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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVE
AND
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6/28/10
TK

KEVIN T. WELLS, ESQ.
KAREN L. KUSKIN, ESQ.
ROBERT L. TODD, ESQ.
SUE ELLEN KRICK, ESQ.

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

CONDOMINIUM, HOMEOWNER,
COOPERATIVE, MASTER
AND COMMUNITY ASSOCIATIONS
CIVIL LITIGATION

1800 SECOND STREET, SUITE 803
SARASOTA, FL 34236
TELEPHONE (941) 366-9191
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June 11, 2010

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

Re: Certificate of Amendment
Preserve Community 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

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)

APPROVED
AND
FILED
10 JUN 14 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT

ARTICLES OF INCORPORATION

**PRESERVE COMMUNITY ASSOCIATION, INC.
A Florida Not For Profit Corporation**

We hereby certify that the attached amendments to the Articles of Incorporation of PRESERVE COMMUNITY ASSOCIATION, INC. ("the Association"), a Florida corporation not-for-profit, were adopted by the affirmative vote of not less than a majority of the owners present at the March 30, 2010 and April 28, 2010 annual membership meetings at which a quorum was present, which is sufficient for adoption under Article XI(b) of the Articles of Incorporation of the Association. The Association further certifies that the amendments were proposed and adopted as required by the governing documents and by Florida law.

DATED this 4th day of June, 2010.

Signed, sealed and delivered:
in the presence of:

sign [Signature]
print PATRICIA S. LYNN

sign [Signature]
print DEBORAH L. HALTEMAN

**PRESERVE COMMUNITY
ASSOCIATION, INC.**

By: [Signature]
Lynn Adams, President

Signed, sealed and delivered:
in the presence of:

sign [Signature]
print PATRICIA S. LYNN

sign [Signature]
print DEBORAH L. HALTEMAN

Attest: [Signature]
GWENDOLYN S. TRIPLETT Secretary

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 4th day of June, 2010, by Lynn Adams as the President of Preserve Community Association, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced _____ as identification.



NOTARY PUBLIC

sign Deborah L. Halteman

print DEBORAH L. HALTEMAN

State of Florida at Large (Seal)

My Commission expires:

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 4th day of June, 2010, by GWENDOLYN S. TRIPLETT as the Secretary of Preserve Community Association, Inc., a Florida corporation, on behalf of the corporation. He/She is personally known to me or has produced _____ as identification.



NOTARY PUBLIC

sign Deborah L. Halteman

print DEBORAH L. HALTEMAN

State of Florida at Large (Seal)

My Commission expires:

PROPOSED AMENDMENTS

ARTICLES OF INCORPORATION OF PRESERVE COMMUNITY ASSOCIATION, INC., A Florida Corporation Not-For-Profit

[Additions are indicated by underline; deletions by ~~strike-through~~]

The membership of PRESERVE COMMUNITY ASSOCIATION, INC., a Corporation Not-for-Profit under the laws of the State of Florida undersigned incorporator, for the purpose of forming a corporation under the Florida Not-for-Profit Corporation Act, hereby adopts the following amendments to its Articles of Incorporation:

ARTICLE 1. I. NAME.

The name of the corporation is PRESERVE COMMUNITY ASSOCIATION, INC. (herein, the "Association"). The Articles of Incorporation were filed with the State of Florida, Department of State on September 4, 1998 and the Association's document number is N98000005081. The original Articles of Incorporation of the Association are recorded at Official Records Book 1585, Page 1587 of the Public Records of Manatee County, Florida. The original Declaration of Protective Covenants for the Preserve at Panther Ridge, dated December 31, 1998, is recorded at Official Records Book 1585, Page 1541 et seq. of the Public Records of Manatee County, Florida (herein, the "Declaration").

ARTICLE 2. II. PRINCIPAL OFFICE AND MAILING ADDRESS.

The address of the principal office and the mailing address of the corporation is
3651
Cortez Road West, Suite 1300, Bradenton, FL 34210.

ARTICLE 3. III. DURATION.

Corporate existence will commenced upon the filing of ~~as soon as~~ these Articles ~~are filed with the Office of the Secretary of State of Florida on September 4, 1998.~~ The term of existence of the Association is perpetual. If the Association is dissolved, all property of the Association consisting of the Surface Water Management System shall be conveyed to an appropriate agency of local government and if not accepted by such agency, than dedicated to a not-for-profit corporation similar to the Association. For the purposes hereof, there shall be no

obligation to transfer the Surface Water Management System if the Association is administratively dissolved by the Florida Department of State under circumstances in which the Association does not intend dissolution and such intent is confirmed by the subsequent reinstatement of the Association.

ARTICLE 4. ~~IV.~~ PURPOSES.

The purpose for which the Association is organized is to provide an entity for the maintenance, preservation, management and control of THE PRESERVE AT PANTHER RIDGE ~~certain property~~ located in Manatee County, Florida; which property is subject to the Declaration of Protective Covenants for The Preserve at Panther Ridge, which is originally to be recorded in Official Records Book 1585, Page 1541 et seq. of the Public Records of Manatee County, Florida, as same shall from time to time be amended and supplemented (herein, the "Declaration"). The Association shall have the further purpose of promoting the health, safety and welfare of the Owners and residents of the property subject to the Declaration in accordance with the governing documents therewith. For the purposes of these Articles and the Association's any Bylaws adopted pursuant hereto, capitalized terms shall have the meanings set forth in the Declaration or in Chapter 720, Florida Statutes (herein, the "Homeowner's Association Act").

ARTICLE 5. ~~V.~~ POWERS.

The Association shall have all of the common law and statutory powers of a corporation not-for-profit except as expressly limited or prohibited by these Articles of Incorporation, the Bylaws or the Declaration. The powers of the Association shall be subject to and be exercised in accordance with the provisions and the laws of Florida, the Declaration, these Articles and the Bylaws. Without limiting the generality of the foregoing, the Association shall have the specific power to:

- (a) own, insure, operate, maintain, repair and convey property, including any Common Property of the Association, including without limitation the Surface Water Management System, including any mitigation areas as permitted by SWFWMD and all lakes, retention areas, culverts, road side ditches and related appurtenances;
- (b) levy Assessments against Members and collect enforce said Assessments in accordance with the Declaration, Articles and Bylaws, including without limitation the filing and foreclosure of claims of liens against Lots, and the seeking of a personal money judgment against the Members;
- (c) control and manage the Scrub Jay Preserve and the Managed Habitat thereon and implement and enforce the Habitat Plan for the Scrub Jay Preserve; and

(d) sue and be sued. However, before commencing litigation against any party in the name of the Association involving amounts in controversy in excess of \$100,000, the Association must obtain the affirmative approval of a majority of the voting interests present (in person or by proxy) at a meeting of the membership at which a quorum has been attained. This restriction does not limit any statutory or common-law right of any individual member or class of members to bring any action without participation by the Association;

(e) to promote the health, safety, welfare, and quiet enjoyment of the Members;

(f) to formulate and enforce Rules and Regulations regarding the use of the Common Property and Lots;

(g) to control the specifications, architecture, design, appearance, elevation and location of and landscaping around all buildings and improvements of any type, including buildings, walls, fences, swimming pools, antenna, sewers, drains, moorings, pilings, or other structures constructed, placed or permitted to remain on or in the Lots or the common areas of THE PRESERVE AT PANTHER RIDGE as well as the maintenance, alteration, improvement, additions or changes thereto;

(h) to operate without profit for the sole and exclusive benefit of its Members;

(i) to perform all of the functions and acts contemplated of the Association and undertaken by the Board as authorized in the Declaration, Articles of Incorporation, Bylaws and Chapters 617 and 720, Florida Statutes;

(j) to hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles of Incorporation, the Declaration, the Bylaws and for all purposes stated in Chapters 617 and 720, Florida Statutes;

(k) to delegate power or powers to its managers, committees, agents and representatives where such is deemed in the interest of the Association;

(l) to pay taxes and other charges, if any, on or against Property or investments owned or accepted by the Association;

(m) to hire managers, attorneys, accountants, employees and agents to assist in the conduct of the business of the Association;

(n) to levy assessments or contingent assessments to secure the obligation of the Association for insurance acquired from a self-insurance fund authorized and operating pursuant to applicable law; and

(o) to obtain and maintain windstorm insurance coverage for a group of no fewer than three communities created and operating under chapter 718, chapter 719, chapter 720 or chapter 721 of the Florida Statutes, if the insurance coverage is sufficient to cover an amount equal to the probable maximum loss for the communities for a 250-year windstorm event. Such probable maximum loss must be determined through the use of a competent model that has been accepted by the Florida Commission on Hurricane Loss Projection Methodology.

ARTICLE 6. VI. MEMBERS.

The Members of the Association are those persons, ~~including the Declarant,~~ owning Lots within the Preserve at Panther Ridge Subdivision. The Declaration and the Bylaws of the Association contain provisions relating to the qualifications for membership, change classification of membership, ~~if any,~~ termination of membership, voting and other rights of Members and all other matters pertaining to the Members.

ARTICLE 7. VII. DIRECTORS.

The affairs of the Association shall be managed by a Board of Directors consisting of an odd number of persons members. The exact number of directors shall be determined from time to time in accordance with the Bylaws. In no event shall the Board of Directors consist of fewer than three (3) directors members. The qualifications, method of election and removal of the Directors of the Association are ~~is~~ set forth in the Bylaws.

ARTICLE 8. VIII. 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 being or having been a Director or officer of the Association, whether or not he ~~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 of Directors 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. The Association may purchase insurance for this purpose as a common expense. The Board of Directors may also elect to indemnify any person serving on an Association committee in the same manner as a Director or officer.

ARTICLE 9, IX-
INITIAL REGISTERED AGENT AND OFFICE.

The current initial registered office of the Association shall be located at 1111 Third Avenue West, Suite 350, Bradenton, FL 34205. The current initial Registered Agent of the Association at that address shall be David K. Deitrich. The Association's Board of Directors may change the Association's registered office and agent at it determines appropriate in the manner provided by law.

ARTICLE 10, X-
INCORPORATOR.

The name and address of the original incorporator of the Association is David K. Deitrich, 1111 Third Avenue West, Suite 350, Bradenton, FL 34205.

ARTICLE 11, XI-
AMENDMENTS.

~~These Articles may be amended as follows:~~

~~(a) Prior to the Turnover Date, the Declarant may amend these Articles in any manner whatsoever, without consent of any of the Owners or anyone else.~~

~~(b) After the Turnover Date, These Articles may be amended by affirmative vote of a majority of the Association's voting interests Owners present (in person or by proxy) and voting at a membership meeting for which notice of the amendment change to be made is properly given, and at which a quorum is present. The Board of Directors may adopt a resolution setting forth a proposed amendment and directing that it be submitted to a vote at a meeting of the Members entitled to vote on the proposed amendment, which may be either an annual or special meeting. Alternatively, at least twenty percent (20%) of the Association's voting interests may sign a written petition proposing an amendment to these Articles of Incorporation. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each Member entitled to vote at such meeting. After being approved by the required membership vote, the amendments and a duly-executed certificate of amendment shall be recorded in the public records and filed with the Florida Secretary of State, Division of Corporations. Upon such filing and recording, the amendment to these Articles of Incorporation shall be legally effective.~~

~~IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this _____ day of September, 1998.~~