

N42620

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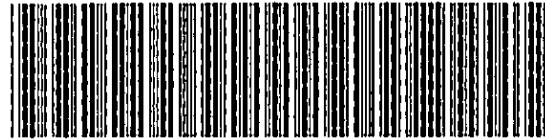
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 13, 2020

TERREN E. MALLER ESQ
100 CENTRAL AVE STE 1210
PETERSBURG, FL 33701

SUBJECT: REGENCY OAKS HOMEOWNERS ASSOCIATION, INC.
Ref. Number: N42620

We have received your document for REGENCY OAKS HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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.

Rebekah White
Regulatory Specialist II Supervisor

Letter Number: 620A00000934

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kmaller@powellcarneylaw.com

January 21, 2020

Via Federal Express

Ms. Rebekah White
Regulatory Specialist II Supervisor
Division of Corporations
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

RE: Regency Oaks Homeowners Association, Inc.
Articles of Amendment to Articles of Incorporation
Letter No. 620A00000934

Dear Ms. White:

I am in receipt of your letter dated January 13, 2020 regarding the filing of the Articles of Amendment for Regency Oaks Homeowners Association, Inc. Attached please find a revised form of "Articles of Amendment to Articles of Incorporation" to be filed with the Florida Secretary of State, along with the document referenced as being attached thereto. We have included additional detail in Section E to more clearly state that the document being filed is an Amendment to the Articles of Incorporation; however, due to the extensive rewording of the document, it is being identified as "amended and restated."

I have reviewed the Florida Statutes and believe that the revised document comports with Fla. Stat. §§ 607.1006, 617.1007, and 617.01201. In the event that anything further needs to be done in order to have this document filed with the Florida Secretary of State, please contact my office at (813) 229-2800 so that we can fully understand the revisions that are required.

Thank you for your attention to this matter.

Very Truly Yours.

Powell, Carney, Maller, P.A.



Karen E. Maller, Esq.

KEM/mlp
Enclosure

2015 J 27 11:30:30

**FIRST AMENDMENT AND RESTATEMENT OF ARTICLES OF INCORPORATION OF
REGENCY OAKS HOMEOWNERS ASSOCIATION, INC.**

(There has been substantial rewording of this document and therefore it is identified as being amended and restated. See governing documents for the prior text.)

WHEREAS, the original Articles of Incorporation were filed with an effective date of March 18, 1991;

WHEREAS, pursuant to Article VIII, the Articles of Incorporation may be amended by the affirmative vote of a majority of the members present at a meeting called and held for purposes of amending the Articles of Incorporation; and

WHEREAS, a meeting was properly noticed and duly called and the necessary vote was obtained and the Articles of Incorporation are hereby amended and restated as follows:

The Association is established as a non-profit corporation under Chapter 617 of the Florida Statutes and is a "homeowners' association" as that term is defined in Chapter 720 of the Florida Statutes.

ARTICLE I

NAME:

The name of the corporation, herein called the "Association", is Regency Oaks Homeowners Association, Inc.

ARTICLE II

PURPOSE:

The general purposes for which the Association is organized are:

- (A) To promote the health, safety and social and economic welfare of the Members of Regency Oaks Homeowners Association, Inc.
- (B) To represent the Members of Regency Oaks Homeowners Association, Inc. in governmental issues at all levels of the government where such issues may impact upon the well-being of the community.
- (C) To establish and enforce various codes and regulations which will maintain the distinct environment and residential atmosphere of the subdivision.
- (D) To maintain and/or repair landscaping in the common areas, water management areas and any property or structure which may be the responsibility of the Association.

POWER:

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by these Articles, the Amended and Restated Declaration of Covenants, Conditions and Restrictions applicable to the properties subject to the jurisdiction of the Association, and the Amended and Restated Bylaws, as they may hereafter be amended, including but not limited to the following:

- (A) To levy and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To maintain, repair, replace and operate the Common Areas.
- (C) To purchase insurance upon Common Areas and Association property for the protection of the Association and its members.
- (D) To reconstruct Common Area improvements after casualty and to make further improvements of the Common Areas.
- (E) To make, amend and enforce reasonable rules and regulations governing the users of the Common Areas, and the operation of the Association.
- (F) To charge recipients for services rendered by the Association and for use of Association property when such is deemed appropriate by the Board of Directors of the Association.
- (G) To enforce the provisions of the Governing Documents.
- (H) To contract for the management services and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by law or by the Governing Documents to be exercised by the Board of Directors or the membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional or non-professional personnel to perform the services required for proper operation of the Association.
- (J) To borrow money as necessary to effectuate the objects and purposes of the Association. If the amount to be borrowed exceeds twice the then current annual budget of the Association, the prior approval of a majority of the voting interests present in person or by proxy at a members meeting called for the purpose shall be required.
- (K) All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Governing Documents. The "Governing

Documents" are those identified as such in Chapter 720, Florida Statutes.

ARTICLE III

MEMBERSHIP:

- (A) The members of the Association shall consist of (i) all record owners of a fee simple interest in one or more Lots in Regency Oaks, as identified in the Amended and Restated Declaration, excluding those who hold such interest merely as the security for the performance of an obligation, and (ii) as further provided in the Bylaws.
- (B) Change of membership shall be established by recording in the Public Records of Manatee County, Florida, a deed or other instrument and by the delivery to the Association of a copy of such instrument.
- (C) The share of a member in the funds and assets of the Association cannot be assigned, or transferred in any manner except as an appurtenance to his unit.
- (D) The owners of each Lot, collectively, shall be entitled to the number of votes in Association matters as set forth in the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

ADDITIONAL MEMBERS:

As more particularly set forth in the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Regency Oaks the Association has reserved the right to add additional lands or phases to the Regency Oaks development. If the Association does in fact add those additional lands, then all of the record owners of a fee simple interest in one or more Lots shall also be members of the Association, under the same condition set forth in the preceding Article III.

ARTICLE V

TERM:

The term of the Association shall be perpetual.

ARTICLE VI

BYLAWS:

The Amended and Restated Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but never less than five (5) Directors, and in the absence of such determination shall consist of five (5) Directors. Directors elected by the membership must be members of the Association.
- (B) Directors of the Association shall be elected by the members in the manner determined by the Amended and Restated Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Amended and Restated Bylaws.
- (C) The names and addresses of the persons who are to serve as the Board of Directors until the next election are as follows:

Sarah Siebert 4301 32ND STREET WEST
 SUITE A-20
 BRADENTON, FL 34205

William Patterson 4301 32ND STREET WEST
 SUITE A-20
 BRADENTON, FL 34205

Kimberly Baird 4301 32ND STREET WEST
 SUITE A-20
 BRADENTON, FL 34205

Gary Robertson 4301 32ND STREET WEST
 SUITE A-20
 BRADENTON, FL 34205

Ronald Moffitt 4301 32ND STREET WEST
 SUITE A-20
 BRADENTON, FL 34205

- (D) The business of the Association shall be conducted by the Board of Directors and officers designated in the Amended and Restated Bylaws. The officers shall be elected by the Board of Directors and shall serve at the pleasure of the Board.

ARTICLE VIII

AMENDMENTS:

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

- (A) Proposal. Amendments to these Articles may be proposed by the Board of Directors or upon written petition of at least 10% of the voting interests.

- (B) Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or members, the proposed amendment or amendments shall be submitted to a vote of the members not later than the next Annual Meeting for which proper notice can be given.

VOTE REQUIRED. Except as otherwise provided for by Florida Law, these Amended and Restated Articles of Incorporation may be amended by vote of a majority of the voting interests present or voting at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment had been given to the members of the Association, and that the notice contains the text of the proposed amendment.

Effective Date. An amendment shall become effective upon proper filing of Articles of Amendment with the Secretary of State and recording a certified copy in the Public Records of Manatee County, Florida.

Proviso. Any amendment which could affect any water management area must have the prior written approval of the Southwest Florida Water Management District and of Manatee County.

ARTICLE IX

INDEMNIFICATION:

To the fullest extent permitted by law, the Association shall indemnify and hold harmless every director and every officer of the Association against all expenses and liabilities including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a director or officer of the Association. The foregoing right of indemnification shall not apply to:

- (A) Gross negligence or willful misconduct in office by any director or officer.
- (B) Any criminal action, unless the director or officer acted in good faith and in a manner he reasonably believed was in, or not opposed to, the best interest of the Association, and had not reasonable cause to believe his action was unlawful.

To the extent that a director or officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in (A) or (B) above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith. In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association.

The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a director or officer may be entitled.

ARTICLE X

REGISTERED AGENT:

The registered office of the Corporation is 200 Central Avenue, Suite 1210, St. Petersburg, Florida 33701, and the registered agent thereat upon whom process may be served as of the time of this filing is Karen E. Maller.

[END ARTICLES OF INCORPORATION]

of each amendment(s) adoption: _____, if other than the
document was signed.

the date if applicable: _____
(no more than 90 days after amendment file date)

If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the
document's effective date on the Department of State's records.

Number of Amendment(s) (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 11/25/2019

Signature Sarah Siebert

(By the chairman or vice chairman of the board, president or other officer-if directors
have not been selected, by an incorporator – if in the hands of a receiver, trustee, or
other court appointed fiduciary by that fiduciary)

SARAH SIEBERT

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)