

N 27175

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Restated Art.

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December 18, 2006

Florida Department of State
Division of Corporations
Attention: Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir or Madam:

**Re: Griffon Woods Association, Inc./Articles of Restatement
Document Number: N27175**

Enclosed please find a *Certificate of Articles of Restatement* and *Restated Articles of Incorporation of Griffon Woods Association, Inc.*

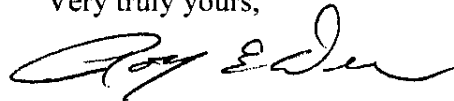
The Registered Agent is the current Registered Agent for the corporation.

Also enclose our check in the amount of \$43.75, which represents the filing fee (\$35.00) and a certified copy (\$8.75), and an additional copy of the document for certifying.

Please return the certified copy to me in the enclosed, addressed and stamped envelope.

Please let me know if anything further is required.

Very truly yours,



Roy E. Dean

RED:ler

Enclosures

cc: Griffon Woods Association, Inc.

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TALLAHASSEE, FLORIDA

CERTIFICATE OF ARTICLES OF RESTATEMENT

GRIFFON WOODS ASSOCIATION, INC.

This is to certify that the Articles Of Restatement of Griffon Woods Association, Inc., which are attached to this certificate, restate the association's articles of incorporation, and that:

1. the Articles Of Restatement does contain amendments to the articles requiring member approval, and was submitted to the members for approval in its entirety; that the Articles Of Restatement was adopted at a duly called meeting of the members on December 6, 2006, and that the number of votes cast for approval of the Articles Of Restatement was sufficient for approval;
2. that the board of directors of the association duly adopted the restatement.

IN WITNESS WHEREOF, the Association has caused this certificate to be executed by its president this 13TH OF DECEMBER, 2006

Griffon Woods Association, Inc.

By: Thomas E Bishop

Print Name: THOMAS E. BISHOP

President

(SEAL)

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing was acknowledged before me this 13 December 2006, by Thomas E Bishop, President of Griffon Woods Association, Inc., a Florida not for profit corporation, on behalf of said corporation, [☒] who is personally known to me or [] who has produced _____ as identification.

Gerald F Bishop
Notary Public

Print Name: _____

My Commission Expires: _____



Gerald F. Bishop
My Commission DD242636
Expires October 24, 2007

Revised 10-30-06

**RESTATED ARTICLES OF INCORPORATION
OF
GRIFFON WOODS ASSOCIATION, INC.**

This is to certify that the Articles of Restatement of Griffon Woods Association, Inc., a Florida not for profit corporation, document number N27175, duly adopted by the board of directors of the corporation, are hereinafter set forth.

**RESTATED ARTICLES OF INCORPORATION OF
GRIFFON WOODS ASSOCIATION, INC.**

**ARTICLE I
NAME**

The name of this corporation shall be Griffon Woods Association, Inc., hereinafter referred to as the "Association."

**ARTICLE II
NATURE OF ASSOCIATION**

The general nature of the Association shall be that of a civic society not for profit for the purpose of providing for community, recreational, improvement, social, and protective benefits for its members comprised of owners of real property in Longwood Run, Phase IV, Longwood Run, Phase VI, and Longwood Run, Phase VII, as per plats thereof recorded in Sarasota County, Florida (the "Community"), and is an association as defined in Chapter 720, Florida Statutes, as amended, "As a Florida corporation responsible for the operation of a community...in which the voting membership is made up of parcel owners...,and in which membership is a mandatory condition of parcel ownership, and which is authorized to impose assessments that, if unpaid, may become a lien on the parcel."

**ARTICLE III
OBJECTS AND PURPOSES**

The objects and purposes of the Association shall be as follows:

A. To promote the collective and individual property and civic interests and rights of all persons and entities owning or having certain beneficial interests in real property in the Community.

B. To ensure to all property owners in the Community that it shall at all times be occupied by a colony of compatible and congenial persons and, in addition, to ensure such grantees and owners of property therein of a continuing and concerted program for the repair, maintenance, replacement, and management of the common properties and facilities in the Community, including enforcement of the development restrictions and covenants applicable thereto wherever applicable and appropriate, so as to establish, protect, and preserve the quality of the development; provided, however, that the restrictions shall not be construed or applied so as to preclude anyone from membership in the Association based upon race, color, creed, or national origin. Any applicant for membership shall submit such information as may reasonably be deemed appropriate by the Association.

C. To maintain, repair, and replace, if owned by it, all development drainage areas, structures, and facilities in the Community and to levy assessments therefor.

Revised 10-30-06

D. To cooperate with the owners of all improved and unimproved lots in keeping them in good order and condition, and to take any action with reference to such improved and unimproved lots as may be necessary or desirable for such purpose.

E. To cooperate with all property owners in the enforcement of conditions, covenants, and restrictions on and appurtenant to their property.

F. In general, to do any and all things necessary to promote the general welfare of the members of the Association.

G. To acquire, own, lease, and mortgage such real and personal property as may be necessary or convenient for the accomplishment of the Association's purposes.

H. To arrange social and recreational functions for its members.

ARTICLE IV POWERS

The Association may own and maintain property, real and personal, which is necessary or incidental to the attainment of its corporate purposes; contract for, buy, and sell services and property necessary or incidental to the attainment of its corporate purposes; and shall have all of the corporate powers granted corporations not for profit under the Florida Statutes, as amended from time to time, and Chapter 720, Florida Statutes, as amended, except as may be limited or otherwise provided by these articles.

ARTICLE V MEMBERS

All persons owning any interest in the fee title to any lot, including the beneficiary of an Owner's grantor trust pursuant to which the beneficiary has the right to live on the lot (who shall, as a beneficial owner, be a member of the Association), in the Community shall be members of the Association. Notwithstanding anything herein contained to the contrary, membership in the Association shall terminate automatically and immediately when a member's ownership or beneficial interest in the fee title terminates. If any lot is owned by a legal entity other than a natural person, the officer, director, other official, trustee or beneficiary so designated by such legal entity shall exercise its membership rights. Change of membership in the Association shall be evidenced in the Association's records by delivery to the secretary of a true and correct copy of the deed or other evidence of fee or beneficial interest.

ARTICLE VI VOTING RIGHTS

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

ARTICLE VII INCOME DISTRIBUTION

No part of the income of this Association shall be distributed to its members and no stock shall be issued.

ARTICLE VIII
EXISTENCE

This Association shall exist perpetually unless dissolved according to law.

ARTICLE IX
PRINCIPAL OFFICE

The principal place of business of this Association shall be 2831 Ringling Blvd, Suite 218F, Sarasota, FL 34237, with the privilege of having a branch or other offices at other places within Sarasota County, Florida. The mailing address of the association is 2831 Ringling Blvd., Suite 218F, Sarasota, FL 34237.

ARTICLE X
NUMBER OF DIRECTORS

The business of the Association shall be conducted by a board of directors which shall consist of not less than three persons, as shall be designated in the bylaws.

ARTICLE XI
FIRST BOARD OF DIRECTORS AND SLATE OF OFFICERS

First Board of Directors and Slate of Officers. The names and post office addresses of the members of the first board of directors and of the first officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Robert Delrusso	6250 Longwood Run Blvd. Sarasota, FL 34235	President/ Director
Piero Rivolta	215 Robin Drive Sarasota, FL 34236	Vice-Pres/ Director
Dawn Thompson	6250 Longwood Run Blvd. Sarasota, FL 34235	Secr./Treas. Director

ARTICLE XII
INDEMNIFICATION

All officers and directors shall be indemnified by the Association against all expenses and liabilities, including counsel fees (including appellate proceedings), reasonably incurred by them in connection with any proceeding or settlement thereof in which they may become involved by reason of service as a director or holding such office.

ARTICLE XIII
BYLAWS

The first bylaws of the Association shall be adopted by the first board of directors and may be altered, amended, or rescinded in the manner provided by the bylaws.

ARTICLE XIV
SUBSCRIBERS

The name and post office address of each subscriber to the original articles of incorporation are as follows:

<u>Name</u>	<u>Address</u>
Robert Delrusso	6250 Longwood Run Blvd. Sarasota, FL 34235
Piero Rivolta	215 Robin Drive Sarasota, FL 34236
Dawn Thompson	6250 Longwood Run Blvd. Sarasota, FL 34235

ARTICLE XV
AMENDMENTS

The Association reserves the right to amend, alter, change, or repeal any provisions contained in these article of incorporation, in the manner now or hereafter prescribed by statute.

ARTICLE XVI
DISSOLUTION OF ASSOCIATION AND DISTRIBUTION OF ASSETS

- A. The Association may be dissolved pursuant to the Florida Statutes, as amended.
- B. Upon dissolution or final liquidation of this not for profit Association, all of its assets remaining after payment of all costs and expenses of such dissolution or final liquidation shall be distributed as permitted by law.

ARTICLE XVII
DUES, ASSESSMENTS, COLLECTION, AND ENFORCEMENT OF LIEN RIGHTS

A. Each member of the Association shall be obligated to pay promptly, when due, any membership dues, fees, costs, charges, or assessments for operating or expense funds of the Association, provided, such dues, fees, costs, charges, or assessments shall be reasonable, and, provided, such shall cover only such duties and activities of the Association as are or have been authorized under its articles of incorporation, bylaws, or the declaration of covenants and restrictions for the Community or as are reasonably necessary to preserve, maintain, enforce, and carry on the covenants, conditions, reservations, restrictions, duties, and obligations applicable to the Community.

B. Each lot owned by a member of the Association shall be encumbered by an automatic lien right on behalf of the Association which shall attach immediately upon demand by the Association for payment of such dues, costs, fees, charges, or assessments incurred by the Association for performance of its duties and activities, enforceable as provided in the governing documents of the Association.

C. If the board of directors in its discretion shall determine that the funds produced from the members are inadequate to enable the Association to accomplish its objects, duties, purposes, and

Revised 10-30-06

activities, then the Association may borrow such additional funds as may be reasonably necessary or require each member to pay an additional assessment.

ARTICLE XVIII
INDEBTEDNESS

A. The Association may in the execution and performance of its authorized powers whether by statute, whether by the governing documents, or otherwise, incur indebtedness. Said indebtedness shall be incurred solely for the reasonable objectives and the primary purposes of the Association.

ARTICLE XIX
MEETINGS

A. The annual meeting for the election of members of the board of directors shall be held as may be provided in the bylaws.

B. The Association may provide in its bylaws for the holding of additional regular meetings and any special meetings and shall provide notice of all such meetings, as required, to the members.

ARTICLE XX
REGISTERED AGENT

The registered agent of the Association shall be All Florida Services, Inc., at 2831 Ringling Blvd, Suite 218F, Sarasota, FL 34237, which is the registered office of the Association. The Association may change its registered agent and registered agent address from time to time by resolution of the board of directors of the Association.

Griffon Woods Association, Inc.

By: Thomas E. Bishop
Print Name: THOMAS E. BISHOP
President

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
GRIFFON WOODS ASSOCIATION, INC.

Having been named to accept service of process for the above stated corporation, at 2831 Ringling Blvd, Suite 218F, Sarasota, FL 34237, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agent.

Dated: Dec 7, 2006

All Florida Services, Inc.

By: Gerald F. Bishop
Print Name: GERALD F. BISHOP
Title: COMMUNITY ASSOCIATION MANAGER
Registered Agent