

N93000001221

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DIVISION OF CORPORATIONS
2016 AUG 15 PM 2:57

AUG 26 2016

C LEWIS

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Board Certified Real Estate Attorney

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August 22, 2016

Florida Division of Corporations
Attn: Carolyn Lewis, Regulatory Specialist II
PO Box 6327
Tallahassee, FL 32314

Re: Filing Amended and Restated Articles of Incorporation for Arbor Oaks of Sarasota Homeowners Association, Inc.

Dear Carolyn:

Enclosed are:

1. Your letter of August 15, 2016 with attached copy of executed Amended and Restated Articles of Incorporation.
2. An original executed Acceptance of duties as registered agent.

I apologize for forgetting to enclose the Acceptance with the original filing. Please complete processing of the Amended and Restated Articles of Incorporation and return a certified copy to me. Call if there are any questions or if you need additional information. Thank you.

Very truly yours,



Chad M. McClenathen

CHAD M. MCCLENATHEN, P.A.

Board Certified Real Estate Attorney

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Sarasota, FL 34236
Telephone: 941-552-1088

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Fax: 941-894-1096

August 3, 2016

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

Re: Filing Amended and Restated Articles of Incorporation for Arbor Oaks of Sarasita Homeowners 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. Call if there are any questions or if you need additional information. Thank you.

Very truly yours,



Chad M. McClenathen



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 15, 2016

CHAD M. MCCLENATHEN, PA
783 S. ORANGE AVE SUITE 210
SARASOTA, FL 34236 US

SUBJECT: ARBOR OAKS OF SARASOTA HOMEOWNERS ASSOCIATION,
INC.
Ref. Number: N93000001221

We have received your document for ARBOR OAKS OF SARASOTA HOMEOWNERS 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):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 516A00017192

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ARBOR OAKS OF SARASOTA HOMEOWNERS ASSOCIATION, INC.**

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N93000001221

WHEREAS, the original Articles of Incorporation of Arbor Oaks of Sarasota Homeowners Association, Inc. were filed with the Florida Department of State on March 11, 1993 and were amended by an instrument filed with the State in 2013, and

WHEREAS, the entire Board of Directors 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 March 27, 2016, 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 Arbor Oaks of Sarasota Homeowners Association, Inc.

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

The name of this corporation shall be Arbor Oaks of Sarasota Homeowners Association, Inc., hereinafter referred to as Association. The address of the Association shall be 5077 Fruitville Road, Suite 231, Sarasota, Florida 34232. The Directors 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 Restrictions for Arbor Oaks, as amended (Declaration), and governing documents authorized thereunder, including the Bylaws, rules and regulation and architectural planning criteria.
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 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 DIRECTORS

A Board of Directors shall manage the affairs of the Association. The qualifications, method of election, and powers of the Board of Directors 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 DIRECTORS

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 director, 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, directors 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 director, 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 director, 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 director, 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.

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**ARTICLE IX
AMENDMENT TO ARTICLES OF INCORPORATION**

2016 AUG 15 PM 2: 57

These Articles of Incorporation may be altered, amended, or repealed by vote of not less than majority of the voting interests of the entire membership of the Association. 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**

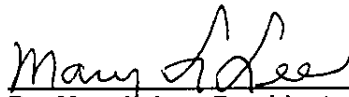
The term of the Association shall be perpetual.

**ARTICLE XI
REGISTERED AGENT AND ADDRESS**

The Association has appointed Chad M. McClenathen, P. A., 783 S. Orange Ave., Suite 210, Sarasota, Florida 34236 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 Directors on this 2nd day of August, 2016.

Arbor Oaks of Sarasota Homeowners Association, Inc.

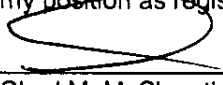

By: Mary L. Lee, President

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Acceptance of Duties as Registered Agent

Having been named as registered agent and to accept service of process for Arbor Oaks of Sarasota Homeowners Association, Inc., I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and responsibilities of my position as registered agent.



Chad M. McClenathen, P. A.
783 S. Orange Ave., Suite 210
Sarasota, Florida 34236

Date 8/22/16