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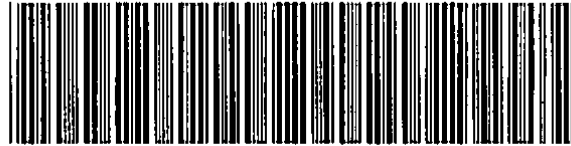
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Amended & Restated

JUN 23 2020

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**CERTIFICATE OF AMENDMENT**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**THE WELLINGTON NEIGHBORHOOD ASSOCIATION, INC.**

We hereby certify that the attached Amended and Restated Articles of Incorporation were approved and adopted at the Annual Meeting of the membership held on March 12, 2020 by the affirmative vote of not less than sixty-seven percent (67%) of the entire voting interests of the Association, which is sufficient for adoption under Section 617.1002 of the Florida Statutes.

DATED this 29<sup>th</sup> day of April, 2020.

Witnesses:

sign [Signature]  
print Christine Goren  
sign [Signature]  
print J. KENTON WRIGHT

THE WELLINGTON NEIGHBORHOOD  
ASSOCIATION, INC.

By: [Signature]  
William Matthews, President

Witnesses:

sign [Signature]  
print Christine Goren  
sign [Signature]  
print J. KENTON WRIGHT

Attest

[Signature]  
Cindy Richardson, Secretary

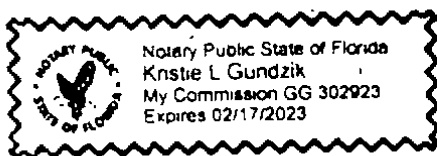
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CORPORATIONS  
20 APR 30 3:38

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 29 day of April, 2020, by William Matthews, as President of The Wellington Neighborhood Association, Inc., on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC

sign [Signature]  
print Kristie L. Gundzik  
State of Florida at Large (Seal)



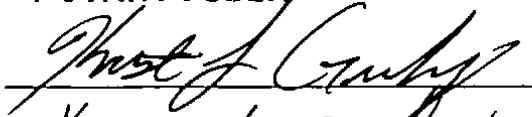
My Commission expires:

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 29 day of April, 2020, by Cindy Richardson, as Secretary of The Wellington Neighborhood Association, Inc., on behalf of the corporation. She is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC

sign



print



State of Florida at Large (Seal)



My Commission expires:

Prepared by: Leah E. Ellington, Esq.  
2033 Main Street, Suite 403  
Sarasota, FL 34237

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**THE WELLINGTON NEIGHBORHOOD ASSOCIATION, INC.**

CLERK OF THE CIRCUIT COURT OF THE 11TH JUDICIAL CIRCUIT IN AND FOR THE COUNTY OF SARASOTA, FLORIDA  
20 JUL - 1 PM 3: 38

These are the Articles of Incorporation of THE WELLINGTON NEIGHBORHOOD ASSOCIATION, INC., a not-for-profit corporation under Chapter 617 of the Florida Statutes.

**ARTICLE I - NAME OF CORPORATION AND DURATION**

The name of the corporation shall be THE WELLINGTON NEIGHBORHOOD ASSOCIATION, INC., (hereinafter referred to as the "Neighborhood Association") and its duration shall be perpetual.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and place of business of the Association is 140 Rich Street, Venice, Florida 34292. The mailing address of the Association is 140 Rich Street, Venice, Florida 34292. The Association Board of Directors (herein "the Board") may change the location of the principal office and mailing address of the Association from time to time.

**ARTICLE III - PURPOSE**

The purpose for which the Neighborhood Association is organized is to engage as a non-profit organization to further the interests of Members of the Neighborhood Association, including without limitation maintenance of property owned or dedicated to the Neighborhood Association as Exclusive Common Areas under the Declaration of Protective Covenants, Conditions and Restrictions (the "Neighborhood Declaration") for Wellington at The Venice Golf and Country Club Community and the protection of the property of the Members of the Neighborhood Association; to exercise all the powers and privileges and to perform all of the duties and obligations of the Neighborhood Association under that certain Master Declaration of Protective Covenants, Conditions and Restrictions for The Venice Golf and Country Club (the "Master Declaration") and the Neighborhood Declaration recorded in the office of the Clerk of the Circuit Court in and for Sarasota County, Florida, including the establishment and enforcement of the payment of assessments and fines contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. The Neighborhood Declaration and the Master Declaration are hereinafter sometimes referred to collectively as the "Declarations." All terms used herein which are defined in the Neighborhood Declaration shall have the same meaning herein as therein.

## ARTICLE IV - POWERS

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

**Section 1. Common Law and Statutory Powers.** The Neighborhood 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 and the Declarations.

**Section 2. Necessary Powers.** The Neighborhood Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

A. The power to fix, levy and collect assessments against Units and Members of the Neighborhood Association, as provided for in the Declarations.

B. The power to expend monies collected for the purpose of paying the expenses of the Neighborhood Association.

C. The power to own, manage, control, operate, maintain, repair and improve the Exclusive Common Areas.

D. The power to purchase supplies and materials and lease equipment required for the maintenance, repair, replacement, operation and management of the Exclusive Common Areas.

E. The power to insure and keep insured the improvements within the Exclusive Common Areas as provided in the Declarations.

F. The power to employ the personnel required for the operation of the Neighborhood Association and the Exclusive Common Areas.

G. The power to pay the utility bills for utilities serving the Exclusive Common Areas as provided in the Declarations.

H. The power to pay all taxes and assessments which are liens against the Exclusive Common Areas as provided in the Declarations.

I. The power to establish and maintain a reserve fund for the capital improvements, repairs and replacements.

J. The power to improve the Exclusive Common Areas as provided in the Declarations, subject to the limitations set forth in the Declarations.

K. The power to control and regulate the use of the Exclusive Common Areas as provided in the Declarations, and to promote and assist adequate and proper maintenance of the Neighborhood as described in the Declarations.

L. The power to make reasonable rules and regulations and to amend the same from time to time.

M. The power to enforce by any legal means the provisions of these Articles, the Bylaws, the Neighborhood Declaration and the rules and regulations promulgated by the Neighborhood Association.

N. The power to borrow money and the power to select depositories for the Neighborhood Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of check and the person or persons by whom the same shall be signed, when not signed as otherwise provided by the Bylaws.

O. The power to enter into a long term contract with any person, firm, corporation or management agent of any nature or kind, to provide for the maintenance, operation, repair and upkeep of the Exclusive Common Areas. The contract may provide that the total operation of the managing agent, firm or corporation shall be at the cost of the Neighborhood Association. The contract may further provide that the managing agent shall be paid from time to time a reasonable fee.

P. The power to contract for the management of the Neighborhood Association and to delegate to the manager all of the powers and duties of the Neighborhood Association, except with respect to those matters which must be approved by Members.

Q. The power to establish additional officers and/or directors of the Neighborhood Association and to appoint all officers except as otherwise provided in the Bylaws.

R. The power to appoint committees as the Board of Directors may deem appropriate.

S. The power to collect delinquent assessments by suit or otherwise, to abate nuisances and to fine, enjoin or seek damages from Members of the Neighborhood Association for violation of the provisions of these Articles, the Declarations, the Bylaws or the rules and regulations of the Neighborhood Association.

T. The power to bring suit and to litigate on behalf of the Neighborhood Association or its Members.

U. The power to adopt, alter and amend or repeal the Bylaws of the Neighborhood Association as may be desirable or necessary for the proper management of the Neighborhood Association.

V. The power to engage in any other activities which will foster, promote and advance the common interests of all Members.

W. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

X. The power to require all owners of units in the Neighborhood to become Members of the Neighborhood Association.

Y. The power to take any other action necessary for the purposes for which the Neighborhood Association is formed.

Z. The foregoing enumeration of powers shall not limit or restrict the exercise of other and further powers which are contained in the Declarations or which may now or hereafter be permitted by law.

**Section 3. Funds and Title to the Properties.** All funds and title to all properties acquired by the Neighborhood Association and the proceeds thereof shall be held for the benefit of the Members in accordance with the provisions of the Declarations. No part of the income, if any, of the Neighborhood Association shall be distributed to the Members, directors, or officers of the Neighborhood Association.

**Section 4. Limitations.** The powers of the Neighborhood Association shall be subject to and be exercised in accordance with the provisions of the Declarations.

## **ARTICLE V – MEMBERSHIP**

Qualification for, and admission to, membership in the Neighborhood Association shall be regulated by the Neighborhood Declaration.

## **ARTICLE VI - BOARD OF DIRECTORS**

The affairs of the Neighborhood Association shall be managed by a Board of Directors consisting of not less than three (3) and no more than five (5) directors as provided in the Bylaws.

The method of election and terms of office, removal and filling of vacancies shall be as set forth in the Bylaws of the Neighborhood Association.

## **ARTICLE VII - INDEMNIFICATION OF OFFICERS, DIRECTORS AND COMMITTEE MEMBERS**

The Neighborhood Association shall indemnify its directors, officers and committee members and may indemnify its employees and agents, to the fullest extent permitted by the

provisions of the Florida Not-For-Profit Corporation Act, as amended from time to time, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of the Members of the Neighborhood Association or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer, director or committee member of the Neighborhood Association may be entitled.

#### **ARTICLE VIII – BYLAWS**

The Bylaws of the Neighborhood Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles or the Declarations.

#### **ARTICLE IX – CONSTRUCTION**

These Articles and the Bylaws of the Neighborhood Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Master Declaration and the Neighborhood Declaration. In the event of any conflict between the terms of the Master Declaration, the Neighborhood Declaration, the Articles of Incorporation or the Bylaws, the following order of priority shall apply: the Master Declaration, the Neighborhood Declaration, the Articles and the Bylaws.

#### **ARTICLE X – REGISTERED AGENT AND REGISTERED OFFICE**

The name of the registered agent shall be The Venice Golf & Country Club Master Association, Inc. and the street address of the registered agent shall be 140 Rich Street, Venice, Florida 34292. The Board may change the Association's registered office and registered agent from time to time as permitted by law.