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AMENDED AND RESTATED

ARTICLES OF INCORPORATION OF TIMBERLAKE VILLAGE ASSOCIATION, INC.

These are the Articles of Incorporation of TIMBERLAKE VILLAGE 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 TIMBERLAKE VILLAGE ASSOCIATION, INC. (herein “the Association”).

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and place of business of the Association is 2205 Tallevast Road #365, Tallevast, FL 34270. The mailing address of the Association is 2205 Tallevast Road #365, Tallevast, FL 34270. 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 Restrictions for Palm-Aire at Sarasota, Unit No. 6 (A/K/A Timberlake Village) recorded in the Public Records of Manatee County, Florida, as such Declaration may be amended from time to time (herein “the Declaration”).

ARTICLE V. PURPOSES

The Association is organized to operate as a corporation not for profit pursuant to Chapter 617 of the Florida Statutes, as amended from time to time, and to administer and carry out the terms and provisions of the Declaration and its Exhibits.

The general nature, objects and purposes of the Association are:

- A.** To promote the health, safety and social welfare of the Owners of the Lots located within Palm-Aire at Sarasota, Unit 6 (herein “the Subdivision”).
- B.** To maintain and replace landscaping, lawns, trees and shrubs, and to maintain and repair sidewalks, bicycle paths, and other improvements, if any, located on any of the Lots or other areas in the Subdivision for which the obligation to maintain and repair has been delegated to the Association.
- C.** To operate, maintain and repair the street lights located on any of the streets in the Subdivision which obligation to operate maintain, and repair has been delegated to the Association.
- D.** To supervise and control the specifications, architecture, design, appearance, elevation and location of all buildings, structures and improvements of any type, including houses, walls, fences, driveways and pavements, antennae, 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.
- E.** To provide such services as may be deemed necessary or desirable by the Board and to acquire the capital improvements and equipment related thereto.
- F.** To purchase, acquire, replace, improve, maintain and repair such structures and equipment related to the health, safety and social welfare of the Members, as the Board, in its discretion, determines to be necessary or desirable.
- G.** To carry out all of the duties and obligations assigned to it as the Association under the terms of the Declaration of Restrictions.
- H.** To operate without profit and for the sole and exclusive benefit of its Members.

ARTICLE VI. POWERS

The general powers that the Association shall have are as follows:

- A.** To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association; to make, enter into, perform and carry out contracts of every kind and nature with any person, firm, corporation or Association; and to do any and all other acts necessary or expedient for carrying on any and all of the activities of the Association and pursuing any and

all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

B. To establish a budget and to fix assessments to be levied against all Lots located in the Subdivision, which is subject to assessment pursuant to the Declaration of Restrictions for the purpose of defraying expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including providing a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance and improvements, and capital replacements.

C. To place liens against any Lot in the Subdivision for delinquent and unpaid assessments and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.

D. To hold funds solely and exclusively for the benefit of the Members of the Association for the purposes set forth in these Articles of Incorporation.

E. To adopt, promulgate and enforce rules, regulations, Bylaws, covenants, restrictions and agreements in order to effectuate the purposes for which the Association is organized.

F. To delegate power or powers of the Association where such is deemed to be in its best interest by its Board of Directors.

G. To charge recipients for services rendered by the Association and to charge the user for use of Association property where such is deemed appropriate by its Board of Directors.

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

I. To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association, and the terms and provisions of the Declaration of Restrictions.

J. In general, to have all powers which may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

ARTICLE VII. MEMBERSHIP AND VOTING RIGHTS

7.1 MEMBERS. The Members of this Association shall consist of all Owners of Lots in the Subdivision. Owners of such Lots shall automatically become Members upon acquisition of the fee simple title to any one of the Lots in the Subdivision.

7.2 TERMINATION OF MEMBERSHIP. The membership of any Member shall automatically terminate upon conveyance or other divestment of title to such Member's Lot, except that nothing herein contained shall be construed as terminating the membership of any Member who may own two (2) or more Lots so long as such Member owns at least one (1) Lot.

7.3 INTEREST. 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 Lot which is the basis of the Member's membership.

7.4 VOTING RIGHTS. Each Member shall be entitled to one (1) vote for each Lot in which he or she holds a fee simple ownership. When more than one (1) person holds such interest in any Lot, all such persons shall be Members and the vote attributable to such Lot shall be cast as such co-owners shall determine, but in no event shall more than one (1) vote be cast nor shall such vote be divided. Except where otherwise required by law or by the provisions of the Declaration or these Articles of Incorporation, the affirmative vote of the Owners of a majority of Lots represented at any meeting of the Members duly called and at which a quorum is present shall be binding upon the Members.

ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of at least three (3) Directors. All directors shall be Members of the Association and residents of the State of Florida. Elections shall be by plurality vote.

All Directors shall serve for terms of three (3) years, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause upon the affirmative vote of a majority of such Members following the procedures described for recall under Chapter 720 of the Florida Statutes, and shall serve in accordance with the provisions of the Bylaws.

ARTICLE IX. BYLAWS

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

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended by resolution of the Board.

ARTICLE XI. REGISTERED AGENT

The street address of the registered office of the Association is 2205 Tallevast Road #365, Tallevast, FL 34270, and the name of the registered agent at that address is Desch, Brandon. The Board may change the Association's registered office and registered agent from time to time as permitted by law.

ARTICLE XII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

All Officers and Directors shall be indemnified by the Association for and against all expenses and liabilities, including counsel fees, reasonably incurred in connection with any proceeding (including appellate proceedings) or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any Officer or Director be indemnified for his or her own willful misconduct or, with respect to any criminal proceeding, his or her own knowing violation of provisions of law. The Association may purchase and maintain liability insurance for Directors and Officers, with the cost of such insurance being a common expense of the Association.