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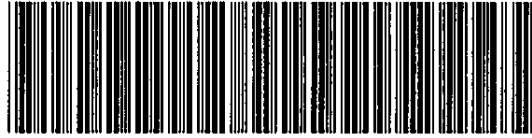
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*Amend + Petition*  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Roberts DEC 19 2006



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December 11, 2006

Reply To:  
Sarasota  
Kevin L Edwards, Esq.  
Direct dial: (941) 953-7404  
kedwards@becker-poliakoff.com

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

Re: Articles of Amendment/Chimney Creek Association, Inc.  
Client/Matter No. C08050-25274

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Amendment to Articles of Incorporation of Chimney Creek Association. 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)

SAR\_DB: 140615\_1

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CHIMNEY CREEK ASSOCIATION, INC.**

FILED  
06 DEC 15 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Substantial Rewrite of the Articles of Incorporation. See original Articles and prior amendments for current text.*

**ARTICLE I  
NAME OF CORPORATION AND PRINCIPAL ADDRESS**

The name of this corporation is CHIMNEY CREEK ASSOCIATION, INC., hereinafter referred to as Association. The principal office of said corporation is located at various addresses as designated by the Board of Directors. The Directors of the Association may change the location of the principal office of said Association from time to time.

**ARTICLE II  
PURPOSES**

**PURPOSES:** This corporation shall operate and manage the affairs and property of the subdivision known as Chimney Creek Subdivision located in Sarasota County, Florida, and to perform all acts provided in the Declaration of Maintenance and Land Use Provisions and the Florida Homeowners Act, Chapter 720, Florida Statutes.

**ARTICLE III  
POWERS**

The Association shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Florida Homeowners Act and the Declaration of Maintenance and Land Use Provisions, as amended from time to time, except as may be limited or otherwise provided by these Articles.

**ARTICLE IV  
MEMBERS**

All persons owning a vested present interest in the fee title to any of the lots within the Subdivision, which interest is evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates, except that upon termination of the entire project, the membership shall



consist of those who were members at the time of each conveyance of the respective lots to the Association, or its designee, as provided in said Declaration of Maintenance and Land Use Provisions.

After the Association approves of a conveyance of a lot as provided in the Declaration of Maintenance and Land Use Provisions, the change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a copy of the deed or other instrument of conveyance.

## **ARTICLE V VOTING RIGHTS**

Each entire lot shall be entitled to one (1) vote at Association meetings, notwithstanding that the same owner may own more than one (1) lot or that lots may be joined together and occupied by one (1) owner. In the event of joint ownership of a lot, the vote to which that lot is entitled shall be exercised by one (1) of such joint owners by written agreement of the remainder of the joint owners.

## **ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Association shall be determined by the Board of Directors and may change from time to time as permitted by law.

## **ARTICLE VII EXISTENCE**

**TERM OF EXISTENCE:** The term for which this corporation is to exist shall be perpetual, unless dissolved according to law.

## **ARTICLE VIII BOARD OF DIRECTORS**

**OFFICERS AND DIRECTORS:** The affairs of this corporation shall be managed by a governing board called the Board of Directors, who shall be elected and serve in accordance with the Bylaws.

## **ARTICLE IX BYLAWS**

BY-LAWS: The By-Laws of this corporation may be amended, altered or rescinded in the manner provided in such Bylaws.

## **ARTICLE X AMENDMENTS**

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation. Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is considered.
- (B) An amendment may be proposed either by the Board of Directors or by not less than twenty (20%) percent of the voting interest of the Association.
- (C) Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the members present and voting at a meeting at which a quorum has been obtained. Alternatively, amendments may be approved by a majority of the entire membership, in writing, in lieu of a meeting.
- (D) An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Sarasota County, Florida.

## **ARTICLE XI INDEMNIFICATION OF OFFICERS AND DIRECTORS**

A. Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, 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 proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor 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 (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings 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 did not 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, 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.

B. Expenses. 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 Article XI(A) 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.

C. Advances. 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 proceedings upon receipt of an undertaking by or on behalf of the affected director, officer, or committee member to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article XI, or as otherwise permitted by law.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member 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 power to indemnify him against such liability under the provisions of this Article. Notwithstanding anything in this Article XI to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CHIMNEY CREEK ASSOCIATION, INC.**

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendment(s) adopted: Amended and Restated Articles of Incorporation of  
Chimney Creek Association, Inc.

SECOND: The date of adoption of the amendment(s) was: November 19, 2006.

THIRD: Adoption of Amendment (Check One)

  X   The amendments 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.

Dated: DEC 11, 2006.

CHIMNEY CREEK ASSOCIATION, INC.

Edward Pereira  
(Chairman, Vice-Chairman, President or other officer)

EDWARD PEREIRA  
Typed or printed name

PRESIDENT  
Title

Fee: \$35.00 payable "Department of State"