

State of Florida



Department of State

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KAREN E. RUSHING
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SARASOTA COUNTY, FLORIDA
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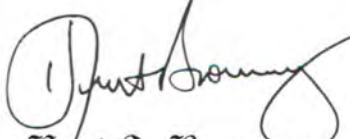
I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on July 29, 2011, for AUBURN WOODS OWNERS ASSOCIATION, INC. which changed its name to AUBURN WOODS OWNERS' ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N02000002759.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Twenty-ninth day of July, 2011



CR2EO22 (1-11)


Kurt S. Browning
Secretary of State

This instrument prepared by:
Sharon S. Vander Wulp, Esq.
Sharon S. Vander Wulp, P.A.
712 Shamrock Blvd.
Venice, FL 34293

FILED
11 JUL 29 PM 3: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AUBURN WOODS OWNERS ASSOCIATION, INC.**

WHEREAS, the original Declaration of Covenants, Conditions and Restrictions of AUBURN WOODS, was recorded at Official Records Instrument Number 2002167638, as amended, of the Public Records of Sarasota County, Florida, and

WHEREAS, these Amended and Restated Articles of Incorporation were approved by not less than two-thirds (2/3rds) of the entire membership of the Association at a membership meeting held on the 22nd day of February, 2011.

NOW, THEREFORE, the following are the Amended and Restated Articles of Incorporation of AUBURN WOODS OWNERS ASSOCIATION, INC.

**(Substantial Rewrite of the Articles of Incorporation,
See the Original Articles of Incorporation for the Current Text.)**

The undersigned, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE 1
NAME and REGISTERED AGENT**

1.1 Name. The name of the Association is AUBURN WOODS OWNERS' ASSOCIATION, INC.

1.2 Registered Agent. The street address of the registered office of the Association and the name of the Association's registered agent shall be determined by the Board of Directors from time to time.

**ARTICLE 2
PURPOSE**

2.1 Purpose. The specific primary purposes for which the Association is organized is to provide an entity pursuant to Chapters 617 and 720, F.S., to administer, operate and enforce the Declaration of Covenants, Conditions and Restrictions for Auburn Woods (hereinafter referred to as the "Declaration") which subdivision is located in Sarasota County, Florida, and to promote the health, safety, and welfare of the residents within the

above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

2.2 Distribution of 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 Powers. In addition to the powers set forth in the Declaration of Covenants, Conditions and Restrictions, and the Bylaws for this Association, the powers of the Association shall include and be governed by the following provisions:

(a) The Association shall have all of the common-law and statutory powers of a corporation not in conflict with the terms of these Articles of Incorporation or Chapters 617 and 720, F.S.

(b) The Association shall have all of the powers and duties set forth in Chapters 617 and 720, F.S., and all of the powers and duties reasonably necessary to maintain, manage and operate the surface water management system facilities and the subdivision common property pursuant to these Articles, the Corporation's Bylaws and the Declaration of Covenants, Conditions and Restrictions (the Declaration), as they may be amended from time to time.

(c) The Association shall have and exercise any and all powers, rights and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

3.2 Assets Held in Trust. All funds and 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 of Incorporation and the Bylaws of the Association.

3.3 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 Declaration and the Bylaws of the Association.

ARTICLE 4 EXISTENCE OF THE ASSOCIATION

This Association shall have perpetual existence. If, however, the subdivision is terminated or abandoned, then the Association ceases to exist. Any controlling governmental authority or other entity may assume the duties of the Association to maintain the surface water management system and other subdivision common property.

ARTICLE 5 **DIRECTORS**

5.1 Board of Directors. The affairs of the Association shall be managed by a Board consisting of the number of directors determined by the Bylaws, but not less than three Directors. Directors shall be members of the Association.

5.2 Election of Directors. Directors of the Association shall be elected at the annual meeting of the members, in the manner set forth in the Bylaws of the Association.

ARTICLE 6 **MEMBERS**

6.1 Members. The members of the Association shall consist of all record title owners of lots in the subdivision.

6.2 Change of Membership. Change of membership in the Association shall be established by recording in the Public Records of Sarasota County, Florida, a Deed or other instrument establishing a record title to a residential lot or parcel. The owner designated by such instrument thus becomes a member of the Association, and the membership of the prior owner is terminated.

6.3 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 lot.

6.4 Voting. Members shall be entitled to one vote for each lot in which such member holds the required ownership interest.

ARTICLE 7 **OFFICERS**

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its organizational meeting, and shall serve at the pleasure of the Board of Directors.

ARTICLE 8 **INDEMNIFICATION**

All Directors and officers of the Association shall be indemnified by the Association against all expenses and all liabilities, including counsel fees reasonably incurred by or imposed upon them in connection with any proceeding or any settlement of any proceeding to which they may be a party, or in which they may become involved by reason of their being or having been a director or officer of the Association, whether or not they are a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of duties; provided that a settlement of 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 9
BYLAWS

The Bylaws of the Association may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE 10
AMENDMENTS

10.1 Amendments. Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

10.2 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 considered.

10.3 Proposing the Amendment. A Resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than twenty percent (20%) of the members of the Association.

10.4 Vote. Members not present in person at the Members' Meeting considering the amendment, may express their vote by proxy, in writing, providing such ballot and proxy is delivered to the Secretary at, or prior to the meeting. An affirmative vote of not less than fifty-one percent (51%) of the total membership is required to effect the change.

10.5 Certification. A copy of each amendment shall be certified by the Secretary of the State of Florida, and be recorded in the Public Records of Sarasota County, Florida.

ARTICLE 11
INCORPORATOR

The name and street address of the incorporator was Michael W. Miller, 395 Commercial Court, Suite A, Venice, Florida 34292.

ATTEST:

**AUBURN WOODS OWNERS'
ASSOCIATION, INC.**

By: Joseph J. Colado

Print Name: JOSEPH J. COLADO
as President

WITNESSES:

[Signature]

Frances Martin
Printed Name of Witness

[Signature]

Brian A. Bender
Printed Name of Witness

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 Joseph Colado, as President of AUBURN WOODS OWNERS' ASSOCIATION, INC., and he/she acknowledges before me that he/she is such officer of said corporation; and he/she executed the foregoing Amended and Restated Articles of Incorporation on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that he/she is authorized to execute said Amended and Restated Articles of Incorporation and that the execution thereof is the free act and deed of said corporation. He/she is personally known to me or has produced his/her driver's license as identification and did not take an oath.

WITNESS my hand and official seal at Sarasota County, Florida this 28th day of June, 2011.



BARBARA L. O'GRADY
MY COMMISSION # DD 797820
EXPIRES: June 18, 2012
Bonded Thru Budget Notary Services

Barbara L. O'Grady
Printed Name of Notary:
[Signature]
Notary Public
Commission # _____

My Commission Expires:

ATTEST:

**AUBURN WOODS OWNERS'
ASSOCIATION, INC.**

By: [Signature]

Print Name: Anthony M. BERTA
as Secretary

WITNESSES:

[Signature]

Francis Martin
Printed Name of Witness

[Signature]

Brian A. Bender
Printed Name of Witness

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 Anthony Berta, as Secretary of AUBURN WOODS OWNERS' ASSOCIATION, INC., and he/she acknowledges before me that he/she is such officer of said corporation; and he/she executed the foregoing Amended and Restated Articles of Incorporation on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that he/she is authorized to execute said Amended and Restated Articles of Incorporation and that the execution thereof is the free act and deed of said corporation. He/she is personally known to me or has produced his/her driver's license as identification and did not take an oath.

WITNESS my hand and official seal at Sarasota County, Florida this 28th day of June, 2011.



Barbara L O'Grady
Printed Name of Notary
[Signature]
Notary Public
Commission # _____

My Commission Expires: