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Shareholder
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Becker

Becker & Poliakoff
6230 University Parkway
Suite 204
Sarasota, Florida 34240

May 29, 2018

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

Re: Articles of Amended and Restated Articles of Incorporation
Lionshead Homeowners' Association, Inc. / Document Number N17591
Client/Matter No. L19417-344375

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Amended and Restated Articles of Incorporation for the above-referenced Association. A check for \$35.00 is also enclosed for the filing fee.

Please file and return the filed copy to my attention. A self-addressed stamped envelope is enclosed for your convenience.

Please feel free to call me should you have any questions regarding this matter.

Sincerely,



KEVIN L. EDWARDS
For the Firm

KLE/v

Enclosures (as stated)

ACTIVE L19417/344375-10960836_1

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

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

FIRST: The name of the corporation is Lionshead Homeowners' 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 5th day of April, 2018.

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

WITNESSES:

(TWO)

LIONSHEAD HOMEOWNERS'
ASSOCIATION, INC.

Signature

Printed Name

Signature

Printed Name

BY:

D'Anne Nelson, President

Date:

(CORPORATE SEAL)

STATE OF FLORIDA)

COUNTY OF Manatee)

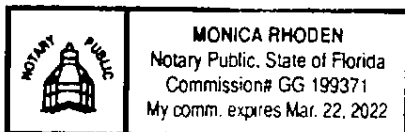
) SS:

The foregoing instrument was acknowledged before me this 18th day of May 2018, by D'Anne Nelson as President of Lionshead Homeowners' Association, Inc., a Florida Corporation, on behalf of the corporation. She is personally known to me or has produced (type of identification) Florida Driver License as identification.

Notary Public

Printed Name

My commission expires: 3/22/22



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2018 AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LIONSHEAD HOMEOWNERS' ASSOCIATION, INC.

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****SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION
SEE CURRENT ARTICLES OF INCORPORATION FOR PRESENT TEXT****

These are the 2018 Amended and Restated Articles of Incorporation of Lionshead Homeowners' Association, Inc., originally filed with the Florida Department of State on the 30th day of October 1986, under Document Number N17591.

1. **NAME AND MAILING ADDRESS.** The name of the corporation is LIONSHEAD HOMEOWNERS' ASSOCIATION, INC. The address of the Association is 4107 59th PL E, Bradenton, FL 34203. The Directors of the Association may change the location of the principal office or mailing address from time to time.

For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Covenants, Conditions, Easements and Restrictions as "Declaration," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

2. **PURPOSE.** The purpose for which the Association is organized is to serve as a "Homeowners' Association" as described in Section 720.301, Florida Statutes, including but not limited to the power to operate, administer, and manage the Common Areas in the Association in accordance with the Declaration and other Governing Documents, and to provide for the architectural control and the administration and enforcement of covenants and restrictions applicable to the Lots within the Association.

3. **DEFINITIONS.** The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration and Chapters 720 and 617, respectively, of the Florida Statutes, all as may be subsequently amended from time to time.

4. **POWERS.** The powers of the Association shall include the following:

4.1 **General.** The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of the Declaration, these Articles or of the Bylaws.

4.2 **Enumeration.** The Association shall have all the powers and duties set forth in Chapters 617 and 720, Florida Statutes, as amended from time to time, except as they may be limited by the Declaration and as it may be amended from time to time, these Articles and as they may be amended from time to time, and the Bylaws and as they may be amended from time to time, including but not limited to the following:

4.2.1 To make and collect Assessments and Charges against Members as Owners

of Lots within the Lionshead Subdivision, and to use the proceeds thereof in the exercise of its powers and duties.

4.2.2 To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Association.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Common Areas and other property acquired or leased by the Association for use by Owners.

4.2.4 To purchase insurance upon the Association's property and insurance for the protection of the Association, its Officers, Directors, and other persons or entities deemed appropriate by the Association.

4.2.5 To make and amend Rules and Regulations concerning the transfer, use, appearance, maintenance, and occupancy of the Lots, the dwellings and improvements thereon, and the Common Areas, and to enact rules, policies, and resolutions pertaining to the operation of the Association, subject to any limitations contained in the Declaration.

4.2.6 To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, and the Rules and Regulations.

4.2.7 To contract for the management of the Association and any facilities used by the Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific approval of the Board of Directors or the membership of the Association.

4.2.8 To employ personnel to perform the services required for proper operation of the Association.

4.2.9 To make contracts and incur liabilities, borrow money at such rates of interest as the Board may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, Assessments, special Assessments, income or rights.

4.3 Association 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.

4.4 Distribution of Income. The Association shall make no distribution of income to its Members, Directors or Officers.

4.5 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.

5. MEMBERS AND VOTING. The qualification of Members, the manner of their admission to membership and voting by Members shall be as follows:

5.1 Members. The membership of the Association shall be comprised of the Owner Members. Membership shall be established as follows:

5.1.1 Owner Members. The Owner of every Lot shall become an Owner Member upon recordation in the Public Records of an instrument establishing the ownership by said Owner of such Lot. Each such Owner shall notify this Association of said recordation within thirty (30) days thereof and shall transmit to the Association true copies of such instrument.

5.2 Voting Rights. The voting rights of the Members shall be as follows:

5.2.1 Number of Votes. Each Lot is entitled to one (1) vote. If a Lot is owned by multiple individuals, such as a husband and wife, any record Owner may vote on behalf of the Lot. If a Lot is owned by a corporation, any officer may vote on behalf of said corporation. If a Lot is owned by a partnership, any general partner may vote on behalf of the partnership. If a Lot is owned in trust, any trustee of a trust shall be entitled to vote. If a Lot is owned by a limited liability company, any member, manager or officer may vote on behalf of the limited liability company. Any person with apparent authority asserting the right to vote on behalf of a Lot owned by an artificial entity shall be presumed to be entitled to vote on behalf of said Lot, unless the Lot has filed voting instructions with the Association designating some other person entitled to vote or if the Association has reasonable cause to believe such person is not eligible to vote. If multiple Owners or non-individual Owners of a Lot cannot agree on how a vote is to be cast, the vote shall not be counted as to the issue upon which disagreement exists. Voting certificates are not necessary.

5.3 Each and every Member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the Governing Documents.

6. TERM OF EXISTENCE. The Association shall have perpetual existence; however, if the Association is dissolved, the property consisting of the Surface Water Management System will be conveyed to an appropriate agency of local government. If this is not accepted, then the Surface Water Management System will be dedicated to a similar non-profit corporation.

7. 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.

8. DIRECTORS.

8.1 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.

8.2 Duties and Powers. All of the duties and powers of the Association existing under

the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, or as may be delegated to its Officers, agents, contractors or employees, subject only to approval by Members when such approval is specifically required.

8.3 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.

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

10. AMENDMENTS. These Articles may be amended in the following manner:

10.1 Proposal of Amendments. An amendment may be proposed by the President of the Association, the Directors, or by ten percent (10%) of the entire Voting Interests.

10.2 Notice. The subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

10.3 Adoption. An amendment so proposed may be adopted by a vote of a majority 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. Amendments correcting errors, omissions, scrivener's errors, violations of applicable law, or conflicts between the Governing Documents, may be executed by the Officers of the Association, upon Board approval, without need for Association membership vote.

10.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Lee County, Florida.

11. INDEMNIFICATION.

11.1 Indemnity. The Association shall indemnify any Officer, Director, or Committee Member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, Officer, or Committee Member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere*

or its equivalent shall not, of itself, create a presumption that the person failed to act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and Committee Members as permitted by Florida law. In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association.

11.2 Defense. To the extent that a Director, Officer, or Committee Member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 11.1 above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

11.3 Advances. Reasonable expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, or Committee Member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by this Article 11. However, if the Board, by majority vote, determines that the person seeking advancement did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, the Association shall not be obligated to pay for any expenses incurred prior to the final disposition of the subject action.

11.4 Miscellaneous. The indemnification provided by this Article 11 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or Committee Member and shall inure to the benefit of the heirs and personal representatives of such person.

11.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee Member, employee, or agent of the Association, or a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the duty to indemnify him against such liability under the provisions of this Article.

12. REGISTERED AGENT. The Association has appointed Becker & Poliakoff, P.A., 6230 University Parkway, Suite 204, Sarasota FL 34240 as its registered office and registered agent. The Board may change the registered agent and registered office from time to time as permitted by law.