

TR 5-4-11

Office Use Only



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April 25, 2011

Reply To:  
Sarasota  
David G. Muller, Esq.  
DMuller@becker-poliakoff.com

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Amended and Restated Articles of Amendment to Articles of  
Incorporation – Park Forest Estates Homeowners Association, Inc.  
Client/Matter No. P15623-252600

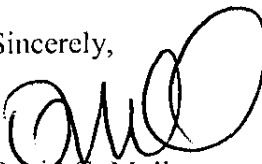
Dear Sir/Madam:

Enclosed please find the original and one copy of the Amended and Restated Articles of Amendment to the Articles of Incorporation of Park Forest Estates Homeowners Association, Inc. A check for \$35.00 is also enclosed for the filing fee.

Please file and return a copy to my attention. A self-addressed stamped envelope is enclosed for your convenience.

Please feel free to call me should you have any questions regarding this matter.

Sincerely,



David G. Muller  
For the Firm

DGM/ms  
Enclosure (as stated)

ACTIVE: 3348690\_1

FLORIDA OFFICES  
BOCA RATON  
FORT MYERS  
FORT WALTON BEACH  
HOLLYWOOD  
HOMESTEAD  
KEY WEST \*  
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SARASOTA  
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PRAGUE, CZECH REPUBLIC

\* by appointment only

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PARK FOREST ESTATES HOMEOWNERS ASSOCIATION, INC**

**FILED**  
11 APR 28 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WHEREAS**, the original Articles of Incorporation of Park Forest Estates Homeowners Association, Inc. were filed with the Florida Department of State on May 13, 1993, and recorded in the Official Record Book 2531, Page 2630 et seq., and

**WHEREAS**, these Amended and Restated Articles of Incorporation contain amendments to all the Articles but do not amend or modify provisions that would require approval by First Mortgagees, and

**WHEREAS**, not less than a majority of the entire membership of the Board of Directors approved the amendments and these Amended and Restated Articles of Incorporation at a duly noticed Board meeting on March 2, 2011 and

**WHEREAS**, these Amended and Restated Articles, were approved by the Members casting greater than fifty percent of the total votes cast by the Members at a duly called membership meeting held on March 30, 2011 at which a quorum was present, and

**WHEREAS**, the number of Member 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 Park Forest Estate Homeowners Association, Inc.

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

The name of this corporation shall be Park Forest Estates Homeowners Association, Inc., hereinafter referred to as Association. The address of the Association shall be 325 Indian River Lane, Suite 4, Englewood, Florida 34223. 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 Covenants, Conditions, and Restrictions for Park Forest Estates Homeowners, Association, Inc as recorded in Official Record Book 2531, Page 2609 et seq., Public Records of Sarasota County, Florida as amended and supplemented from time to time. All terms used herein that are

defined in the Estates' Declaration shall have the same meaning unless otherwise expressly defined herein.

2. To take such action as may be deemed appropriate to promote the health, safety, enjoyment, and welfare of the Owners of Property within the Subdivision.

3. To add, replace, improve, maintain, and repair Common Facilities 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 serving as a director, officer, or committee member to the fullest extent permitted under Florida corporate statutes.

2. Additional Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, agreement, vote of a majority of the Voting Interests of the 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.

3. Insurance. The Association shall purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against the person and incurred by the person in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article. Notwithstanding anything in this Article to the contrary, the provision 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**

These Articles of Incorporation may be altered, amended, or repealed in the following manner. Notice of the subject matter of a proposed amendment, and a copy of the proposed amendment, shall be included in the notice of any meeting at which a proposed amendment will be considered.

A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than fifteen percent (15%) of the Voting Interests of the Members of the Association. Except as elsewhere provided.

1. To be adopted, a resolution must be approved by not less than a majority of the Voting Interests of the entire membership of the Association, or by approval in writing by a majority of the total Voting Interests without a meeting.

2. The approval of fifty-one percent (51%) of the First Mortgagees, who are known to the Association, shall be required to add to or amend any provision of the Declaration or these Articles of Incorporation or the Bylaws of the Association materially affecting the rights or interest of the Mortgagees in any of the following: (i) voting; (ii) assessments, assessment liens or subordination of such liens; (iii) insurance or fidelity bonds; (iv) reserves for maintenance, repair and replacement of the Common Facilities, if applicable; (v) right to use the Common Facilities; (vi) responsibility for maintenance and repair; and (vii) any provisions which are for the express benefit of the First Mortgagees or insurers or guarantors of recorded first mortgages on Residential Lots. An addition or amendment shall not be considered material if it is for the purpose of

correcting technical or scrivener's errors or for clarification only. A First Mortgagee who receives a written request from the Association to approve material additions or amendments to the above items who does not deliver or post a negative response to the Association within thirty (30) days shall be deemed to have approved such addition or amendment.

3. 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 RESIDENT AGENT**

The Association has appointed Becker & Poliakoff, P.A. 6230 University Pkwy Ste 201, Sarasota FL 34240 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.

Articles of Amendment  
to  
Articles of Incorporation  
of

Park Forest Estates Homeowners Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N93000002239

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

\_\_\_\_\_, Florida  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

(Attach additional sheets, if necessary)

Please see attached Amended and Restated Articles of Incorporation.



The date of each amendment(s) adoption: March 30, 2011  
(date of adoption is required)

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Adoption 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 4-19-2011

Signature John P. Hennessey  
(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)

John Hennessey  
(Typed or printed name of person signing)

President  
(Title of person signing)