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Amended and Restated  
**Articles of Incorporation**  
of  
WESTCHESTER GARDENS AT THE PLANTATION

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# State of Florida



Department of State



2009158987

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on December 9, 2009, for WESTCHESTER GARDENS CONDOMINIUM ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

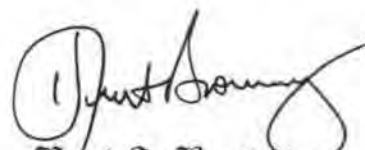
The document number of this corporation is 754248.

RECORDED IN OFFICIAL RECORDS  
INSTRUMENT # 2009158987 7 PGS  
2009 DEC 23 04:25 PM  
KAREN E. RUSHING  
CLERK OF THE CIRCUIT COURT  
SARASOTA COUNTY, FLORIDA  
MTAYLOR Receipt#1233989

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Eleventh day of December, 2009



CR2EO22 (01-07)

  
Kurt S. Browning  
Secretary of State

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

FILED  
RECORDED - 9 2009 11:53  
SARASOTA COUNTY, FLORIDA

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
of  
WESTCHESTER GARDENS CONDOMINIUM ASSOCIATION, INC.

**WHEREAS**, the original Declaration of Condominium of WESTCHESTER GARDENS AT THE PLANTATION., was recorded at Official Records Book 1476, Page 947, et seq., of the Public Records of Sarasota County, Florida, and

**WHEREAS**, a significant package of amendments was recently approved by not less than a majority vote of the entire membership, at the properly held members meeting held on the 18th day of February, 2009.

**NOW, THEREFORE**, WESTCHESTER GARDENS CONDOMINIUM ASSOCIATION, INC., does hereby amend and restate the Articles of Incorporation and does hereby resubmit the changes described herein to the terms, covenants, conditions, easements and restrictions hereof which shall be covenants running with the condominium property and binding on all existing and future owners, and all others having an interest in the condominium lands or occupying or using the condominium property.

**(Substantial Rewrite of the Articles of Incorporation. Se the original Articles of Incorporation and prior Amendments for current text.)**

ARTICLE I  
NAME OF CORPORATION

The name of this corporation shall be Westchester Gardens Condominium Association, Inc., hereinafter referred to as the Association.

ARTICLE II  
GENERAL NATURE OF BUSINESS

1. Operation and Management. The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the Condominium known as Westchester Gardens at The Plantation, located in Sarasota County, Florida, and to perform all acts provided in the Declaration of Condominium of said Condominium and the Florida Condominium Act, Chapter 718, Florida Statutes.
2. Distribution of Income. The Association shall make no distribution of income to and no dividend shall be paid to its members, directors, or officers.
3. No Shares of Stock. The Association shall not have or issue shares of stock.

ARTICLE III  
POWERS

The Association shall have all of the Condominium law and statutory powers of a corporation not for profit and all of the powers and duties set forth in said Condominium Act, the Bylaws and the Declaration of Condominium from time to time. The Association may enter into lease agreements and may acquire and enter into agreements acquiring leaseholds, memberships and other possessory or use interests for terms up to and including 99 years, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use or benefit of the members; including but not limited to lease of recreation areas and facilities.

ARTICLE IV  
MEMBERS

1. Membership. All persons owning a vested present interest in the fee title to any of the Condominium Units in Westchester Gardens at The Plantation, as evidenced by a duly recorded proper instrument in the public records of Sarasota County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates, except that upon termination of the entire Condominium project, the membership shall consist of those who were members at the time of each conveyance of the respective Units to the trustee as provided in the Declaration of Condominium. In the event a Unit is owned by a legal entity other than a natural person, the officer, director, or other official so designated by such legal entity shall exercise its membership rights.
2. Change of Membership. After the Association approves of a conveyance of a Condominium Unit as provided in the Declaration of Condominium, the change of

membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a certified copy of the deed or other instrument of conveyance.

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.

ARTICLE V  
VOTING RIGHTS

Each Condominium Unit shall be entitled to one vote at Association meetings, notwithstanding that the same Owner may own more than one Unit or that Units may be joined together and occupied by one Owner. In the event of a joint ownership of a Condominium Unit, the vote to which that Unit is entitled may be cast by any of the joint Owners, and in the event more than one joint Owner attempts to cast the vote of the Unit, such vote shall be apportioned equally among such joint Owners who are attempting to cast the vote. The vote of a Unit owned by a legal entity other than a natural person shall be cast by any person entitled to act for such entity.

ARTICLE VI  
EXISTENCE

The corporation shall exist perpetually unless the Condominium is terminated pursuant to the provisions of the Declaration and, in the event of such termination, the corporation shall be dissolved in accordance with the law.

ARTICLE VII  
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be at Westchester Gardens at The Plantation, Venice Florida, 34293, and the registered agent at such address shall be determined from time to time by the Board of Directors.

ARTICLE VIII  
FIRST BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors and officers, all of whom shall hold office until their successors were duly elected and qualified, were as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ronald K. Drews - President & Director	1335 Landings Drive Sarasota, Florida 33581

William J. Langer - Vice President,  
Secretary & Director

1335 Landings Drive  
Sarasota, Florida 33581

Edmond G. Little - Treasurer  
& Director

1335 Landings Drive  
Sarasota, Florida 33581

ARTICLE IX  
INDEMNIFICATION OF OFFICERS AND DIRECTORS

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 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 interest 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 X  
BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the method as stated in the Bylaws.

ARTICLE XI  
SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation are as follows:

Ronald K. Drews, 1335 Landings Drive, Sarasota, Florida 33581

William J. Langer, 1335 Landings Drive, Sarasota, Florida 33581

William E. Getzen, 1550 Ringling Blvd., Sarasota, Florida 33578

ARTICLE XII  
AMENDMENTS

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

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.

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.

4. Vote. Members not present in person 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 a majority of the entire membership of the Association is required to effect the change to these Articles of Incorporation.

5. 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.

IN WITNESS WHEREOF, the undersigned has signed and sealed these Articles of Incorporation the 3<sup>rd</sup> day of December, 2009.

ATTEST:

WESTCHESTER GARDENS CONDOMINIUM  
ASSOCIATION, INC.

By: Jaron R Hill  
as Secretary

By: Donald E. Wienke  
DONALD WIENKE, as President

WITNESSES:

Jessie Simpson

Vanessa Capel

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 DONALD WIENKE, as President, and *Jason S. Hill*, as Secretary, of WESTCHESTER GARDENS CONDOMINIUM 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 FOR WESTCHESTER GARDENS CONDOMINIUM ASSOCIATION, INC., on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that they are authorized to execute said 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 31<sup>st</sup> day of December, 2009.

LISA SIMPSON

Printed Name of Notary:

*Lisa Simpson*

Notary Public

Commission # \_\_\_\_\_

My Commission expires:

