

N31379

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

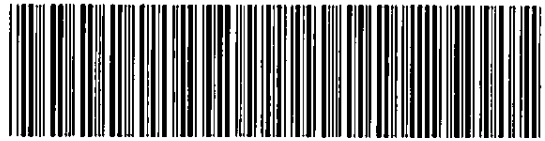
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000428388540

*Amended &
Restated
Articles*
04/29/24--01006--005 **43.75

2024 APR 29 PM 12 02

FILED

A. RAMSEY

MAY 27 2024

*00789,00524,00671

Condominium, Homeowner
and Cooperative Associations

Kevin T. Wells, Esq.*
Paul E. Olah, Jr., Esq.**
Michael W. Cochran, Esq.



CONDOMINIUM AND
PLANNED DEVELOPMENT *



CONSTRUCTION LAW **



Law Offices of Wells | Olah | Cochran

Attorneys at Law

Civil Litigation
Construction Litigation

Thomas A. Marino II, Esq.
Jack B. Jonas, Esq.

April 22, 2024

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

Re: Articles of Incorporation
Laurel Oak Community Association, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Amendment and attached Amended and Restated Articles of Incorporation for the above-referenced corporation. Also enclosed is the Association's check in the amount of \$43.75 for the filing fee. Please return a **certified copy** to the undersigned at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,

LAW OFFICES OF WELLS | OLAH | COCHRAN, P.A.

Kevin T. Wells, Esq.,

KTW/dmh
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 17, 2024

KEVIN T. WELLS, ESQ.
LAW OFFICES OF WELLS/OLAH/COCHRAN
3277 FRUITVILLE RD, BLDG B
SARASOTA, FL 34237

SUBJECT: LAUREL OAK COMMUNITY ASSOCIATION, INC.
Ref. Number: N31379

We have received your document for LAUREL OAK COMMUNITY ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Amended and Restated Articles OR Articles of Amendment. If you file the Amended and Restated Articles please include the date of adoption by the members.

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.

Annette Ramsey
OPS

Letter Number: 924A00010865

FILED

2024 APR 29 PM 12 02

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

LAUREL OAK COMMUNITY ASSOCIATION, INC.

(A Florida Corporation Not-For-Profit)

[Substantial rewording. See governing documents for current text.]

Article 1. Name and Principal Office. The name of the Corporation shall be **Laurel Oak Community Association, Inc.** For convenience, the Corporation shall be referred to in this instrument as the "Association." The street address of the principal office of the Association is 7751 Bee Ridge Road, Sarasota, Florida 34241. The Association's Board of Directors may change the address of the principal office from time to time.

Article 2. Purposes.

2.1 Purposes. The purposes for which the Association is organized are:

A. to be and constitute the Homeowners Association pursuant to Chapter 720, Florida Statutes (the "Homeowners' Association Act) to which reference is made in the **Declaration of Covenants, Conditions and Restrictions for Laurel Oak Estates**, originally recorded at Official Records Book 2194, Page 1475 *et seq.*, and Amended and Restated at Official Records Instrument Number 1998140973 of the Official Records of Sarasota County, Florida, as subsequently amended from time to time (hereinafter referred to as the "Declaration"), to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the Declaration, the By-Laws, and as provided by Chapters 617 and 720, Florida Statutes and by law, including but not limited to:

B. to provide an entity for the furtherance of the interests of the Owners of property subject to the Declaration.

C. The Association is created pursuant to the Declaration and these Articles of Incorporation and is not intended to be, nor shall it be deemed to be, a condominium association within the meaning of Florida Statutes, Chapter 718.

2.2 Distribution of Income. The Association shall make no distributions of income to its Members, directors, or officers.

Article 3. Powers. The powers of the Association shall include and be governed by the following provisions:

3.1 Common Law and Statutory Powers. The Association 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 these Articles, the Declaration, and the By-Laws of this Association.

3.2 Power to Perform Obligations and Duties. The Association shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Declaration, including, without limitation the following:

A. to make, amend, fix and to collect Assessments, Special Assessments and/or other charges to be levied against the Members and the property subject to the Declaration;

B. to manage, control, operate, maintain, repair, and improve property subjected to the Declaration or any other property for which the Association by Rule, Regulation, covenant, or contract has a right or duty to provide such services;

C. to enforce covenants, conditions, and to make, amend and enforce Rules and Restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;

D. to engage in social and other activities which will actively foster, promote, and advance the common interests of all Owners of property subject to the Declaration;

E. to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;

F. to borrow money and secure the same by assigning Assessments, lien rights, Assessment collection authority, and to acquire property or interests therein encumbered by mortgages which are to be paid or assumed by the Association;

G. to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association corporation, or other entity or agency, public or private;

H. to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

I. to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration;

J. to provide any and all supplemental municipal services as may be necessary or proper;

K. to operate and maintain common property, specifically the surface water management system as permitted by the Southwest Florida Water Management District including all swales, lakes, retention areas, culvers and related appurtenances.

L. to create, modify, and disband committees;

M. to use the proceeds of Assessments (up to 1% of the annual budget including reserves) each year to encourage and facilitate attendance and participation at meetings and social interaction among the Owners, renters and residents;

N. to exercise the emergency powers contained in Section 720.316, Florida Statutes, as subsequently amended from time to time;

O. the foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 3 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of Article 3.

Article 4. Members.

4.1 No Certificates of Stock. The Association shall be a mandatory membership corporation without certificates of shares of stock.

4.2 Membership. The Owner of each Unit, the owner of the Office Parcel and the owner of the Country Club subject to the Declaration shall be a Member of the Association and shall be entitled to vote in accordance with the formula set forth in the Declaration, except there shall be no vote for any Unit owned by the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

4.3 Change of Membership. Change of membership in the Association shall be established by recording in the Official Records of Sarasota County, Florida, a deed or other instrument establishing record title to property subject to the Declaration. The owner designated by such instrument shall automatically become a Member of the Association and the membership of the prior owner shall thereby be terminated.

4.4 Share of Funds and Assets. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of the member's Unit.

Article 5. Term. The Association shall be of perpetual duration.

Article 6. Board of Directors.

6.1 Management of Affairs. The affairs and operation of the Association shall be conducted, managed, and controlled by a Board of Directors.

6.2 Election, qualifications, Term and Removal. The method of election and term of office, qualifications, removal, and filling of vacancies on the Board of Directors shall be as set forth in the By-Laws. The Board may delegate such operating authority to such companies, individuals, and committees as it, in its discretion, may determine.

Article 7. Officers. The affairs of the Association shall be administered, as directed by the Board of Directors, by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual membership meeting of the Association, and they shall serve at the pleasure of the Board of Directors.

Article 8. By-Laws. The By-Laws of the Association shall be altered, amended, or rescinded in the manner provided by the By-Laws.

Article 9. Amendments. Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

9.1 Notice and Proposal. Notice of the subject matter or proposed amendments shall be included in or with the notice of the membership meeting at which the amendment will be considered. An amendment to these Articles of Incorporation may be proposed by the Board of Directors or by at least twenty percent (20%) of the Association's Voting Interests. Upon an amendment to these Articles of Incorporation being properly proposed, such proposed amendment shall be transmitted to the President of the Association or other officer of the Association in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than fourteen (14) days nor later than sixty (60) days from receipt of the proposed amendment and it shall be the duty of the Secretary to give to each Member notice of such meeting in the manner provided for in the Bylaws.

9.2 Approval of Amendments. The Articles of Incorporation may be amended by the affirmative vote or written consent, or any combination thereof, of Members representing fifty-one percent (51%) of the votes in the Association.

9.3 Automatic Amendment. The Association's Board of Directors may unilaterally amend these Articles of Incorporation at any time and from time to time if such amendment is: (a) necessary to bring any provisions hereof into compliance with any applicable governmental statute, rule, regulation or requirement, or judicial determination; (b) necessary to enable any reputable title insurance company to issue title insurance coverage on the Units; (c) required by an institutional or governmental lender or purchaser of mortgage loans including, for example, the Federal National Mortgage Association or Federal Home Loan Mortgage Corporation, to enable such lender or purchaser to make or purchase mortgage loans on the Units; or (d) necessary to enable any governmental agency or reputable private insurance company to insure mortgage loans on the Units; or (e) necessary to correct any scrivener's error; provided, however, any such amendment shall not adversely affect the title to any Unit unless the Owner shall consent thereto in writing.

9.4 Limitation on Amendments. No amendment may be in conflict with the Declaration, and provided, further, no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

9.5 Certification. A copy of each amendment to the Articles of Incorporation shall be filed with the Florida Secretary of State, Division of Corporations, and shall be recorded in the Public Records of Sarasota County, Florida, along with a certificate of amendment executed by the appropriate officers of the Association attesting that the amendment has been lawfully adopted.

Article 10. Dissolution of Association. The Association may be dissolved in the manner provided by the Declaration, provided, however, the Association shall not be dissolved nor shall it dispose of any real

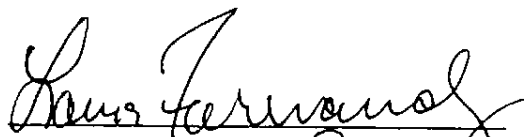
property contained within the Common Area, by sale or otherwise (except to an entity organized for the purpose of owning and maintaining such Common Areas), without the prior approval of the Southwest Florida Water Management District. In the event of a dissolution of the Association, control and responsibility for maintenance, together with all easements related thereto, shall be transferred to a governmental agency or other association not-for-profit or a similar organization.


Article 11. Incorporator. The name and address of the incorporator of the Association is: Jeffrey S. Russell, P.O. Box 49948, Sarasota, Florida 34236.

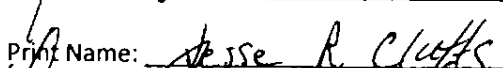
Article 12. Registered Agent and Office. The registered office of the Corporation is 7751 Bee Ridge Road, Sarasota, Florida 34241, and the initial registered agent at such address is Laura Fernandez. The Board of Directors of the Association may change the registered agent and office in the manner provided by law.

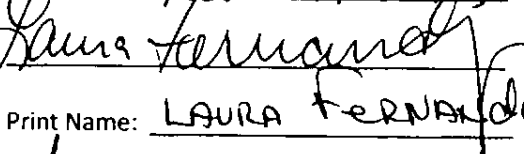
IN WITNESS WHEREOF, the undersigned President and Secretary of the Laurel Oak Community Association, Inc., a Florida not-for-profit corporation, hereby certify and attest to the Amended and Restated Articles of Incorporation this 22 day of April, 2024.

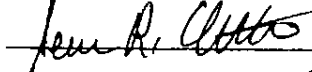
WITNESSETH:


Print Name: LAURA FERNANDEZ

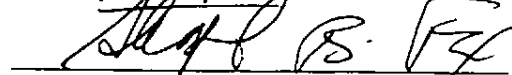

Print Name: Jesse R. Clatts

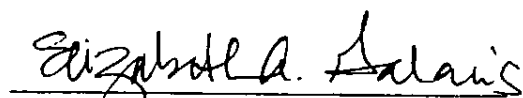

Print Name: Jesse R. Clatts


Print Name: LAURA FERNANDEZ


Print Name: Jesse R. Clatts

Laurel Oak Community
Association, Inc., a Florida
not-for-profit corporation


By: STEPHEN B. FOX
As Its President


By: Elizabeth A. Galanis
As Its Secretary

(Corporate Seal)

Prepared by and Return to:
Kevin T. Wells, Esq.
Law Offices of Wells | Olah | Cochran, P.A.
3277 Fruitville Rd., Bldg. B
Sarasota, FL 34237
(941) 366-9191 Telephone

CERTIFICATE OF AMENDMENT

TO

LAUREL OAK COMMUNITY ASSOCIATION, INC.
(Division of Corporation's Document Number: N31379)

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: N/A.
- B. Enter new principal office address, if applicable: N/A.
- C. Enter new mailing address, if applicable: N/A.
- 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: N/A.
- E. If amending or adding additional Articles, enter change(s) here: See Attached.

The date of each amendment(s) adoption: adopted by affirmative vote the attached amendment(s) on:
April 15, 2024 at a Membership Meeting.

Effective Date if applicable: immediately upon filing with the Division of Corporations.

Adoption of Amendments: (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 this 19th day of April, 2024.

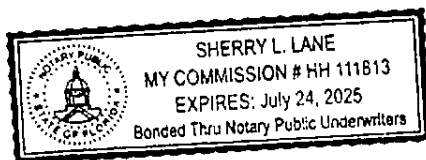
LAUREL OAK COMMUNITY ASSOCIATION, INC.,
a Florida Not for Profit Corporation

By: [Signature]
Stephen Fox, President

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 19th day of April, 2024, by Stephen Fox as the President of LAUREL OAK COMMUNITY ASSOCIATION, INC., a Florida Not for Profit Corporation, on behalf of the corporation, who is personally known to me or has produced _____ as identification.



NOTARY PUBLIC

Sign:

Print:

[Signature]
Sherry L. Lane
State of Florida at Large (Seal)
My Commission expires: 07/24/2024

Attested by: Elizabeth Galanis
Elizabeth Galanis, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

(Corporate Seal)

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 19th day of April, 2024, by Elizabeth Galanis, as Secretary of LAUREL OAK COMMUNITY ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced _____ as identification.

NOTARY PUBLIC

Sign: Sherry L. Lane

Print: Sherry L. Lane

State of Florida at Large (Seal)

My Commission expires: 07/24/2025

