

N 17420

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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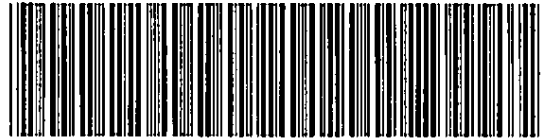
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*Amended &  
Restated*

03/01/21--01012--009 \*\*35.00

FILED  
2021 APR -1 AM 10:51

*This document was filed  
exactly as it is in  
Clerk of Court's office  
MAY 20 2021*

A RAMSEY

*\*00789, 01173, 00671  
00524*

*I did not remove  
the words Exhibit A  
(as requested by the*



RECEIVED

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

2021 MAY 12 AM 11:54

SECRETARY OF STATE  
TALLAHASSEE, FL

May 3, 2021

BENNETT L. RABIN, ESQ.  
RABIN PARKER GURLEY, P.A.  
28059 U.S. HIGHWAY 19 NORTH, SUITE 301  
CLEARWATER, FL 33761

SUBJECT: OAKLEAF CLUSTER HOMEOWNERS ASSOCIATION, INC.  
Ref. Number: N17420

We have received your document for OAKLEAF CLUSTER HOMEOWNERS 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):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

I have enclosed a Restated Articles form for your convenience.

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) 245-6050.

Annette Ramsey  
OPS

Letter Number: 721A00009097



May 10, 2021

Florida Department of State  
Division of Corporations – **Amendment Section**  
P.O. Box 6327  
Tallahassee, Florida 32314

**Name of Corporation:** Oakleaf Cluster Homeowners Association, Inc.  
**Document Number:** N17240  
**Our Matter No:** 10313-001

Dear Sirs:

Please find enclosed *Amended and Restated Articles of Amendment*. This has been and is being re-submitted as Articles of Amendment. Your office previously received check #9897 in the amount of \$35.00, payable to the Florida Department of State for the Filing Fee. Please file and return all correspondence concerning this matter to the following:

Rabin Parker Gurley, P.A.  
Attn: Bennett L. Rabin, Esquire  
28059 U.S. Highway 19 N, Suite 301  
Clearwater, Florida 33761

For further information concerning this matter, please call my paralegal, Ashley Eames, at 727-475-5535.

Thank you for your attention to this matter.

Sincerely,

Bennett L. Rabin, Esquire  
BLR/cm  
Enclosures

Manatee and Sarasota Counties  
8470 Enterprise Circle  
Suite 309  
Lakewood Ranch, Florida 34202  
(941) 306-3964  
☐ Reply to this Address

Pinellas County  
28059 US Highway 19 North  
Suite 301  
Clearwater, Florida 33761  
(727) 475-5535  
☒ Reply to this Address

Hillsborough and Pasco Counties  
3632 Land O' Lakes Boulevard  
Suite 105-7\* (By Appointment)  
Land O' Lakes, Florida 34639  
(813) 805-8209  
☐ Reply to this Address

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Oakleaf Cluster Homeowners Association, Inc.

**DOCUMENT NUMBER:** N17420

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Bennett L. Rabin, Esquire

\_\_\_\_\_  
(Name of Contact Person)

Rabin Parker Gurley, P.A.

\_\_\_\_\_  
(Firm/ Company)

28059 U.S. Highway 19 North, Suite 301

\_\_\_\_\_  
(Address)

Clearwater, Florida 33761

\_\_\_\_\_  
(City/ State and Zip Code)

No Change

\_\_\_\_\_  
e-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cheryl Morrell, Paralegal/Legal Assistant to Bennett L. Rabin

727

475-5535

at

\_\_\_\_\_  
(Name of Contact Person)

\_\_\_\_\_  
(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|---|--|---|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

FILED  
2021 MAR -1 AM 10:51

EXHIBIT "A"

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
OAKLEAF CLUSTER HOMEOWNERS ASSOCIATION, INC.  
(a corporation not for profit)

*Substantial rewording of the Articles of Incorporation.  
Please see existing Articles of Incorporation for present text.*

This document consolidates, restates, amends, supersedes and replaces the Articles of Incorporation of Oakleaf Cluster Homeowners Association, Inc., which were originally filed with State of Florida, Department of State on October 21, 1986 and originally recorded in Pinellas County, Florida Official Records Book 6342, Page 520, as Exhibit C of the Declaration of Restrictions of Oakleaf Cluster Homes.

ARTICLE 1. NAME AND ADDRESS. The name of this corporation is Oakleaf Cluster Homeowners Association, Inc., hereinafter "Association." The principal place of business shall be designated from time to time by the Board of Directors.

ARTICLE 2. DEFINITIONS. The terms used herein shall be as defined in Chapter 720 of the Florida Statutes, hereinafter referred to as the "Homeowners Association Act," and the Declaration.

ARTICLE 3. PURPOSE. The purpose for which the Association is organized is to provide an entity for the operation of the community known as Oakleaf Cluster Homes ("Property"), created pursuant to the Homeowners Association Act; to transact all business necessary and proper in connection with the operation of the Property for the mutual benefit of its members; to operate said Property for the sole use and benefit of its members; to perform any other act for the well-being of its members; and to perform any other act in maintaining an atmosphere of community and high standard of occupancy by and for its members. The Association shall also have such power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by Florida Statutes, Chapter 617, the "Florida Not-for-Profit Corporation Act" and the Homeowners Association Act, both as amended from time to time. The Association shall not be operated for profit, no dividends shall be paid, and no part of the income of the Association shall be distributed to its members, directors, or officers.

ARTICLE 4. POWERS. The corporation shall have all of the common law and statutory powers of a corporation not-for-profit, and all of the powers of homeowners associations under the Homeowners Association Act, and all of the powers reasonably necessary to implement the purposes of the corporation, which are not in conflict with the terms of these Articles, the Declaration, and the Bylaws of this corporation, all as amended from time to time.

ARTICLE 5. EXISTENCE. The Association shall have perpetual existence.

ARTICLE 6. BOARD OF DIRECTORS.

6.1 The affairs of the Association shall be managed by a Board of Directors. The number of Directors shall be as set forth in the Bylaws of the Association.

6.2 The Board of Directors shall be elected at the annual meeting of members in the manner determined by the Bylaws of the Association and applicable Florida Statutes.

ARTICLE 7. INDEMNIFICATION. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such director or officer in connection with any proceeding or the settlement of any proceeding to which such director or officer may be a party, or may be involved by reason of being or having been a director or officer of the Association, whether or not such individual is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of gross negligence or willful misfeasance in the performance of his or her duties, or in such cases where the proceeding arose out of actions taken outside the scope of the duties or office of the person involved. In the event of a settlement, the Board of Directors is entitled to make the determination of whether indemnification taken under this section is appropriate. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such director or officer may be entitled.

ARTICLE 8. MEMBERS.

8.1 The members of the Association shall consist of all owners of lots within Oakleaf Cluster Homes.

8.2 Membership shall be acquired by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing record title to a lot. The lot owner(s) designated in such deed or other instrument shall thereupon become member(s) of the Association, and the membership of the prior owner(s) of the lot shall be terminated.

8.3 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 to a lot.

8.4 The total number of votes ("voting interests") is equal to the total number of lots within Oakleaf Cluster Homes and is not divisible.

8.5 Voting Lot owners are entitled to one (1) vote for each lot owned. If a lot is owned by one (1) natural person, individually or as trustee, the right to vote shall be established by the record title to the lot. If a lot is owned jointly by two (2) or more persons, that lot's vote may be cast by any of the owners provided only one (1) vote shall be cast. If multiple owners of a lot cannot agree how to vote, and attempt to cast votes which are in conflict with those cast by another owner, the vote for that lot will not be counted. The vote of a lot owner who is not a natural person, shall be cast by any officer of a corporation, or any partner or managing agent of another type of entity.

8.6 There shall be no cumulative voting.

8.7 Any matter of controversy or dispute between members or between a member and the Association shall be settled in accordance with applicable Florida Statutes.

8.8 The members of this Association shall be subject to all of the covenants, conditions, and restrictions contained in the Declaration, these Articles of Incorporation, the Bylaws of the Association, and rules and regulations, as may be amended from time to time.

ARTICLE 9. BYLAWS. The operation of the Association shall be defined in the Bylaws.

ARTICLE 10. AMENDMENTS. These Articles of Incorporation may be amended from time to time by affirmative vote of a majority of the members who are entitled to vote.

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END OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

Prepared by and return to  
Monique E. Parker Gurley, Esq.  
Rabin Parker, P.A.  
28059 U.S. 19 North, Suite 501  
Clearwater, Florida 33761

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF  
INCORPORATION OF OAKLEAF CLUSTER HOMEOWNERS  
ASSOCIATION, INC.

I hereby certify, in accordance with the requirements of the applicable Florida Statutes and the governing documents of the Association, the Articles of Incorporation of Oakleaf Cluster Homeowners Association, Inc., recorded in Official Records Book 6342, Page 520, et seq., in the Public Records of Pinellas County, Florida was amended at a duly called meeting of the members of Oakleaf Cluster Homeowners Association, Inc., on December 5, 2020. The adopted Amended and Restated Articles of Incorporation of Oakleaf Cluster Homeowners Association, Inc., is attached hereto as Exhibit "A." The original Declaration of Restrictions for Oakleaf Cluster Homes, is recorded in Official Records Book 6342, Page 503 in the Public Records of Pinellas County.

IN WITNESS WHEREOF, the Oakleaf Cluster Homeowners Association, Inc., has caused this instrument to be signed by its duly authorized officer on this 28 day of January, 2021.



(Signature of Witness #1)

Kim Tronzo

(Printed Name of Witness #1)

Carrie Ann Vadino

(Signature of Witness #2)

Carrie Ann Vadino

(Printed Name of Witness #2)

OAKLEAF CLUSTER HOMEOWNERS  
ASSOCIATION, INC.

By: Debbie L. Frank

Debbie L. Frank (Signature)  
President

(Printed Name and Title)

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 28 day of January, 2021, by Debbie L. Frank as President of Oakleaf Cluster Homeowners Association, Inc., on behalf of the corporation, and ☒ is personally known to me or ☐ has produced \_\_\_\_\_ as identification.

My Commission Expires: 3-2-2024

Carrie Ann Vadino  
NOTARY PUBLIC - State of Florida at Large

