Articles of Incorporation)

therewith and all office and other expenses incident to the conduct of business of the Association, including all license fees, taxes or governmental charges levied or imposed against the property of the Association;

.3 Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;

.4 Borrow money, and with the affirmative approval of a majority of the entire Membership, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

.5 Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation not specifically authorized in the Declaration shall have the assent of Members entitled to cast a majority of the votes;

.6 Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Laws of the State of Florida by law may now or hereafter have or exercise;

ARTICLE IV MEMBERSHIP

Every person or entity who is a record Owner of a fee or undivided fee interest in any Subdivision Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from Ownership of any Subdivision Lot which is subject to assessment by the Association. Membership is appurtenant to and inseparable from Ownership of the Subdivision Lot.

ARTICLE V VOTING RIGHTS

Each record title Owner of a Lot within the Association is entitled to one (1) vote for each such Lot owned. In the event of multiple Owners, i.e., more than one (1) person or entity constitutes the Owners of a single Lot; all such Owners shall be Members of the Association. The vote for such Lot shall be exercised as described in the Bylaws, provided, however, that under no circumstances shall more than one (1) vote be cast with respect to any one (1) Lot.

**ARTICLE VI
DIRECTORS**

Section 6.1 The affairs of the Association will be managed by a Board consisting of seven (7) Directors as more fully described in the Bylaws. All Directors must be Members of the Association or the spouse of a Member.

Section 6.2 Directors of the Association shall be elected at the annual meeting of the Membership in the manner described in the Bylaws. Directors may be removed and vacancies on the Board of Directors filled as provided in the Bylaws.

**ARTICLE VII
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 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.

**ARTICLE VIII
DISSOLUTION**

The Association may be voluntarily dissolved in accordance with the process described in Sections 617.1401, 617.1402 and 617.1403, Florida Statutes (2012) as the same may be amended or renumbered from time to time.

**ARTICLE IX
BYLAWS**

The initial Bylaws of the Association were adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

**ARTICLE X
DURATION**

The corporation shall exist perpetually.

**ARTICLE XI
AMENDMENTS**

Section 11.1 Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

- .1** Notice of the subject matter of a proposed amendment shall be included in the

notice of any meeting at which a proposed amendment is considered.

.2 A resolution approving a proposal amendment may be proposed either by the Board of Directors or by not less than twenty percent (20%) of the Members of the Association. Members not present in person at the Members' meeting considering the amendment may express their approval in writing, by proxy, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, approval of a proposed amendment must be by not less than a majority of the Members who are present at the Members' meeting either in person or by proxy.

.3 Provided, however, that no amendment shall make any changes in the qualifications of Membership or the voting rights of the Members without approval in writing by all Members, and the joinder of all record Owners of mortgages upon the Subdivision Lots. No amendment shall be made that is in conflict with the Association's Declaration or the laws of the State of Florida.

.4 A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of the Articles of Incorporation, which certificate shall be executed by the appropriate Officers of the Association with the formalities of a deed. The amendment shall be effective when such certificate and amendment are filed with the Secretary of State and recorded in the Public Records of Sarasota County, Florida.

ARTICLE XII REGISTERED AGENT

The name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

ACTIVE: 4506257_1

Articles of Amendment
to
Articles of Incorporation
of

Villas of Cedar Creek Owners' Association, Inc.

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

N14706

(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: _____

(Florida street address)

New Registered Office 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

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
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4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Please see attached Amended and Restated Articles of Incorporation.

The date of each amendment(s) adoption: December 3, 2013, if other than the date this document was signed.

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: 5/21/14
Signature: [Signature]
(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)

Jack Griffis
(Typed or printed name of person signing)
President
(Title of person signing)