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Quail Lake Homeowners Association  
1400 Quail Lake Drive  
Venice, Florida 34293



**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF QUAIL LAKE HOMEOWNERS ASSOCIATION, INC.**

A Florida Corporation Not-For-Profit

KNOW ALL MEN BY THESE PRESENTS:

That heretofore, QUAIL LAKE was formed by the recording of the Declaration of Covenants and Restrictions (the "Original Declaration"), in Official Records Book 2010, Pages 2914, et seq. in the Public Records of Sarasota County, Florida.

These are the Amended and Restated Articles of Incorporation of Quail Lake Homeowners Association, Inc. The original Articles of Incorporation were submitted to the Secretary of State of the State of Florida on December 18, 1987. Quail Lake Homeowners Association, Inc. has been organized pursuant to Chapter 720, Florida Statutes, for the maintenance, operation, and management of Quail Lake subdivision, located in Sarasota County, Florida.

Pursuant to Section 720.306, Florida Statutes, the Articles of Incorporation of Quail Lake Homeowners Association, Inc. are hereby amended and restated in their entirety by the recording of this Amended and Restated Articles of Incorporation of Quail Lake Homeowners Association, Inc. ("Articles of Incorporation").

**Article I**

**Name**

The name of this corporation shall be QUAIL LAKE HOMEOWNERS ASSOCIATION, INC. hereinafter referred to as the "Association".

## Article II

### General Nature of Business

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 subdivision known as Quail Lake, located in Sarasota County, Florida, and to perform all acts provided in the Original Declaration of said Subdivision, originally recorded in Official Records Book 2010, Pages 2914, et seq. of the Public Records of Sarasota County, and all amendments thereto, and pursuant to Chapter 720, Florida Statutes as amended.

## Article III

### Powers

The Association by and through its Board of Directors ("Board") shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Florida law and the Declaration and Bylaws, including, but not limited to the following:

1. To make, amend and collect annual and special assessments against Members to defray the cost, expenses and losses of the Association.
2. To use the proceeds of assessments in the exercise of the Associations powers and duties.
3. To make and amend reasonable rules and regulations regulating the use of the property.
4. To enforce by legal means the provisions of the Florida law, the Declaration, these Articles of Incorporation, Bylaws and the rules and regulation for the use of the property.
5. To levy fines for the violation of approved rules and regulations, or violations of the provisions of the Declaration, these Articles of Incorporation or Bylaws, all as set forth in the Bylaws.
6. To contract for, if deemed necessary, the management, operation and administration of the Association and to delegate to such contractor all powers and duties of the Association, except as specifically required by the Declaration to be performed by or have the approval of the Board or the Membership of the Association.

7. To employ personnel, if deemed necessary, for reasonable compensation to perform the services as required for the proper administration of the purposes of the Association.
8. To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.
9. To operate, maintain, repair and improve all Common Areas, and such other portions of the Property as may be determined by the Board from time to time.

#### Article IV

##### Members

The members of the Association shall consist of all of the record owners of Lots. Upon the transfer of ownership of fee title to, or fee interest in, a Lot, and upon the recordation amongst the Public Records of Sarasota County of the deed of the Lot affected, the new Owner designated in such deed or other instrument shall thereupon become a member of the Association, and the membership of the prior Owner as to the Lot designated shall be terminated.

#### Article V

##### Voting Rights

On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Lot. In the event any Lot is owned by more than one person and/or by an entity, the vote for such Lot shall be cast in the manner provided by the Bylaws. Any person or entity owning more than one Lot shall be entitled to one vote for each Lot owned.

## Article VI

### Existence

The Association shall exist perpetually unless dissolved according to law.

## Article VII

### Registered Office and Registered Agent

The office of the Association is 1400 Quail Lake Drive, Venice, FL 34293. The Association's Registered Agent is the Treasurer of the Board of Directors. The Board may change the Association's registered agent and office in the manner provided by Florida law.

## Article VIII

### Board of Directors

The affairs of the Association shall be managed by a Board of Directors consisting of a number of Directors determined by the Bylaws, but not less than three (3) Directors nor more than nine (9) Directors, and which will always be an odd number. The number of Directors shall be determined in accordance with the Bylaws.

All of the duties and powers of the Association existing under Florida law, the Declaration, these Articles of Incorporation and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to the approval of the Members only when specifically required.

## Article IX

### Officers

The affairs of the Association will be managed by the Officers whose positions and duties are set forth in the Bylaws. The Officers shall be elected by the Board at its first meeting following the annual meeting of the Association, and shall serve at the pleasure of the Board.

## Article X

### Indemnification

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses, liabilities, and settlements, including attorney's fees reasonably incurred by or imposed upon him in connection with any legal or administrative proceeding to which he may become involved by reason of him being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time of the expenses, unless the Director or Officer is adjudged by a Florida Court of competent jurisdiction to have committed gross negligence, fraud, willful misfeasance and/or malfeasance in the performance of his duties. The forgoing right of indemnification shall be in addition to and not exclusive of all right of indemnification to which such Director or Officer may be entitled whether by statute, by common law, or otherwise.

The Association may also elect to indemnify any committee member or other appointee or volunteer if it believes such indemnification shall be in the best interests of the Association and the Membership. The Indemnification provided by the Article shall inure to the benefit of the heirs and personal representatives of such person.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Association against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of the Article.

Anything to the contrary herein notwithstanding, the provisions of this Article X may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

## Article XI

### Bylaws

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

## Article XII

### Original Registered Agent

The name and street address of the original Registered Agent to these Articles of Incorporation is as follows:

Mack R. Wilcox, Jr.

3000 East Village Drive

Venice, Florida 34293

## Article XIII

### Amendments

The Association may amend any provisions contained in these Articles of Incorporation in the following manner:

1. A majority of the Board shall adopt a resolution setting forth the proposed amendment and direct that it be submitted to a vote of the Members.
2. Written notice setting forth the proposed amendment shall be given to each Voting Member within the time and manner provided in the Bylaws for the giving of a notice of a meeting of the Members.
3. At such meeting, a vote of the Voting Members shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the entire Membership of the Association.
4. Upon approval of an amendment to these Articles of Incorporation, the amendment shall be executed and delivered to the Department of State as provided by law, and a copy shall be recorded in the Public Records of Sarasota County.

The foregoing was adopted as the Amended and Restated Articles of Incorporation of the Association at the Annual Meeting of the Membership on the

21<sup>st</sup> day of February, 2017.

By: Ray W. Uhlhorn

President

By: Barbara Sheptak

Secretary

Sworn to and subscribed before me on this 7 day of March, 2017, by

Ray W. Uhlhorn, as President, and Barbara Sheptak, as Secretary of QUAIL LAKE HOMEOWNERS' ASSOCIATION, INC. who have produced a driver's license as identification.

Stephanie Miller

Notary Public

