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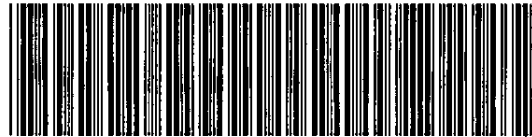
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2018 MAR 26 P 3 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

MAR 27 2018
T. LEMIEUX

*Am
notated*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Stratford Green Homeowners Association, Inc. (A Corporation Not For Profit)

DOCUMENT NUMBER: N29789

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Beth G. Lindie, Esquire

(Name of Contact Person)

Esler & Lindie, P.A.

(Firm/ Company)

400 Southeast 6th Street

(Address)

Fort Lauderdale, Florida 33301-3405

(City/ State and Zip Code)

blindie@eslerandlindie.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Beth G. Lindie, Esquire

954

764-5400

at

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 13, 2018

BETH G LINDIE
400 SE 6 ST
FT LAUDERDALE, FL 33301-3405

SUBJECT: STRATFORD GREEN HOMEOWNERS ASSOCIATION, INC.
Ref. Number: N29789

We have received your document for STRATFORD GREEN HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please decide if you are filing Article of Amendment or Amended Restated Articles. You can not file both.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 318A00003074

RECEIVED
18 MAR 26 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
STRATFORD GREEN HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)**

FILED
2011 MAR 26 P 3 52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In order to form a corporation not for profit under and in accordance with the provisions of Chapter 617 of the Florida Statutes, as amended from time to time, the undersigned certify as follows:

**ARTICLE I
DEFINITIONS**

A. All terms which are defined in the Declaration of Restrictions and Protective Covenants for Stratford Green at the Woodfield Country Club for ("Protective Covenants") shall be used herein with the same meanings as defined in said Protective Covenants.

B. "Corporation" as used herein shall mean the Stratford Green Homeowners Association, Inc., a Florida corporation not for profit, the corporation formed by these Articles, its successors or assigns.

**ARTICLE II
NAME**

The name of this Corporation shall be Stratford Green Homeowners Association, Inc. ("Corporation"), whose address shall be as currently listed, from time to time, in the most recent Corporate Annual Report or other filing with the Florida Division of Corporations.

**ARTICLE III
PURPOSES**

The purposes for which this Corporation is organized are to take title to, operate, administer, manage, lease and maintain the Corporation Common Areas or such portions thereof or of The Woodfield Country Club as are dedicated to or made the responsibility of the Corporation in the Protective Covenants in any other Governing Documents, in accordance with the terms of and purposes set forth therein; and to conduct any lawful business permitted under the laws of the State of Florida for corporations not for profit in order to carry out the covenants and enforce the provisions of any Woodfield Country Club.

**ARTICLE IV
POWERS**

The Corporation shall have the following powers and shall be governed by the following provisions:

A. The Corporation shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of the Governing Documents.

B. The Corporation shall have all of the powers reasonably necessary to implement the purposes of the Corporation including, but not limited to, the following:

1. To perform any act required or contemplated by it under the Protective Covenants or any other Governing Documents.

2. To make, establish and enforce reasonable rules and regulations governing the use of Stratford Green or any portions thereof, including, without limitation, the Corporation Common Areas.

3. To make, levy and collect Assessments for the purpose of obtaining funds for the payment of Operating Expenses in the manner provided in the Governing Documents and to use and expend the proceeds of such Assessments in the exercise of the powers and duties of the Corporation.

4. To maintain, repair, replace and operate those portions of Stratford Green that it is required to maintain, repair, replace and operate in accordance with the Governing Documents.

5. To enforce the provisions of the Governing Documents.

6. To employ personnel; to retain independent contractors and professional personnel; and to enter into service contracts to provide for the maintenance, operation and management of property; and to enter into any other agreements consistent with the purposes of the Corporation, including but not limited to agreements with respect to the installation, maintenance and operation of a telecommunications receiving and distribution system and surveillance services system, or for professional management and to delegate to such professional management certain powers and duties of the Corporation.

ARTICLE V MEMBERS AND VOTING

The qualification of Members, the manner of their admission to membership and voting by Members shall be as follows:

A. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Unit in the Properties shall be a member of the Association. Notwithstanding anything to the contrary set forth in this Section A, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a member of said Association.

B. Voting Rights. Members shall be all those Owners as defined in Section A. Members shall be entitled to one vote for each Unit in which they hold the interests required for membership by Section A. When more than one person holds such interest or interests in any Unit, all such persons shall be members, and the vote for such Unit shall be exercised by one such member as specified in these Articles of Incorporation of the Association but in no event shall more than one vote be cast with respect to any such Unit.

C. Whenever any Unit is owned by a husband and wife they may, but shall not be required to, designate a Voting Member. In the event a proxy or Certificate designating a Voting Member is not filed by the husband and wife, the following provisions shall govern their right to vote:

1. Where both husband and wife are present at a meeting, each shall be regarded as the agent and proxy of the other for purposes of casting the vote for each Unit owned by them. In the event they are unable to concur in their decision upon any subject requiring a vote, they shall lose their right to vote on that subject at that meeting.

2. Where only one (1) spouse is present at a meeting, the spouse present may cast their vote without establishing the concurrence of the other spouse, absent any prior written notice to the contrary to the Corporation by the other spouse. In the event of prior written notice to the contrary to the Corporation by the other spouse, the vote of their Unit shall not be considered.

3. Where neither spouse is present, the person designated in a proxy or Certificate signed by either spouse may cast their vote, absent any prior written notice to the contrary to the Corporation by the other spouse or the designation of a different Voting Member by the other spouse. In the event of prior written notice to the contrary to the Corporation or the designation of a different Voting Member by the other spouse, the vote of their Unit shall not be considered.

D. Whenever any Unit is owned by an entity, including but not limited to a corporation, partnership, LLC, or trust, including a revocable living trust, a Certificate designating a Voting Member shall be filed with the Association, executed by an authorized representative of such entity, appointing an appropriate authorized officer, director, manager, trustee, or other legal representative to vote on behalf of the Unit.

E. Each and every Member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the Governing Documents.

ARTICLE VI TERM

The term for which this Corporation is to exist shall be perpetual.

ARTICLE VII

Intentionally Omitted.

ARTICLE VIII OFFICERS

A. The affairs of the Corporation shall be managed by the President of the Corporation, assisted by one (1) or more Vice Presidents, a Secretary and a Treasurer and, if elected by the Board, one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, which officers shall be subject to the direction of the Board.

B. The Board shall elect the President, the Vice President, the Secretary and the Treasurer; and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine appropriate. Such officers shall be elected annually by the Board at the First meeting of the Board; provided, however, that such officers may be removed by the Board and other persons may be elected by the Board as such officers in the

manner provided in the By-Laws. The President shall be a member of the Board, but no other officer need be a member of the Board. The same person may hold two offices, the duties of which are not incompatible; provided, however, the offices of President and Vice President shall not be held by the same person, nor shall the offices of President and Secretary or Assistant Secretary be held by the same person.

ARTICLE IX

Intentionally Omitted.

ARTICLE X BOARD OF DIRECTORS

A. The number of members of the Board shall be as provided in Paragraph C of this Article X.

B. Intentionally Omitted.

C. 1. At all Annual Members' Meetings, the number of members of the Board shall be five (5) serving staggered two-year terms. The composition of the Board of Directors shall be determined as follows:

a. To establish the stagger the three elected members receiving the highest number of votes at the first annual meeting following the effective date of this Amendment shall serve a two-year term, while the two elected members receiving the next-highest number of votes shall serve a one-year term. Thereafter all Directors shall serve a two-year term.

b. Unless there are no other persons willing to serve, no Director may serve more than three consecutive two-year terms.

D. All Directors elected by Owner Members must be Owners.

ARTICLE XI INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorneys' fees through all trial and appellate levels, reasonably incurred by or imposed upon him in connection with any proceeding, arbitration or settlement to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Corporation, whether or not he is a Director or officer at the time such expenses are incurred. Notwithstanding the foregoing, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement. Notwithstanding anything contained herein to the contrary, in instances where the Director or officer admits or is adjudged guilty of willful malfeasance in the performance of his duties, the indemnification provisions contained herein shall not apply. Otherwise, the foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such Director or officer may be entitled by common law or statute.

ARTICLE XII
BY-LAWS

By-laws of the Corporation shall be adopted by the First Board and thereafter may be altered, amended or rescinded in the manner provided for in the By-Laws. In the event of a conflict between the provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

ARTICLE XIII
AMENDMENTS

A. These Articles may be amended by the following methods:

1. (a) The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the Annual Members' Meeting or a special meeting. Any number of proposed amendments may be submitted to the Members and voted upon by them at one meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member within the time and in the manner provided in the By-Laws for the giving of notice of meetings of Members ("Required Notice").

(c) At such meeting a vote of the members shall be taken on the proposed amendment(s). The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of all Members entitled to vote thereon.

(d) Any such amendment, including any amendment to terminate the existence of this Corporation, shall require the consent of the Master Association.

2. An amendment may be adopted by a written statement (in lieu of a meeting) signed by all Directors and all Members setting forth their intention that an amendment to these Articles be adopted.

B. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Protective Covenants.

C. A copy of each amendment shall be filed and certified by the Secretary of State of the State of Florida.

D. A certified copy of each such amendment shall be attached to any certified copy of these Articles and shall be part of such Articles and an exhibit to the Protective Covenants upon the recording of the Protective Covenants.

E. Notwithstanding the foregoing provisions of this Article XIII, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of any Institutional Mortgagee without the prior written consent of such Institutional Mortgagee.

ARTICLE XIV
SUCCESSOR ENTITIES

In the event of the dissolution of the Corporation, or any successor entity thereto, any property dedicated or conveyed to the Corporation shall be transferred to either a successor entity or an appropriate governmental agency or public body to be maintained for the purposes for which the Corporation, or a successor thereto, was maintaining such property in accordance with the terms and provisions under which such property was being held by this Corporation, or such successor.

ARTICLE XV
RESTATEMENT OF ARTICLES

A. All provisions contained within these Articles plus any amendments thereto may at any time be integrated into a single instrument as "Restated Articles" and adopted by the Board. Such Restated Articles shall be specifically designated as such and shall state, either in the heading or in the introductory paragraph, the Corporation's name and, if it has been changed, the name under which it was originally incorporated and the date of filing of the original Articles or any restatements thereof in the Office of the Secretary of State of Florida. Such Restated Articles shall also state that they were duly adopted by the Board and that such Restated Articles only restate and integrate and do not further amend the provisions of these Articles as theretofore amended, or that any amendment included therein has been adopted pursuant to Article XIII hereof and that there is no discrepancy between these Articles as theretofore amended and provisions of the Restated Articles other than the inclusion of the properly adopted amendments.

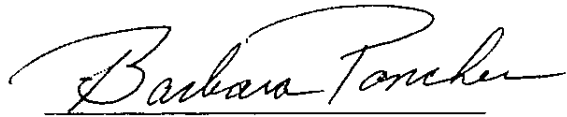
B. Upon the filing of Restated Articles by the Secretary of State of Florida, the original Articles, as theretofore amended, shall be superseded, and thenceforth the Restated Articles shall be these Articles of Incorporation of the Corporation.

C. Amendments may be made simultaneously with restatement of these Articles if the requirements of Article XIII are complied with. In such event, the Articles of Incorporation shall be specifically designated as such.

ARTICLE XVI
REGISTERED OFFICE AND REGISTERED AGENT

The Registered Office and Registered Agent shall be as currently listed, from time to time, in the most recent Corporate Annual Report or other filing with the Florida Division of Corporations.

Adopted the 25th day of September, 2017.


Barbara Poncher, President