

Prepared by and Return to:  
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Lobeck & Hanson, P.A.  
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**CERTIFICATE OF AMENDMENT**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
GEORGETOWNE SUBDIVISION HOMEOWNERS ASSOCIATION, INC.**

We hereby certify that the attached Amended and Restated Articles of Incorporation of Georgetowne Subdivision Home Owners Association, Inc. (herein, "the Association"), was approved at a Meeting of the Association Board of Directors held on January 10, 2007, by unanimously approved resolution of the Association Board of Directors, which vote is sufficient for adoption.

DATED this 21 day of November, 2007.

Witnesses:

GEORGETOWNE SUBDIVISION  
HOME OWNERS ASSOCIATION, INC.

sign Rebecca August

By: Nicole Rissler  
Nicole Rissler, President

print Rebecca August

sign Karen Ausley

print Karen Ausley

Witnesses:

sign Rebecca August

Attest: Katherine Wiegand  
Katherine Wiegand, Secretary

print Rebecca August

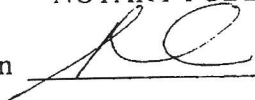
sign Karen Ausley

print Karen Ausley

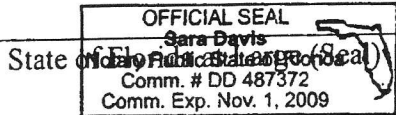
STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of Nov, 2007, by Nicole Rissler as President of Georgetowne Subdivision Home Owners Association, Inc., on behalf of the corporation. She is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC

sign 

print \_\_\_\_\_

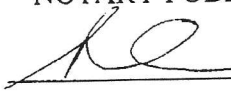


My Commission expires:

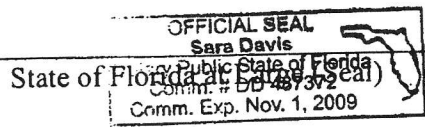
STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of Nov, 2007, by Katherine Wiegand as Secretary of Georgetowne Subdivision Home Owners Association, Inc., on behalf of the corporation. She is personally known to me or has produced FLORIDA DL as identification.

NOTARY PUBLIC

sign 

print \_\_\_\_\_



My Commission expires:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**GEORGETOWNE SUBDIVISION HOME OWNERS ASSOCIATION, INC.**

**I.**

**Name**

The name of the corporation shall be GEORGETOWNE SUBDIVISION HOME OWNERS ASSOCIATION, INC., and for convenience, the corporation shall be referred to in this instrument as the Association.

**II.**

**Purpose**

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

A. To administer and enforce (i) the Declaration of Restrictions of Georgetowne Subdivision, Unit I, recorded at Official Records Book 1282, Page 902, Public Records of Sarasota County, Florida, and (ii) the Declaration of Restrictions of Georgetowne Subdivision, Unit II, recorded at Official Records Book 1363, Page 1635, Public Records of Sarasota County, Florida.

B. To accept title to and maintain any common lands and areas which may be conveyed to the Association.

C. To maintain the entrances to Georgetowne Subdivision, Unit I, and Georgetowne Subdivision, Unit II.

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

**III.**

**General Powers**

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

A. To do any and all 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 delegate power or powers of the Association where such is deemed to be in its best interests by its Board of Directors.

C. To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted and the terms and provisions of the aforesaid Declarations of Restrictions.

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

#### IV.

##### Members

The members of the Association shall consist of all residential lot owners in Georgetowne Subdivision, Unit I, and Georgetowne Subdivision, Unit II.

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 lot and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association, and the membership of the prior owner is terminated.

A property owner shall be entitled to one (1) vote per lot owned. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

The vote attributable to any lot owned by multiple owners, including partnerships, corporations, trusts or other legal entities or any combination thereof, shall not be divided among such owners, but shall be cast only by one of such owners or an agent or proxy of such owners designated by written instrument signed by and legally binding upon all such multiple owners.

#### V.

##### Directors

The affairs of the Association shall be managed by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination, shall consist of three (3)

Directors. Directors shall be members of the Association.

Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided b), the Bylaws.

Elections shall be by plurality vote. Directors shall serve on an annual basis. Vacancies in the Board of Directors which occur prior to the normal expiration of a Director's term shall be filled by the remaining Directors.

VI.

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 first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

VII.

TERM

The term of the Association shall be perpetual.

VIII.

Subscribers

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

<u>Name</u>	<u>Address</u>
Robert Koontz	4450 Greenwood Stables Road Sarasota, FL
Alfred H. Corning, Jr.	1640 Georgetowne Boulevard Sarasota, FL
Rosemary Pelletier	1451 Georgetowne Drive Sarasota, FL

IX.

Indemnification

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and all liabilities, including counsel 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 or malfeasance in the performance of his 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.

X.

Amendments

These Articles of Incorporation may be amended or repealed by resolution of the Board of Directors; provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing of all members of the Association.

XI.

Registered Office and Registered Agent

The registered office of the corporation shall be 1400 Georgetown Drive, Sarasota, Florida 34232, and the registered agent at such address shall be Dave Thomas, provided that the Association Board of Directors may change the registered office and registered agent at any time.