

State of Florida



Department of State



2014035042

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on March 21, 2014, for PINE RUN ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 727713.

RECORDED IN OFFICIAL RECORDS
INSTRUMENT # 2014035042 8 PGE
2014 MAR 28 02:11 PM
KAREN E. RUSHING
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FLORIDA
THAYES Receipt#1724159

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Twenty-fourth day of March, 2014



CR2EO22 (1-11)

Ken Detzner

Ken Detzner
Secretary of State

This instrument prepared by:
Sharon S. Vander Wulp
Attorney at Law
712 Shamrock Blvd.
Venice, FL 34293

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14 MAR 21 PM 3:54

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PINE RUN ASSOCIATION, INC.

"A corporation not for profit under the laws of the State of Florida"

WHEREAS, the original Declaration of Condominium of PINE RUN, a condominium, was recorded in Official Records Book 1047, Page 2150, et seq.; the original Declaration of Condominium of PINE RUN, SECTION II, a condominium, was recorded in Official Records Book 1333, Page 0403, et seq.; the original Declaration of Condominium of PINE RUN, III, a condominium, was recorded in Official Records Book 1383, Page 905, et seq., all of the Public Records of Sarasota County, Florida, and

WHEREAS, there have been several amendments to the Articles of Incorporation as indicated by instruments recorded in the Public Records, and

WHEREAS, a significant package of amendments was recently approved by an affirmative vote of not less than 75% of the total voting interests of the entire membership of the Board of Directors and not less than 75% of the entire voting interests of the Association, or not less than 80% of the entire voting interests of the Association at a duly convened members' meeting held on the 4th day of February, 2014, as required by the Articles of Incorporation.

NOW, THEREFORE, PINE RUN ASSOCIATION, INC., does hereby amend and restate the Articles of Incorporation of PINE RUN ASSOCIATION, INC., for the purpose of integrating all of the provisions of the Articles of Incorporation, together with previously recorded amendments, and recently adopted amendments.

(Substantial Rewrite of the Articles of Incorporation. See the Original Articles of Incorporation and Prior Amendments for Current Text.)

ARTICLE 1
NAME AND REGISTERED AGENT

1.1 Name. The name of the corporation shall be PINE RUN ASSOCIATION, INC., a Florida corporation not for profit. For convenience the corporation shall herein be referred to as the "Association".

1.2 Address and Registered Agent. The name and address of the Association's registered agent shall change from time to time at the discretion of the Board of Directors.

ARTICLE 2
PURPOSE

2.1 Purpose. The purpose for which the Association is organized is to provide an entity pursuant to Section 718, the condominium Act, Florida Statutes, for the maintenance, operation or management of PINE RUN, a condominium, PINE RUN II, a condominium, and PINE RUN III, a condominium, all of which are located at 300 Blackburn Point Road, Sarasota, Florida.

2.2 Distribution on Income. The Association shall make no distribution of income to its members, directors, or officers.

2.3 No Shares of Stock. The Association shall not have or issue shares of stock.

ARTICLE 3
POWERS

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 not in conflict with the terms of these Articles of Incorporation and Chapter 718 of the Florida Statutes.

3.2 Specific Powers. The Association shall have all of the powers and duties set forth in the Condominium Act of the State of Florida, except as limited by these Articles of Incorporation and by the three Declarations of Condominium and all of the powers and duties reasonably necessary to maintain, operate or manage the three condominiums pursuant to such Declarations and as they may be amended from time to time, subject only to approval by unit owners when such is specifically required, including but not limited to the following:

(a) To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the three condominiums.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To maintain, repair, replace and operate the three condominium properties.

(d) To purchase insurance upon the three condominium properties and insurance for the protection of the Association and its members as unit owners.

(e) To make and amend reasonable Rules and Regulations respecting the use and operation of the properties in the three condominiums.

(f) To approve or disapprove the transfer, mortgage and ownership of units in the three condominiums.

(g) To enforce by legal means the provisions of the Condominium Act of the State of Florida, the Declarations of Condominium, these Articles of Incorporation, Bylaws of the Association and the Rules and Regulations for use of the properties in the condominiums.

(h) To contract for the management of the condominiums and to delegate to such contractor all powers and duties of the Association, except such as are specifically required by the Declarations of Condominium to have the approval of directors or the membership of the Association.

(i) To contract for the management or operation of portions of the common elements for each of the three condominiums, susceptible to separate management or operation, and to lease such portions.

(j) To employ personnel to perform the services required for proper operation of the three condominiums.

(k) To acquire and enter into agreements whereby it acquires leasehold, memberships or other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the three condominiums, intended to provide for the enjoyment, recreation, or other use or benefit of the unit owners and to declare expenses in connection therewith to be common expenses.

(l) To acquire by purchase or otherwise condominium parcels, subject nevertheless to the provisions of the Declarations and/or Bylaws relative thereto.

(m) To merge the operation and management (not the common elements) of the Association and the three condominiums, if it is found to be in the best interests of the Association so that there may be common control, unity of policy, procedure, management and purpose between the three condominiums and unit owners of the same.

3.3 Assets held in Trust. All funds and the titles 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 Declarations of Condominium, these Articles of Incorporation and the Bylaws of the Association.

3.4 Limitation on Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declarations of Condominium and the Bylaws of the Association.

ARTICLE 4 MEMBERS

4.1 Members. The members of the Association shall consist of all of the record owners of units in the three condominiums, and after termination of the three condominiums shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 Change of Membership. After receiving approval of the Association required by the Declarations of Condominium, change of membership in the Association shall be established by the recording in the Public Records of Sarasota County, Florida, of a deed or other instrument establishing a change of record title to a unit. The owner designated by such instrument thereby becomes a member of the Association and the membership of the prior owner is terminated. The new owner shall deliver to the Association a copy of his deed or other such instrument promptly upon its recording.

4.3 Limitation on Transfer of Shares of 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 unit.

4.4 Voting. The owner of each unit shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE 5 DIRECTORS

5.1 Board of Directors. The affairs of the Association shall be managed by the Board consisting of the number of directors determined by the Association Bylaws.

5.2 Election of Directors. Directors of the Association shall be elected at the annual members' meeting in the manner determined by the Bylaws of the Association.

5.3 First Election of Directors. The first election of directors was held on approximately December 31, 1976. The directors named in these Articles served until the first election of directors.

5.4 First Board of Directors. The names and addresses of the members of the first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Bradford M. Dingwell	800 Blackburn Point Road, Osprey, Florida
Carl F. Gugino	800 Blackburn Point Road, Osprey, Florida
William W. Merrill	2041 Main Street, Sarasota, Florida

ARTICLE 6
OFFICERS

6.1 Officers. The affairs of the Association shall be administered by officers designated in the Bylaws of the Association. The names and addresses of the initial officers are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Bradford M. Dingwell	President	800 Blackburn Point Road, Osprey, Florida
Carl F. Gugino	Vice President	800 Blackburn Point Road, Osprey, Florida
William W. Merrill	Secretary	2041 Main Street, Sarasota, Florida
	Treasurer	

The directors and officers may lawfully and properly exercise the powers set forth in Article 3.

ARTICLE 7
INDEMNIFICATION

7.1 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 in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he 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 misfeasance in the performance of his 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 for 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.

ARTICLE 8
BYLAWS

8.1 Bylaws. The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE 9
AMENDMENTS

9.1 Amendments. Except as otherwise specifically provided herein, these Articles of Incorporation may be amended only in the manner hereinafter set forth.

9.2 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

9.3 Resolution. A resolution adopting a proposed amendment may be proposed by either the Board of Directors of the Association or by at least twenty percent (20%) of the members of the Association.

9.4 Vote. Members of the Association not present in person or by proxy at the meetings considering the amendment may express their vote in writing, by limited proxy, providing such vote is delivered to the Secretary at or prior to the meeting. An affirmative vote of not less than 2/3rds of the members who cast a vote, either by person or by limited proxy, is required to effect the change to this Articles of Incorporation.

9.5 Limitation on Amendment. No amendment shall discriminate against any unit owner nor against any unit or class or groups of units unless the unit owners so affected shall consent.

9.6 Execution and Recording. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted, which certificate shall be executed by officers of the Association with all the formalities of a deed. The amendment shall be effective when such certificate and copy of the amendment are certified by the Secretary of State and recorded in the Public Records of Sarasota County, Florida.

ARTICLE 10
TERM

10.1 Term. The term of the Association shall be perpetual unless each of the condominiums are terminated pursuant to the provisions of its Declaration and in the event of such termination of all three of the condominiums, the corporation shall be dissolved in accordance with the law.

ARTICLE 11
SUBSCRIBERS

11.1 **Names and Addresses.** The names and residences of the subscribers of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
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In WITNESS WHEREOF, the Association has caused these Amended and Restated Articles of Incorporation to be signed in its name by its President this 17th day of March, 2014.

ATTEST:
By: Peter Campanelli
Peter Campanelli, Secretary

PINE RUN ASSOCIATION, INC.
By: Pat Foley
Pat Foley, President

WITNESSES:
Mark Reese
Warren Wood
Warren Wood

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida at large, personally appeared Pat Foley, as President and Peter Campanelli, as Secretary, of PINE RUN ASSOCIATION, INC., and they acknowledged before me that they are such Officers of said corporation; and they executed the foregoing Amended and Restated Articles of Incorporation on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that they are authorized to execute said Amended and Restated Articles of Incorporation and that the execution thereof is the free act and deed of said corporation. They are personally known to me or have produced their driver's licenses as identification and did not take an oath.

WITNESS my hand and official seal at Sarasota County, Florida this 17th day of March, 2014.

My Commission Expires:

Jacalyn K. Wood
Printed Name of Notary
Notary Public Commission # _____

