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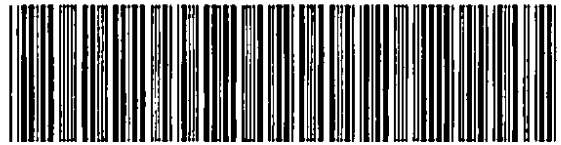
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2022 MAR -4 AM 11:52

FILED

Amended & Restated

APR 05 2022

D COWELL

DANIEL J. LOBECK*
MARK A. HANSON*
MICHELLE A. ROWE

THE LAW OFFICES OF
LOBECK & HANSON

PROFESSIONAL ASSOCIATION

LEAH E. ELLINGTON*
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CONDOMINIUM
COOPERATIVE AND
HOMEOWNERS
ASSOCIATIONS

CIVIL LITIGATION
PERSONAL INJURY
FAMILY LAW
LAND USE LAW
TRUSTS AND ESTATES

January 21, 2022

* FLA. BOARD CERTIFIED SPECIALIST IN CONDOMINIUM
AND PLANNED DEVELOPMENT LAW

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

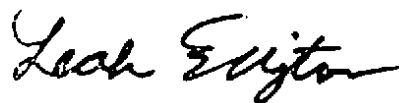
Re: Certificate of Amendment
Desoto Woods Homeowners Association

Dear Sir or Madam:

Please find enclosed an original Certificate of Amendment and attached Amendment to the Articles of Incorporation for the above-referenced corporation and a check in the amount of \$35.00 for the filing fee.

Thank you for your assistance in this matter.

Sincerely,



Leah E. Ellington

LEE/kk
Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

2022 MAR -4 AM 8:04

SECRETARY OF STATE
TALLAHASSEE, FL

February 21, 2022

LEAH E. ELLINGTON
LOBECK & HANSON
2033 MAIN STREET, SUITE 403
SARASOTA, FL 34237

SUBJECT: DESOTO WOODS HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: N96000003601

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

NO ATTACHMENTS WERE RECEIVED.

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.

Darlene Connell
Regulatory Specialist II Supervisor

Letter Number: 622A00004292

Prepared by and return to:
Leah E. Ellington, Esquire
Lobeck & Hanson, P.A.
2033 Main Street, Suite 403
Sarasota, Florida 34237
(941) 955-5622 (Telephone)
(941) 951-1469 (Facsimile)

FILED
2022 MAR -4 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED

ARTICLES OF INCORPORATION OF DESOTO WOODS HOMEOWNERS' ASSOCIATION, INC.

These are the Articles of Incorporation of Desoto Woods Homeowners' Association, Inc., a not for profit corporation under Chapter 617 of the Florida Statutes.

ARTICLE I. NAME OF CORPORATION

The name of this corporation is Desoto Woods Homeowners' Association, Inc. (herein "the Association").

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and place of business of the Association is 8040 DeSoto Woods Dr., Sarasota, FL 34243. The mailing address of the Association is 8040 DeSoto Woods Dr., Sarasota, FL 34243. 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. DURATION

The Association shall have perpetual existence unless and until dissolved as provided by law or as otherwise provided herein.

ARTICLE IV. DEFINITIONS

Unless otherwise provided herein to the contrary, all terms used in these Articles of Incorporation shall have the same definitions and meanings as those set forth in the Declaration of Protective Covenants, Conditions and Restrictions for Desoto Woods recorded in the Public

Records of Manatee County, Florida. as such Declaration may be amended from time to time (herein "the Declaration").

ARTICLE V. PURPOSE

The Association is organized to provide an entity for the maintenance, preservation, management and architectural control of the Lots and Association Property located within Desoto Woods, a planned residential Subdivision located in an unincorporated area of Manatee County, Florida. same to be in accordance with the Declaration, as same may be amended from time to time. The Association shall have the further purpose of promoting the health, safety and welfare of the Owners and occupants of Desoto Woods, consistent with the Declaration, these Articles of Incorporation and the Bylaws of the Association.

ARTICLE VI. POWERS

6.1 Common Law and Statutory Powers: The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with these Articles or the Declaration.

6.2 Specific Powers: The Association shall have all of the powers and duties set forth in the Declaration, as amended from time to time, except as validly limited by these Articles and by said Declaration, and all of the powers and duties reasonably necessary to own and operate the Association Property of Desoto Woods pursuant to said Declaration and to perform the maintenance, administrative, managerial and other functions for Desoto Woods as provided in said Declaration, as they may be amended from time to time, including but not limited to the following:

A. Enforce the provisions of this Declaration, the Articles and Bylaws by appropriate means and carry out the obligations of the Association hereunder.

B. Make and collect Assessments against Members as Lot Owners to defray the cost of the Common Expenses of Desoto Woods as provided in the Declaration.

C. Use the proceeds of Assessments in the exercise of its powers and duties.

D. Accept, hold title to, own, purchase, acquire, replace, improve, manage, maintain and administer the use of the Association Property in accordance with the Declaration.

E. Purchase insurance upon the Association Property and for the protection of the Association and its Members.

F. Maintain, repair and reconstruct the Improvements on the Association Property after casualties and to further improve the Association Property in accordance with the Declaration.

G. Adopt and amend reasonable rules and regulations respecting the use of the Association Property in accordance with the Declaration.

H. Enforce by legal means the provisions of the Declaration, the Bylaws of the Association, and regulations duly adopted by the Association.

I. Furnish or otherwise provide for such services as the Board in its discretion determines necessary or appropriate.

J. Pay any real and personal taxes and other charges assessed against the Association Property unless same are separately assessed to the Owners.

K. Obtain all required utility and other services for the Association Property.

L. Maintain architectural control over Desoto Woods in accordance with the Declaration.

M. Negotiate and contract for such materials and services for the benefit of all or any of the Owners who may subscribe to or elect to accept such materials or services as agent on behalf thereof, in accordance with the Declaration.

N. Borrow money and pledge assets of the Association as security therefor pursuant to the Declaration.

O. Employ personnel for reasonable compensation to perform the services required for the proper carrying out of the Association responsibilities.

P. Exercise such further authority as may be reasonably necessary to carry out each and every one of the obligations of the Association set forth in the Declaration, the Articles or the Bylaws, including any right or power reasonably to be inferred from the existence of any other right, power, duty, or obligation given to the Association, or reasonably necessary to effectuate its obligation under the Declaration.

Q. Operate and maintain a stormwater management system and a stormwater discharge facility as exempted or permitted by the Southwest Florida Water Management District. Should this Association be dissolved, any stormwater management system and discharge facility shall be maintained by an entity approved by the Southwest Florida Water Management District.

R. To exercise such further authority as may be reasonably necessary to carry out each and every one of the obligations of the Association set forth in the Declaration, these Articles or the Bylaws, including any right or power reasonably to be inferred from the existence

of any other right, power, duty, or obligation given to the Association, or reasonably necessary to effectuate its obligation under the Declaration.

6.3 Assets Held in Trust: All funds and the title of all properties acquired by the Association and the proceeds thereof shall be held in trust for the Members, in accordance with the provisions of the Declaration, these Articles and the Bylaws of the Association.

6.4 Limitation on Exercise of Power: The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the laws of the State of Florida, the Declaration, these Articles and the Bylaws of the Association.

ARTICLE VII. MEMBERS

7.1 Members: The Members of the Association shall consist of all of the record Owners of Lots in Desoto Woods subject to the Declaration.

7.2 Change Membership: Change of membership in the Association shall be established by the recording in the Public Records of Manatee County, Florida, of a deed or other instrument establishing a change of record title to a Lot in Desoto Woods, and the delivery to the Association of a copy of such instrument. The Owner designated in such instrument shall thereupon become a Member of the Association and the membership of the prior Owner shall thereupon be terminated, as provided in the Bylaws.

7.3 Limitation on a Transfer of Shares or Assets: The share 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 Member's Lot.

7.4 Voting: The Owner of each Lot shall be entitled to one (1) vote as a Member of the Association. The manner of exercising voting rights shall be determined by the Bylaws. Owners owning more than one (1) Lot shall be entitled to one (1) vote for each Lot owned. Voting rights shall be subject to such provisions for delegation of voting rights and the use of proxies as may be provided in the Declaration and the Bylaws.

ARTICLE VIII. DIRECTORS

8.1 Board of Directors: The affairs of the Association shall be managed by a Board consisting of such number of Directors as may be determined from time to time in accordance

with the Declaration and the Bylaws. In no event shall the Board consist of fewer than three (3) Directors. Directors must be Members of the Association.

8.2 Election of Directors: Directors of the Association shall be elected at the annual meeting of the Members, in the manner provided by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

ARTICLE IX. OFFICERS

The affairs of the Association shall be administered by a President, Vice President, Secretary, Treasurer and such other officers as may from time to time be created by the Board as permitted by the Bylaws. Officers shall be elected by the Board at its first meeting following the annual meeting of the Association and shall serve at the pleasure of the Board. Offices may be combined as provided in the Bylaws.

ARTICLE X. INDEMNIFICATION

10.1 Indemnification: Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by, or imposed upon him or her in connection with any proceeding or the settlement of any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or officer of the Association, whether or not he or she is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful and wanton misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

10.2 Insurance: The Board may purchase liability insurance to insure all Directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Members of the Association as part of the Common Expenses.

ARTICLE XI. BYLAWS

The Bylaws may be amended in the manner provided by the Bylaws.

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended upon the affirmative vote of the Members owning fifty-seven percent (57%) of the Lots in Desoto Woods. Amendments may be proposed by resolution of the Board or by the Members owning forty-two percent (42%) of the Lots in Desoto Woods. Notwithstanding the foregoing, no amendment shall make any change in the qualifications for membership or the voting rights of Members without the approval of all Members. No amendment shall be made which is in conflict with the Declaration.

ARTICLE XII. REGISTERED AGENT

The street address of the registered office of the Association is 8040 DeSoto Woods Dr., Sarasota, FL 34243, and the name of the registered agent at that address is John Dietrick. The Board may change the Association's registered office and registered agent from time to time as permitted by law.

Prepared by and Return to:
Leah E. Ellington, Esquire
Lobeck & Hanson, P.A.
2033 Main Street, Suite 403
Sarasota, Florida 34237
(941) 955-5622 (Telephone)
(941) 951-1469 (Facsimile)

CERTIFICATE OF AMENDMENT

AMENDED AND RESTATED ARTICLES OF INCORPORATION

DESOTO WOODS HOMEOWNERS ASSOCIATION, INC.

We hereby certify that the attached Amended and Restated Articles of Incorporation was approved and adopted by the affirmative vote of the members owning at least fifty-seven percent (57%) of the lots, which is sufficient under Section 9.1 of the Articles of Incorporation.

DATED this 14 day of Jan, 2022.

Signed, sealed and delivered
in the presence of:

Sign: Jessica Bernhardt

Print: Jessica Bernhardt

Sign: Matthew Kotuby

Print: Matthew Kotuby

Signed, sealed and delivered
in the presence of:

Sign: Jessica Bernhardt

Print: Jessica Bernhardt

Sign: Matthew Kotuby

Print: Matthew Kotuby

DESOTO WOODS HOMEOWNERS'
ASSOCIATION, INC.

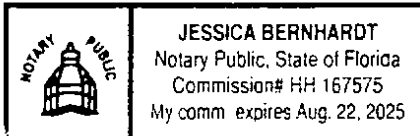
By: John Dietrick
John Dietrick, President

Attest: Andrea Alegria Gonzales
Andrea Alegria Gonzales, Secretary

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 14 day of Jan., 2022, by John Dietrick, as President of Desoto Woods Homeowners' Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced FL DL as identification.

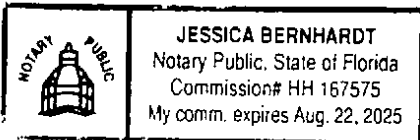


NOTARY PUBLIC

Sign: [Signature]
Print: Jessica Bernhardt
State of Florida at Large (Seal)
My Commission expires:

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 14 day of Jan, 2022, by Andrea Alegria Gonzales, as Secretary of Desoto Woods Homeowners' Association, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced FL DL as identification.



NOTARY PUBLIC

Sign: [Signature]
Print: Jessica Bernhardt
State of Florida at Large (Seal)
My Commission expires: