

N36785

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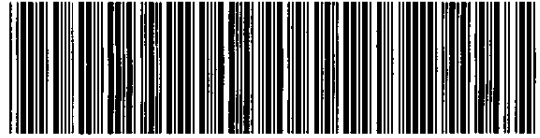
Certificates of Status _____

Special Instructions to Filing Officer:

Seven a
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April 8, 2009

Reply To:
Fort Myers
JAdams@becker-poliakoff.com

Florida Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: Pinewood Lakes Community Association, Inc.

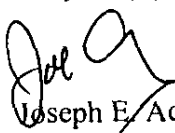
To Whom It May Concern:

Enclosed please find Articles of Amended and Restated Articles of Incorporation for the above-referenced Corporation along with check number 3943 in the amount of \$35.00 to cover the cost of filing.

Please return a copy of the filed document to my attention. An extra copy of the document is enclosed herewith for your use.

Thank you for your attention to this matter.

Very truly yours,


Joseph E. Adams
For the Firm

Enclosures (as stated)

JEA/sds
FTM_DB: 437862_1

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* by appointment only

**ARTICLES OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Pinewood Lakes Community Association, Inc.


SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership.

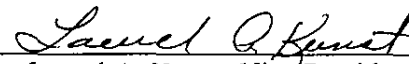
THIRD: The attached Amended and Restated Articles of Incorporation were adopted a vote of the Membership at a duly noticed meeting of the Members held on the 2nd day of December, 2008 and adjourned to the 15th day of January, 2009.

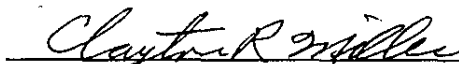
FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:
(TWO)

PINEWOOD LAKES COMMUNITY
ASSOCIATION, INC.


Signature
Carmen L. Morales
Printed Name

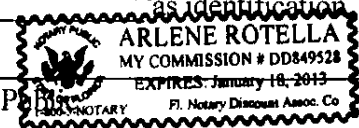
BY: 
Laurel A. Kunst, Vice President
Date: 3/31/09


Signature
Clayton R. Miller
Printed Name

(CORPORATE SEAL)

STATE OF Florida)
COUNTY OF Lee) SS:

The foregoing instrument was acknowledged before me this 31st day of March, 2009 by Laurel A. Kunst as Vice President of Pinewood Lakes Community Association, Inc., a Florida Corporation, on behalf of the corporation. She is personally known to me or has produced (type of identification) _____ as identification


Notary Public
ARLENE ROTELLA
MY COMMISSION # DD849528
EXPIRES January 18, 2013
FL. Notary Discount Assoc. Co.

ARLENE ROTELLA
Printed Name

My commission expires: 1/18/2013

FTM_DB: 424564_2

AMENDED AND RESTATED
Articles of Incorporation
For
Pinewood Lakes Community Association, Inc.

These are the Amended and Restated Article of Incorporation for Pinewood Lakes Community Association, Inc. Originally filed with the Florida Department of State the 26th day of February 1990, under Charter Number N36785. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Florida Statutes 617 and Florida Statutes 720.

Article 1
Definitions

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Covenants, Conditions and Restrictions recorded in the Public Records of Lee County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

Article 2
Name

The name of the corporation shall be PINEWOOD LAKES COMMUNITY ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the *Association* the Declaration of Restrictions and Protective Covenants as the *Declaration*, these Articles of Incorporation as the *Articles*, and the Bylaws of the Association as the *Bylaws*.

Article 3
Purpose

The purpose for which the Association is organized is to serve as a *Homeowners Association* as described in Section 720.301, Florida Statutes, including but not limited to the power to operate, administer, and manage the Common Areas in Pinewood Lakes in accordance with the Declaration and other Governing Documents and to provide for the architectural control and the administration and enforcement of Covenants and Restrictions applicable to units in Pinewood Lakes.

Article 4
Term of Existence

The Association shall have perpetual existence.

Article 5
Powers

The powers of the Association shall include and be governed by the following:

5.1 General

The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of the Articles, Bylaws, and Declarations.

5.2 Enumeration

The Association shall have all the powers and duties of a Florida Corporation Not For Profit, and the Florida Homeowners Association Act Chapter 720 except as limited by these Articles as they may be amended from time to time, the Bylaws as they may be amended from time to time, and all of the powers and duties reasonably necessary to operate the Association pursuant to the Declaration, as it may be amended from time to time, including, but not limited to, the following:

5.2.1 To make and collect assessments and other charges against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

5.2.2 To buy, own, operate, lease, sell, and trade both real and personal property as may be necessary or convenient in the administration of the Association.

5.2.3 To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

5.2.4 To maintain, repair, replace, reconstruct, add to, and operate the Association Property, Common Areas, and other property acquired or leased by the Association for use by Unit Owners.

5.2.5 To purchase insurance upon the Association Property, Common Areas and for the protection of the Association, its Officers, Directors, and Members as Unit Owners.

5.2.6 To make and amend reasonable rules and regulations for the maintenance, conservation, and use of the Association Property, Common Areas and the Units for the health, comfort, and welfare of the Unit Owners.

5.2.7 To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of Units as may be provided by the Declaration.

5.2.8 To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Association Property.

5.2.9 To Contract for the management of the Association and facilities used by the Unit Owners, and to delegate to the party with whom such contract has been entered into the powers and duties of the Association except those that require specific approval of the Board or the Membership of the Association.

5.2.10 To employ personnel to perform the services required for proper operation of the Association.

5.3 Association Property

All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

5.4 Distribution of Income

The Association shall make no distribution of income to its Members, Directors, or Officers.

5.5 Limitation

The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

Article 6
Members

6.1 Membership

Every person or entity who is a record Owner of a fee or undivided fee interest in any Unit that is subject, by covenants of record, to assessment by the Association, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from, ownership of any Unit which is subject to assessment by the Association, and after termination of the Association, shall consist of those who were Members at the time of the termination and their successors and assigns.

6.2 Meetings

The Bylaws provide for an annual meeting, and may make provision for regular and special meetings of Members other than the annual meeting.

6.3 Voting

On all matters upon which the Membership shall be entitled to vote, there shall be one (1) vote for each Unit, each vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one (1) Unit shall be entitled to one (1) vote for each Unit owned.

6.4 Assignment

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 to the Unit for which that share is held.

Article 7
Directors

7.1 Number and Qualification

The property, business, and affairs of the Association are managed by a Board consisting of the number of Directors determined by the Bylaws, but shall consist of not less than three (3) Directors. Directors must be Members or the spouse of a Member, of the Association.

7.2 Duties and Powers

All of the duties and powers of the Association existing in the Declaration, these Articles, and the Bylaws shall be exercised exclusively by the Board, its agents, contractors, or employees, subject only to approval by Unit Owners when such approval is specifically required.

7.3 Election of Directors

Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by the Bylaws. Directors may be removed, and vacancies on the Board shall be filled, in the manner provided by the Bylaws.

Article 8
Officers

~~The Officers designated in the Bylaws shall administer the affairs of the Association. The Officers shall be elected by the Board of the Association at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board. The Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers.~~

Article 9
Amendments

9.1 Method of Proposal

~~A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board or by Members representing not less than thirty-one (31) of the voting interests of the Association.~~

9.2 Notice

~~The subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.~~

9.3 Approval

An amendment, so proposed, may be approved by written agreement of a majority of all voting interests, or by a majority of the voting interest present, in person, or by proxy, and voting at a duly noticed meeting of the Association.

9.4 Recording

A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Lee County, Florida.

Article 10
Dissolution

The Association may be dissolved with the assent given in writing and signed by Members owning not less than forty-five (45) of the Units. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be owned by all Members as tenants in common.

Article 11
Bylaws

The Bylaws of this Corporation may be altered, amended or repealed in the manner provided in the Bylaws.

Article 12
Registered Office Address and Name of Registered Agent

The registered office address and the name of the registered agent of the corporation shall be as determined by the Board from time to time.