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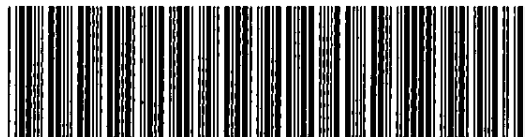
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March 26, 2008

Reply To:
Sarasota
Kevin L Edwards, Esq.
kedwards@becker-poliakoff.com

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

Re: Articles of Amendment – The Manors of Prestancia Homeowner's
Association, Inc.
Client/Matter No. M11661-114328

Dear Sir/Madam:

Enclosed please the original and one copy of the of the Articles of Amendment to
the Articles of Incorporation of The Manors of Prestancia Homeowner's
Association, Inc. A check for \$35.00 is also enclosed for the filing fee.

Please file and return a 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 yours,


KEVIN L. EDWARDS

KLE/ms
Enclosure (as stated)

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

(Document number of corporation (if known))

NEW CORPORATE NAME (if changing):

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (**BE SPECIFIC**)

Please see attached Amended and Restated Articles of Incorporation.

(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: February 25, 2008

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 was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature Barbara V Leifer
(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.)

Barbara V. Leifer
(Typed or printed name of person signing)

Vice President
(Title of person signing)

FILING FEE: \$35

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE MANORS OF PRESTANCIA HOMEOWNER'S ASSOCIATION, INC.
(A CORPORATION-NOT-FOR PROFIT)**

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

These are the Amended and Restated Articles of Incorporation for The Manors of Prestancia Homeowner's Association, Inc. originally filed with the Florida Secretary of State on April 8, 1987. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapter 617, Florida Statutes (2007).

**ARTICLE I
DEFINITIONS**

All terms which are defined in the Amended and Restated Declaration of Protective Covenants, Conditions, and Restrictions of THE MANORS ("the Neighborhood Declaration") are incorporated herein. Wherever in these Documents the context so requires, the singular number shall include the plural, and the converse; and the use of any gender shall be deemed to include both genders.

**ARTICLE II
NAME**

The name of this corporation is The Manors of Prestancia Homeowner's Association, Inc. (hereafter referred to as "THE MANORS" or "Association"), whose address is currently c/o The Barlow Group, Inc., 3412 Clark Road, PMB 236, Sarasota, FL 34231.

**ARTICLE III
PURPOSES**

The purposes for which this Association is organized are to operate and manage the affairs and property of THE MANORS; to take title to, operate, administer, manage, and maintain Neighborhood Common Areas and Elements and such other property as is made the responsibility of the Association in accordance with its governing documents and to conduct any lawful business permitted under the laws of the State of Florida for a corporation-not-for-profit in order to carry out and enforce the covenants and restrictions within its governing documents. The Association is not a condominium under Chapter 718, Florida Statutes.

**ARTICLE IV
POWERS**

The Association, through its Board of Directors, shall have all the common law and statutory powers of a corporation-not-for-profit and all of the powers reasonably necessary to implement the purposes of The Association including, but not limited to, the following:

- a. to perform any act required or contemplated by it under its governing documents,
- b. to make, establish, amend and enforce reasonable rules and regulations governing the use of THE MANORS or any portion thereof including without limitation the

EXHIBIT

A

Neighborhood Common Areas. Neighborhood Common Areas are defined as the entrance area, all islands, the Manors wall, and all roads within THE MANORS.

c. to make, levy, and collect Assessments for the purpose of obtaining funds for the payment of Neighborhood expenses in the manner provided in the Neighborhood Declaration, and to use and expand the proceeds of such Assessments in the exercise of the powers and duties of the Association.

d. to maintain, repair, replace, operate, and manage those portions of THE MANORS that it is required to maintain, repair, replace, operate and manage in accordance with the Neighborhood Governing Documents,

e. to enforce the provisions of the Neighborhood Governing Documents,

f. to construct improvements to THE MANORS in accordance with the Neighborhood Governing Documents,

g. to employ personnel and to retain independent contractors and professionals; and to enter into contracts to provide for the maintenance, operation and management of the Association and its property;

h. to enter into any other contracts consistent with the purpose of the Association including, but not limited to, contracts with respect to the installation, maintenance and operation of a surveillance system, should it be required in the future,

i. to contract with professional management and to delegate to such parties certain powers and duties of the Association; and

j. to borrow money and execute evidences of indebtedness for common expenses of the Association.

ARTICLE V VOTING RIGHTS

Each household shall be entitled to one vote at Association meetings notwithstanding that the same Lot Owner may own more than one Lot. In the event of residency of a Household, other than sole individual ownership, the vote to which that Household is entitled shall be exercised by written agreement of all parties with an ownership interest, in the form of a Voting Certificate.

ARTICLE VI INCOME DISTRIBUTION

No part of the income of the Association shall be distributable to its Lot Owners.

ARTICLE VII EXISTENCE

The Association shall exist perpetually unless dissolved according to law.

**ARTICLE VIII
REGISTERED OFFICE AND REGISTERED AGENT**

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

**ARTICLE IX
NUMBER OF DIRECTORS**

The business of the Association shall be conducted by a Board of Directors which shall consist of no fewer than five (5) persons, and no more than nine (9) persons, as shall be designated by the Bylaws, and elected at the annual meeting. All Board Members must be Lot Owners or the spouse or domestic partner of a Lot Owner.

**ARTICLE X
BOARD OF DIRECTORS AND OFFICERS**

The names and addresses of all board members will be published each year in the annual MANORS Directory.

**ARTICLE XI
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All officers and directors shall be indemnified by the Association against all expenses and liabilities including attorneys' fees (including appellate proceedings) reasonably incurred in connection with any proceeding or Board approved settlement thereof in which they may become involved by reason of holding such office.

The Association must 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. Notwithstanding anything contained herein to the contrary, in instances where the officer or director admits or is adjudged guilty of willful malfeasance in the performance of his duties, the indemnification provisions provided herein shall NOT apply.

**ARTICLE XII
BYLAWS**

The Bylaws of the Association may be altered, amended or rescinded by the Board of Directors in the manner provided by the Bylaws. In the event of a conflict between the provisions of the Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

**ARTICLE XIII
AMENDMENTS**

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by:

(i) 75% of all votes cast by Lot Owners of the Association taken at a special or Annual Meeting of the Lot Owners once a quorum has been established. **For example, there are 74 Lots within the Association. A quorum is defined in the Bylaws as 30% of all Lot**

Owners entitled to vote. Thus, there must be at least 23 Lot Owners present in person or by proxy to conduct business at a Lot Owner meeting. If a bare minimum quorum is established (which would be 23 Lot Owners) then 75% of those 23 Lot Owners (which would be 18 Lot Owners) must vote in favor of amending the Articles. If more than the bare minimum of 23 Lot Owners appear in person or by proxy at a Lot Owner meeting, it would take 75% of that higher number to vote in favor of amending the Articles.

Lot Owners will be duly notified of any such meeting in the manner provided in the Bylaws, said notification having set forth the proposed amendment or a summary of the proposed changes, or

(ii) a written statement signed by all Directors and a simple majority of the Lot Owners of the Association. All rights conferred upon the Lot Owners herein are granted subject to this reservation. Notwithstanding the foregoing, no amendment may be made to these Articles that shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Neighborhood Declaration.

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