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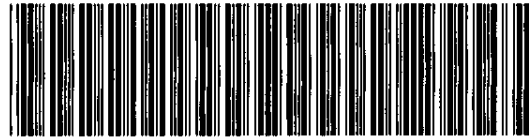
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T. LEWIS

**Collins, Brown, Caldwell,
Barkett & Garavaglia**

BRUCE D. BARKETT
CALVIN B. BROWN
GEORGE G. COLLINS, JR.*
JANET CARNEY CROOM†*
MICHAEL J. GARAVAGLIA
RONALD KEITH LAWN**
LISA N. THOMPSON***

AARON V. JOHNSON
C. DOUGLAS VITUNAC

CHARTERED
ATTORNEYS AT LAW

756 BEACHLAND BOULEVARD, VERO BEACH, FLORIDA 32963
POST OFFICE BOX 64-3686, VERO BEACH, FL 32964-3686

TELEPHONE: 772-231-4343 • FACSIMILE: 772-234-5213
EMAIL: CBC@VEROLAW.COM • WEBSITE: WWW.VEROLAW.COM

WILLIAM W. CALDWELL, OF COUNSEL
STEVEN L. HENDERSON, OF COUNSEL*

†BOARD CERTIFIED CONSTRUCTION LAW
*BOARD CERTIFIED REAL ESTATE
*BOARD CERTIFIED BUSINESS LITIGATION
**MASTER OF LAWS TAXATION
***MASTER OF LAWS REAL PROPERTY DEVELOPMENT
△ALSO ADMITTED IN AR
△ALSO ADMITTED IN DC AND SC
□ALSO ADMITTED IN THE COMMONWEALTH OF
THE BAHAMAS

April 9, 2012

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

**Re: Woodlands of Vero Homeowners' Association, Inc.
Our File No.: 09-273.001**

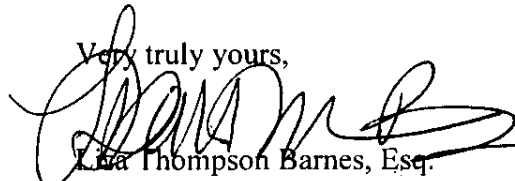
Dear Sir/Madam:

Enclosed please find an original Amended and Restated Articles of Incorporation of Woodlands of Vero Homeowners' Association, Inc., along with Woodlands of Vero Homeowners' Association, Inc.'s check no.: 1292 made payable to the Secretary of State in the amount of \$35.00 for your filing fee.

Please be advised the enclosed Amended and Restated Articles of Incorporation must be filed no later than **April 12, 2012**. I have gone ahead and federal expressed these Amended and Restated Articles of Incorporation for you to receive them tomorrow, **April 10, 2012** and to give you plenty of time to file same with the Division of Corporations on or before **April 12, 2012**.

If you have any questions or comments or require additional information, please do not hesitate to contact me.

Very truly yours,


Lisa Thompson Barnes, Esq.
For the Firm

LTB/dap
Enclosures
cc: Woodlands of Vero Homeowners' Association, Inc.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF WOODLANDS
OF VERO HOMEOWNERS' ASSOCIATION, INC.**

The following hereby constitutes as the Amended and Restated Articles Of Incorporation Of Woodlands Of Vero Homeowners' Association, Inc., a Florida not for profit corporation, and states as follows:

ARTICLE I

The name of the corporation (hereinafter referred to as the "Association") shall be **WOODLANDS OF VERO HOMEOWNERS' ASSOCIATION, INC.**

ARTICLE II

The specific primary purposes for which the Association is formed are to provide for the maintenance, preservation and architectural control of the residential subdivision and common areas within a certain tract of real property particularly described on Exhibit A attached hereto, and to promote the health, safety and welfare of the residents within the above-referenced property and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

In furtherance of such purposes, the Association shall have the power to a) perform all the duties and obligations of the Association as set forth in a certain Declaration of Covenants and Restrictions (hereinafter referred to as the "Declaration") applicable to said property that is recorded in the public records of Indian River County, Florida; b) affix, levy and collect, and enforce payment by any lawful means of, all charges and assessments pursuant to the terms of the Declaration; c) pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association including all licenses, taxes or governmental charges levied on or imposed against the property of the Association; d) acquire (by gift, purchase or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use or otherwise dispose of real and personal property in connection with the affairs of the Association; e) borrow money and, subject to the consent of a vote or written instrument of a majority of the members of the Association, mortgage, pledge, convey by Deed of Trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; f) dedicate, sell or transfer all or any part of the common areas to any municipality, public agency, authority or utility for such purposes and subject to

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such conditions as may be agreed upon by the members; g) participate in mergers and consolidations and common ownership with other non-profit corporations organized for the same or similar purposes, or annex additional residential property or common areas; and, h) have and exercise any and all powers, rights and privileges that a non-profit corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have or exercise.

The activities of the Association will be financed by assessments against members as provided in the Declaration and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE III

Every person or entity who is a record owner of a fee or undivided fee interest in any residential lot which is upon the real property described in Exhibit "A" hereto, including contract sellers, but excluding persons or entities holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any residential unit which is subject to assessment by the Association.

ARTICLE IV

The period of duration of the Association shall be perpetual commencing upon the filing and acceptance of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE V

The name and addresses of the Board of Directors at the time of the approval of these Amended and Restated Articles of Incorporation are:

JAYNE KERTESZ, PRESIDENT
124 39TH DRIVE
VERO BEACH, FL 32968
772-770-4622

GEORGE R. CHAHL, VICE PRESIDENT
117 40 COURT
VERO BEACH, FLORIDA 32968

CHRISTINE M. BUCK DEMPSEY, TREASURER
132 40 COURT
VERO BEACH, FLORIDA 32968

JOHN A. WALSTRUM, MEMBER AT LARGE
117 39th DRIVE
VERO BEACH, FLORIDA 32968

WILLIAM HODGE SR., SECRETARY
113 39TH DRIVE
VERO BEACH, FL 32968
772-562-7490

ARTICLE VI

The affairs of the Association shall be managed by a Board of Directors and a President, Vice President, Secretary and Treasurer, who shall at all times be members of the Board of Directors. Such officers shall be elected at each annual meeting of the members.

The names of the officers who are currently serving as officers of the Board of Directors of the Association are:

JAYNE KERTESZ,
124 39TH DRIVE
VERO BEACH, FL 32968
772-770-4622

PRESIDENT

GEORGE R. CHAHL,
117 40 COURT
VERO BEACH, FLORIDA 32968

VICE PRESIDENT

CHRISTINE M. BUCK DEMPSEY
132 40TH COURT
VERO BEACH, FLORIDA 32968

TREASURER

WILLIAM HODGE SR.,
113 39TH DRIVE
VERO BEACH, FL 32968
772-562-7490

SECRETARY

ARTICLE VII

The bylaws of the Association may be made, altered or rescinded at any annual meeting of the Association, or any special meeting duly called for such purpose, on the affirmative vote of 75% of the members present at such meeting.

ARTICLE VIII

Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or any special meeting duly called and held for such purpose, on the affirmative vote of 75% of the members present at such meeting.

ARTICLE IX

On dissolution, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization organized and operated for such similar purposes.

IN WITNESS WHEREOF, the said Association caused these presents to be executed in its name, and its corporate seal to be hereunto affixed, by its proper officer thereunto duly authorized, this 7th day of April, 2012.

Signed, sealed and delivered
in the presence of:

**WOODLANDS OF VERO
HOMEOWNERS' ASSOCIATION, INC.**

[Signature]
Witness FAZLA SEGRAM

By: [Signature]
President

[Signature]
Witness Alan Queda

(CORPORATE SEAL)

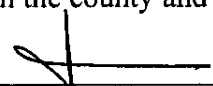
**STATE OF FLORIDA
COUNTY OF INDIAN RIVER**

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared before me, JAYNE KERTESZ, well known to me to be the President of Woodlands of Vero Homeowners' Association, Inc., a Florida not-for-profit Corporation, and that she acknowledged before me that

FL Driver's Licence
provided.

she executed the same in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in her by said corporation and that the seal affixed hereto is the true corporate seal of said corporation.

WITNESS my hand and official seal in the county and state last aforesaid this 7 day of April, 2012.



Notary Public, State of Florida at Large
My Commission Expires:



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 April 11, 2012

Signature **JAYNE KERTESZ**

(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)

JAYNE KERTESZ
(Typed or printed name of person signing)
President
(Title of person signing)

