

N37405

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

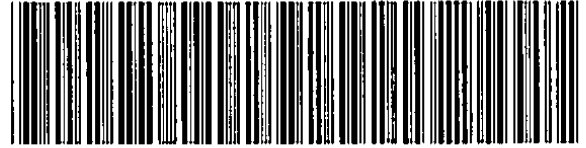
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400346070404

06/18/20--01012--010 ++48.75

2020 JUN 13 AM 9:00

cc  
Amended  
By stated

AUG 01 2020

1 ALBRIGHTON

# CHAD M. McCLENATHEN, P.A.

Board Certified Real Estate Attorney

Board Certified Condominium & Planned Development Law Attorney

783 South Orange Avenue, Suite 210  
Sarasota, FL 34236  
Telephone: 941-552-1088

Email: [chad@mcclenathenlaw.com](mailto:chad@mcclenathenlaw.com)  
Web: [www.mcclenathenlaw.com](http://www.mcclenathenlaw.com)  
Fax: 941-894-10

June 15, 2020

Florida Division of Corporations  
Attn: Amendment Section  
PO Box 6327  
Tallahassee, FL 32314

**Re: Filing Amended and Restated Articles of Incorporation for Huntington Pointe Community Association, Inc.**

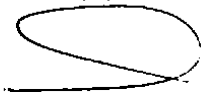
Dear Division:

Enclosed are:

1. Original executed Amended and Restated Articles of Incorporation, and one copy.
2. Check for \$43.75 payable to Florida Dept. of State.

Please file and return a certified copy to me. Please contact my office if there are any questions or if you need additional information. Thank you.

Very truly yours,



Chad M. McClenathen

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HUNTINGTON POINTE COMMUNITY ASSOCIATION, INC.**

**WHEREAS**, the original Articles of Incorporation of Huntington Pointe Community Association, Inc. were filed with the Florida Department of State on March 27, 1990, and

**WHEREAS**, the entire Board of Governors approved these Amended and Restated Articles of Incorporation, including amendments, at a duly noticed Board meeting, and

**WHEREAS**, not less than a majority of the voting interests of the entire membership of the Association approved the amendments and these Amended and Restated Articles at a membership meeting held on February 24, 2020 and reconvened on May 21, 2020, and

**WHEREAS**, the number of membership votes cast for the amendments were sufficient for approval under the corporation documents and applicable law.

**NOW THEREFORE**, the following are adopted as the Amended and Restated Articles of Incorporation of Huntington Pointe Community Association, Inc.

**ARTICLE I  
NAME OF CORPORATION AND MAILING ADDRESS**

The name of this corporation shall be Huntington Pointe Community Association, Inc., hereinafter referred to as Association. The address of the Association shall be c/o Argus Property Management, Inc., 2477 Stickney Point Road, Suite 118A, Sarasota, Florida 34231. The Board of the Association may change the location of the principal office or mailing address from time to time.

**ARTICLE II  
PURPOSES**

The general nature, objects, and purposes of the Association are as follows:

1. To administer and enforce the Declaration of Protective Covenants, Conditions and Restrictions for Huntington Pointe, as amended (Declaration), and governing documents authorized thereunder, including the Bylaws and Rules and Regulation.
2. To take such action as may be deemed appropriate to promote the health, safety, enjoyment, and welfare of the owners of the property within the Subdivision.
3. To add, replace, improve, maintain, and repair the Common Areas within the Subdivision for the benefit of the members of the Association.
4. To operate without profit and for the sole and exclusive benefit of its members.

**ARTICLE III  
POWERS**

The Association shall have powers and privileges granted to a corporation not for profit under the laws of the State of Florida, all the powers and privileges of a homeowner association under Chapter 720, Florida Statutes, and all powers reasonably necessary to implement and effectuate the purposes of the Association, except as may be limited or otherwise provided by these Articles or the Declaration.

## **ARTICLE IV MEMBERS**

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as set forth in the Bylaws and Declaration.

## **ARTICLE V GOVERNORS**

A Board of Governors shall manage the affairs of the Association. The qualifications, method of election, and powers of the Board of Governors shall be as set forth in the Bylaws.

## **ARTICLE VI OFFICERS**

The officers designated in the Bylaws shall administer the affairs of the Association.

## **ARTICLE VII BYLAWS**

The Bylaws may be altered, amended, or rescinded by the members in the manner provided by such Bylaws.

## **ARTICLE VIII INDEMNIFICATION OF OFFICERS AND GOVERNORS**

1. Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a Governor, officer or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that the person did not act in good faith, nor in a manner reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that the person had reasonable cause to believe his or her conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. It is the intent of the membership, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, Governors and committee members as permitted by Florida law.

2. Advances. Expenses incurred in defending an administrative, civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected Governor, officer, or committee member to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Association as authorized herein, or as otherwise permitted by law.

3. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a Governor, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

4. Insurance. The Association shall purchase and maintain adequate insurance on behalf of any person who is or was a Governor, officer, or committee member against any liability asserted against such persons and incurred by such persons in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article. Notwithstanding anything in this Article to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

## **ARTICLE IX AMENDMENT TO ARTICLES OF INCORPORATION**

Amendments to these Articles shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is considered.
2. A resolution for the adoption of a proposed amendment may be proposed either by vote of not less than a majority of the entire membership of the Board of Governors, or by not less than twenty (20%) percent of the total voting interests of the members of the Association.
3. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by vote of not less than a majority of the entire membership of the Board of Governors and by vote of not less than two-thirds of the voting interests of the members represented in person or by proxy at a duly noticed membership meeting.
4. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Sarasota County, Florida.

## **ARTICLE X TERM**

The term of the Association shall be perpetual.

## **ARTICLE XI REGISTERED AGENT AND ADDRESS**

The Association has appointed Argus Property Management, Inc., 2477 Stickney Point Road, Suite 118A, Sarasota, Florida 34231 as its registered agent and registered address under the laws of the State of Florida. The Board may change the registered agent and registered office from time to time as permitted by law.

The recitals set forth in these Amended and Restated Articles of Incorporation are true and correct and are certified as such by the Board of Governors on this 4th day of June \_\_\_\_\_, 2020.

**Huntington Pointe Community Association, Inc.**



By: Edward Stofko, President