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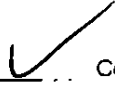
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*Amended And
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Roberts DEC 08 2009

KEVIN T. WELLS, ESQ.
DAVID C. MEYER, ESQ., L.L.M.*
KAREN L. KUSKIN, ESQ.
ROBERT L. TODD, ESQ.

THE LAW OFFICES OF
KEVIN T. WELLS, P.A.

CONDOMINIUM, HOMEOWNER,
COOPERATIVE, MASTER
AND COMMUNITY ASSOCIATIONS
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*LLM - REAL PROPERTY
AND LAND DEVELOPMENT

December 1, 2009

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

Re: Certificate of Amendment
McIntosh Lake Homeowners Association, Inc.

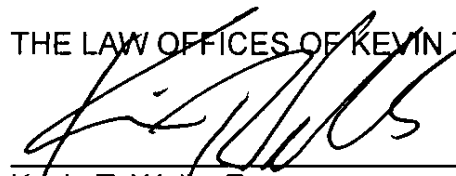
Dear Sir or Madam:

Please file the enclosed original Certificate of Amendment and Amended and Restated Articles of Incorporation for the above-referenced corporation. Also enclosed is a check from the Association in the amount of \$43.75 for the filing fee and certified copy fee. Please return a **certified copy** to the undersigned at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,

THE LAW OFFICES OF KEVIN T. WELLS, P.A.



Kevin T. Wells, Esq.

KTW/elp
Enclosures

McINTOSH LAKE HOMEOWNERS ASSOCIATION, INC.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

TABLE OF CONTENTS

<u>Article</u>	<u>Description</u>	<u>Page No.</u>
1.	NAME AND PRINCIPAL ADDRESS	1
	1.1 Name and Address	1
	1.2 Additional Corporation Information	1
2.	CORPORATE PURPOSES	1
3.	CORPORATE POWERS	2
	3.1 Common Law and Statutory Powers	2
	3.2 Specific Powers	2
	3.3 Emergency Powers	3
4.	MEMBERSHIP	4
	4.1 Membership	4
	4.2 Change of Membership	4
	4.3 Restraint Upon Separation and Partition	4
5.	VOTING	4
6.	BOARD OF DIRECTORS AND OFFICERS	5
7.	REGISTERED OFFICE AND REGISTERED AGENT	5
8.	INDEMNIFICATION	5
9.	CORPORATE EXISTENCE	5
10.	BYLAWS	5
11.	AMENDMENTS	6
	11.1 Proposal and Notice	6
	11.2 Certificate of Amendment	6

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

**McINTOSH LAKE HOMEOWNERS ASSOCIATION, INC.
A Florida Corporation Not-For-Profit**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 DEC -3 PM 3: 09

*[Substantial rewording of Articles of Incorporation.
See existing Articles of Incorporation and amendments thereto for present text.]*

The Board of Directors of **McINTOSH LAKE HOMEOWNERS ASSOCIATION, INC.**, a corporation not-for-profit under the laws of the State of Florida, hereby adopts the following Amended and Restated Articles of Incorporation. The Amended and Restated Articles of Incorporation supersede and replace all previous Articles of Incorporation and amendments thereto.

**ARTICLE 1.
NAME AND PRINCIPAL ADDRESS**

1.1 Name and Address. The name of this corporation shall be **McINTOSH LAKE HOMEOWNERS ASSOCIATION, INC.**, (herein, the "Association"). The principal address of the Association is 2477 Stickney Point Road, Suite 118 A, Sarasota, FL 34231. The Board of Directors may change the Association's principal office from time to time in the manner provided by law.

1.2 Additional Corporate Information. The **McINTOSH LAKE HOMEOWNERS ASSOCIATION, INC.** was originally incorporated on October 25, 1993 with the State of Florida, Secretary of State. The Declaration of Restrictions was originally recorded at Official Records Book 2590, Page 2394 et seq. of the Public Records of Sarasota County, Florida (herein, the "Declaration"). The subdivision plat of **McINTOSH LAKE** is recorded at Plat Book 36, Page 25 and 25A of the Official Records of Sarasota County, Florida.

**ARTICLE 2.
CORPORATE PURPOSES**

The Association is organized to perform the following purposes: to take title to, operate, administer, manage, insure and maintain the common areas of **McINTOSH LAKE, A SUBDIVISION**, located in Sarasota County, Florida (herein, the "Subdivision") or such portions thereof or as are dedicated to or made the responsibility of the Association in the Declaration, in accordance with the terms of and purposes set forth therein; and to conduct any lawful business permitted under the laws of the State of Florida for corporations not-for-profit in order to carry out the covenants and enforce the provisions of its governing documents. The Association is a homeowners association under Chapter 720, Florida Statutes.

ARTICLE 3. CORPORATE POWERS

The Association shall have the following powers and shall be governed by the following provisions:

3.1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not-for-profit and a homeowner's association, which are not in conflict with the terms of its governing documents.

3.2 Specific Powers. The Association shall have all of the powers reasonably necessary to implement the purposes of the Association including, but not limited to, the following:

3.2.1 To take all action reasonably necessary to protect and promote the property, health, safety and welfare of the owners of lots in the Subdivision.

3.2.2 To provide, maintain and repair streets, landscaping, lawns, trees and shrubs; to maintain and repair common areas, structures and improvements in the Subdivision for which the obligation to maintain and repair has been delegated to the Association.

3.2.3 To provide for utility services and other services for the common good of the owners of lots in the Subdivision, including without limitation the storm water management system.

3.2.4 To purchase and maintain such policies of insurance as delegated to the Association by the members, or as set forth in the Declaration of Restrictions or as may be deemed desirable by the Association's Board of Directors.

3.2.5 To supervise and control the specifications, architecture, design, appearance, elevation and location of all buildings, structures and improvements of any type, including dwelling units, walls, fences, driveways and pavements, grading, drainage, disposal systems and all other structures constructed, placed or permitted to remain in the Subdivision as well as the alteration, improvement, addition or changes thereof, including the landscaping surrounding the same.

3.2.6 To provide such services as may be deemed necessary or desirable by the Board of Directors and to acquire the capital improvements and equipment related thereto.

3.2.7 To purchase, acquire, replace, improve, maintain and repair such buildings, structures and equipment related to the health, safety and social welfare of the members of the Association, as the Board of Directors in its discretion, determines to be necessary or desirable.

3.2.8 To carry out all of the duties and obligations assigned to it as a Homeowners Association under the terms of the governing documents or Florida law.

3.2.9 To operate without profit and for the sole and exclusive benefit of its members.

3.2.10 To make, amend and enforce reasonable rules and regulations governing the use of Subdivision or any portions thereof, including, without limitation, the common areas and lots.

3.2.11 To make, levy and collect special and regular assessments to pay for common expenses in the manner provided in the governing documents and to use and expand the proceeds of such assessments in the exercise of the powers and duties of the Association; and the Association may place and foreclose on claims of liens for unpaid assessments and/or seek a monetary judgment against its members for non-payment.

3.2.12 To enforce the provisions of the governing documents.

3.2.13 To employ personnel; to retain independent contractors and professional personnel; and to enter into service contracts to provide for the maintenance, operation and management of common areas; and to enter into any other agreements consistent with the purposes of the Association, including but not limited to, agreements with respect to the professional management and to delegate to such professional management certain powers and duties of the Association.

3.2.14 To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of real and personal property; and to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, or association.

3.2.15 To hold funds solely and exclusively for the benefit of its members.

3.2.16 To pay and/or contest taxes and all other charges or assessments, if any, levied against the property owned, leased or used by the Association.

3.3 Emergency Powers. For purposes of this Article 3.3 only, an emergency exists during a period of time that the Subdivision, or the immediate geographic area in which the Subdivision is located, is subjected to: a state of emergency declared by civil or law enforcement authorities; a hurricane watch or warning as issued by a governmental authority; a partial or complete evacuation order issued by civil or law enforcement authorities; the declaration of a federal or state "disaster area" status; or catastrophe, whether natural or manmade, which seriously damages, or threatens to seriously damage the physical existence of the Subdivision. During an emergency as defined herein, the Board of Directors may exercise the following emergency powers:

3.3.1 The Board of Directors may relocate the principal office or designate alternative principal offices or authorize any officer to do so.

3.3.2 The Board of Directors may name any person or persons to serve as interim Assistant Officers, which Assistant Officers shall have the same authority as the officers to whom they are assistants during the period of emergency, to accommodate the incapacity or absence from the area of any officer.

3.3.3 The Board of Directors may hold Board meetings during an emergency with notice given only to those directors with whom it is practicable to communicate, and the notice can be given in any practicable manner. The directors in attendance at such a Board meeting (if more than one (1) Director) shall constitute a quorum.

3.3.4 Corporate action taken in good faith to meet the emergency needs of the Association, its owners or residents shall be binding on the Association and shall have the rebuttable presumption of being reasonable and necessary.

3.3.5 The Board of Directors shall also exercise any and all powers authorized by Sections 617.0207 and 617.303, Florida Statutes, as amended from time to time.

ARTICLE 4. MEMBERSHIP

4.1 Membership. The members of the Association shall consist of all the record owners of lots in the Subdivision and all record lot owners are required to be members of the Association. Owners of such property shall automatically become members upon acquisition of the fee simple title to any one of the lots in the Subdivision. Notwithstanding anything herein to the contrary, Lot 29 of the Subdivision shall not be included in the provisions set forth herein and the owner of such Lot 29 shall not be a member of the Association.

4.2 Change of Membership. Change of membership in the Association shall be established by the recording in the Official Records of Sarasota County, Florida, of a deed or other instrument establishing a change of record title to a lot in the Subdivision and by delivery to the Association of a copy of such recorded instrument; the owner designated by such instrument thereby becoming a member of the Association and the membership of the prior owner is terminated.

4.3 Restraint Upon Separation and Partition. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the property which is the basis of his membership in the Association. Membership is appurtenant to, runs with, and shall not be separated from, the lot upon which membership is based.

ARTICLE 5. VOTING

Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to one (1) vote in respect to all matters subject to being voted upon by the members of the Association for each lot owned. In the event one lot is owned by two or more owners either as joint owners, owners in common, or otherwise, said owners shall be collectively entitled to only one vote. Each member shall cast its vote in the manner provided in the Bylaws.

**ARTICLE 11.
AMENDMENTS**

These Articles of Incorporation may be amended by the following manner:

11.1 Proposal and Adoption. The Board of Directors may propose an amendment to the Articles of Incorporation. The Articles of Incorporation may be amended upon the vote of at least a majority of the Association Board of Directors at a duly-noticed Board meeting.

11.2 Certificate of Amendment. The Association shall file a copy of each amendment to these Articles of Incorporation with the Florida Secretary of State. The Association shall also record a copy of each amendment in the Public Records of Sarasota County, Florida along with a certificate of amendment executed by the appropriate officers of the Association with the formalities of a deed.

Prepared by and return to:
Kevin T. Wells, Esq.
The Law Offices of Kevin T. Wells, P.A.
1800 Second Street, Suite 803
Sarasota, Florida 34236
(941) 366-9191 (Telephone)
(941) 366-9292 (Facsimile)

CERTIFICATE OF AMENDMENT

ARTICLES OF INCORPORATION

McINTOSH LAKE HOMEOWNERS ASSOCIATION, INC.

A Florida Not For Profit Corporation

We hereby certify that the attached amendments to the Articles of Incorporation of McIntosh Lake Homeowners Association, INC. (the "Association"), a Florida corporation not-for-profit, were adopted by the affirmative vote of not less than a majority of the Association's Board of Directors at the Board of Directors meeting held on October 28, 2009, which is sufficient for adoption under Article XI of the Articles of Incorporation of the Association. No membership approval is required. The Association further certifies that the attached amendments were proposed and adopted as required by the governing documents and by Florida law.

DATED this 14th day of November, 2009.

Signed, sealed and
delivered in the presence of:

**McINTOSH LAKE HOMEOWNERS
ASSOCIATION, INC.**

Sign: John Bais

By: Maria Wakeman
Maria Wakeman, President

Print: NICK BORIS

Sign: Robert E. Lipp

Print: Robert E. Lipp

ATTEST:

Sign: John Bais

By: David Vernon
David Vernon, Secretary

Print: NICK BORIS

Sign: Robert E. Lipp

Print: Robert E. Lipp

[Corporate Seal]

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 14 day of November, 2009, by Maria Wakeman as President of McIntosh Lake Homeowners Association, Inc., a Florida corporation not for profit, 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:



STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 14 day of November, 2009, by David Vernon as Secretary of McIntosh Lake Homeowners Association, Inc., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC

Sign: _____

Print: _____

State of Florida at Large (Seal)
My Commission expires:

