

N 20960

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DIVISION OF CORPORATIONS
11 JUN -3 PM 2:00

Amend & Rect.

C.COULLIETTE

JUN 07 2011

EXAMINER

**BECKER &
POLIAKOFF**

6230 University Parkway
Suite 204
Sarasota, Florida 34240
Phone: (941) 366-8826 Fax: (941) 907-0080

ADMINISTRATIVE OFFICE

3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
954-987-7550

WWW.BECKER-POLIAKOFF.COM
BP@BECKER-POLIAKOFF.COM

May 31, 2011

Reply To:
Sarasota
David G. Muller, Esq.
DMuller@becker-poliakoff.com

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

Re: Amended and Restated Articles of Amendment to Articles of
Incorporation – Park Forest, Phase I Owners Association, Inc.
Client/Matter No. P06363-220263

Dear Sir/Madam:

Enclosed please find the original and one copy of the Amended and Restated
Articles of Amendment to the Articles of Incorporation of Park Forest, Phase I,
Owners 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,



David G. Muller
For the Firm

DGM/ms
Enclosure (as stated)

ACTIVE: 3358816_1

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FORT WALTON BEACH

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PRAGUE, CZECH REPUBLIC

* by appointment only

Articles of Amendment
to
Articles of Incorporation
of

Park Forest, Phase I, Owners Association, Inc.

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

N20960

(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:

New Registered Office Address:

(Florida street 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*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUN -3 PM 2:00

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
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(attach additional sheets, if necessary). (Be specific)

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The date of each amendment(s) adoption: April 11, 2011
(date of adoption is required)

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 5-25-11

Signature Paul F. Manke

(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)

Paul Manke
(Typed or printed name of person signing)

President
(Title of person signing)

SUBSTANTIAL REWORDING OF THE ARTICLES OF INCORPORATION.
SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT.

EXHIBIT "A"

AMENDED AND RESTATED

ARTICLES OF INCORPORATION
OF
PARK FOREST, PHASE 1, OWNERS ASSOCIATION, INC.

WHEREAS, the original Articles of Incorporation of Park Forest Phase I Owners Association, Inc. were recorded in the Official Record, Book 1953, pp. 2377, on June 3, 1987, in the Public Records of Sarasota County, Florida, and

WHEREAS, the Articles were amended by an instrument filed in the Official Record Book 2263, page 12, in January, 1991, in the Public Records of Sarasota County, Florida, and

WHEREAS, these amended and restated Articles of Incorporation contain amendments to all the Articles but do not amend or modify provisions that would require approval by first mortgagees, and

WHEREAS, not less than a majority of the entire membership of the Board of Directors approved these amended and restated Articles of Incorporation at duly noticed Board meetings on January 10, 2011 and January 24, 2011, and

WHEREAS, these amended and restated Articles, were approved by the members casting greater than fifty percent of total votes cast by the Phase I members at a duly called membership meeting held on April 11, 2011, at which a quorum was present, and

WHEREAS, the number of membership votes cast for the amendments were sufficient for approval under the corporation documents and applicable law.

NOW THEREFORE, the following are adopted as the Amended and Restated Articles of Incorporation of Park Forest, Phase I, Owners Association, Inc.

ARTICLE I

NAME OF CORPORATION AND MAILING ADDRESS

The name of this corporation is PARK FOREST, PHASE I, OWNERS ASSOCIATION, INC. (the "Association"), hereinafter referred to as the Association. The address of the Association shall be 323 Indian River Lane, P.O. Box 8, Englewood, Florida 34223. The Directors of the Association may change the location of the principal office or mailing address from time to time.

ARTICLE II

DEFINITIONS

All terms used herein that are defined in that certain Amended & Restated Declaration of Covenants, Conditions, Easement, and Restrictions for Park Forest, Phase I (the "Declaration") recorded or to be recorded in the public records of Sarasota County, Florida, shall have the same meanings as therein defined, unless otherwise expressly defined herein.

ARTICLE III

REGISTERED OFFICE AND AGENT

The Association has appointed David G. Muller, Esq., of Becker & Poliakoff as its registered agent, at the address of 6230 University Parkway, Suite 204, Sarasota, Florida 34240, under the laws of the State of Florida. The Board may change the registered agent from time to time as permitted by law.

ARTICLE IV

PURPOSES

The general nature, objects and purposes of the Association are:

1. To promote the health, safety and social welfare of the owners of property within that area known as Park Forest, Phase I being more particularly described in Exhibit "A" of the Declaration and including any additions thereto as may hereafter be brought with the jurisdiction of this Association in accordance with the

terms of the Declaration (collectively, the "Property");

2. To maintain, improve, preserve and/or repair the structures within Phase I, for the benefit of the members of the Association. as to which the obligation to maintain, preserve and/or repair has been delegated to and accepted by the Association, to provide architectural control of the Property and to cooperate with other property owners associations responsible for administration of any portion or portions of the Property in matters of common interest to the Association and such other property owners associations;

3. To provide such services the responsibility for which has been accepted by the Association.

4. To provide architectural control of the property.

5. To administer and enforce the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Park Forest, Phase I, as recorded in Official Record Book [1953, page 2318 et seq.,] of the Public records of Sarasota County, Florida, and as amended from time to time.

6. To operate without profit for the sole and exclusive benefit of its Members.

ARTICLE V

POWERS

The Association shall have powers and privileges granted to a corporation not-for-profit under the laws of the State of Florida, all the powers and privileges of a Homeowner Association under Chapter 720, Florida Statutes, and all powers reasonably necessary to implement and effectuate the purposes of the Association, except as may be limited or otherwise provided by these Articles or the Declaration of the Association.

ARTICLE VI

MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership, as well as the voting by

members shall be as set forth in the Bylaws and the Declaration of the Association.

ARTICLE VII

BOARD OF DIRECTORS

A Board of Directors shall manage the affairs of the Association. The qualifications, method of election, and powers of the Board of Directors shall be as set forth in the Bylaws and the Declaration of the Association.

ARTICLE VIII

OFFICERS

The Officers designated in the Bylaws shall administer the affairs of the Association.

ARTICLE IX

CORPORATE EXISTENCE

The term of the Association shall be perpetual.

ARTICLE X

BYLAWS

The Bylaws may be altered, amended, or rescinded by the members in the manner provided by such Bylaws of the Association.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. The Park Forest Owners Association shall indemnify any person serving as a director, officer, or committee member to the fullest extent permitted under Florida corporate statutes.

2. Additional Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking

indemnification may be entitled by law, agreement, vote of a majority of the voting interests of the 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.

3. Insurance. The Park Forest Owners association shall purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against the person and incurred by that person in any such capacity, or arising out of his or her status as such, whether or not the association would have the power to indemnify the person against such liability under the provisions of this Article. Notwithstanding anything in this Article to the contrary, the provision herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

ARTICLE XII

AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be altered, amended, or repealed in the following manner. Notice of the subject matter of a proposed amendment, and a copy of the proposed amendment, shall be included in the notice of any meeting at which a proposed amendment will be considered. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than fifteen (15%) percent of the voting interests of the members of the Association. Except as elsewhere provided,

1. To be adopted, a resolution must be approved by not less than a majority of the voting interests of the entire membership of the Association, or by approval in writing by a majority of the total voting interests without a meeting.

2. The approval of fifty-one percent (51%) of the Mortgagees, who are known to the Association, shall be required to add to or amend any provision of the Declaration or these Articles of Incorporation or the Bylaws of the Association materially affecting the rights or interests of the Owners in any of the following:

- a) voting;
- b) assessments, assessment liens or subordination of such items;
- c) reserves for maintenance, repair, and replacement of the Common Facilities, if applicable;
- d) right to use the Common Facilities;

- e) responsibility for maintenance and repair;
- f) any provisions which are for the express benefit of the Owners or insurers or guarantors of recorded first mortgages on. An Owner who receives a written request from the Association to approve material additions or amendments to the above items, who does not deliver or post a negative response to the Association within thirty (30) days shall be deemed to have approved such addition or amendment; and
- g) insurance or fidelity bonds

3. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Sarasota County, Florida.

The recitals set forth in these Amended and Restated Articles of Incorporation are true and correct and are certified as such by the Board of Directors this 11th day of April, 2011.