

364835

State of Florida



Department of State

I certify that the attached is a true and correct copy of Amended and Restated Articles of Incorporation, filed December 18, 1989, for TIMBER CREEK CONDOMINIUMS ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 743438.

RECORD VERIFIED
CLERK OF CIRCUIT COURT
mg 08

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
29th day of December, 1989.



Jim Smith
Secretary of State

CR2E022 (8-89)

O.R. 1283 PG 2057

FILED

RESTATED AND AMENDED ARTICLES OF INCORPORATION

89 DEC 18 PM 12:13

OF

TIMBER CREEK CONDOMINIUMS ASSOCIATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS, that attached hereto and made a part hereof is a document entitled the "Restated and Amended Articles of Incorporation of Timber Creek Condominiums Association, Inc.," and

That with the exception of the "Introduction" thereto, at a special members meeting duly called for that purpose on September 26, 1989, with a quorum present in person or by proxy and with full attendance of the Board of Administration, the meeting was called to order shortly after 9:00 a.m., and the aforesaid "Restated and Amended Articles of Incorporation of Timber Creek Condominiums Association, Inc." was unanimously adopted by all the Unit Owners who were present in person or by proxy and that they are a majority of all the Owners (members) of Units in Timber Creek Condominiums, and further that all members of the Board of Administration approved and adopted the same, and

LET IT BE KNOWN that the amendments made simultaneously with the restating of the Articles of Incorporation were individually indicated and described in a covering letter which letter also indicated non-changes and deletions, and said letter with the restated and amended Articles of Incorporation was distributed to the entire membership of Timber Creek Condominiums Association, Inc. along with the official notice setting forth the time, place and purpose of the Special Members Meeting. A resume of said amendments is set forth in the "Introduction" to the Restated and Amended Articles of Incorporation.

IN WITNESS WHEREOF, Timber Creek Condominiums Association, Inc. has caused these presents to be signed and its corporate seal affixed by its duly authorized officers, Robert Mettler, President; Robert Elmore, Vice-President; and Jean DuGene, Secretary, this 15th day of December, A.D. 1989.

by Robert F. Mettler
Robert Mettler, President

by Robert Elmore
Robert Elmore, Vice-President

by Jean DuGene
Jean DuGene, Secretary

STATE OF FLORIDA)
COUNTY OF MANATEE)ss

I hereby certify that on December 15, 1989, before me, an officer duly authorized to take oaths and acknowledgements in the State of Florida appeared Robert Mettler, President; Robert Elmore, Vice-President; and Jean DuGene, Secretary of Timber Creek Condominiums Association, Inc. to me well known to be the persons who executed the foregoing instrument in behalf of Timber Creek Condominiums Association, Inc. and having been duly sworn, acknowledged the execution thereof to be their free act and deed as such officers for the uses and purposes therein set forth, being the actions of Timber Creek Condominiums Association, Inc.



Notary Public, Manatee County, Florida

My commission expires _____ Notary Public, State of Florida
~~My Commission Expires May 6, 1991~~

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RESTATED AND AMENDED ARTICLES OF INCORPORATION

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INTRODUCTION

LET IT BE KNOWN that the original Articles of Incorporation of Timber Creek Condominiums Association, Inc. was filed by the Florida Department of State, Corporations Division, Tallahassee, Florida, on June 29, 1978, and was assigned charter number 743438 and was thereafter also recorded in the Official Records of Manatee County, Florida, in Book 928 pp. 1954 et seq.; and

LET IT BE KNOWN that an Amendment to said Articles of Incorporation was filed by the Florida Department of State, Corporations Division, on August 22, 1978, and was also recorded in the Official Records of Manatee County in Book 928 pp. 1963 et seq.; and

LET IT BE KNOWN that a second Amendment thereto was filed by the Florida Department of State, Corporations Division, on October 7, 1981, and was also recorded in the Official Records of Manatee County in Book 1015 pp. 2870 et seq; and

LET IT BE KNOWN that the Developer/Developers of Timber Creek Condominiums no longer has any proprietary interest in Timber Creek Condominiums and has turned over the operation and responsibility for Timber Creek Condominiums to Timber Creek Condominiums Association, Inc. and that one of the purposes of restating the Articles of Incorporation as heretofore amended is to eliminate and delete all the provisions (with one exception) in the original Articles of Incorporation as heretofore amended relating to said Developer/Developers, since they are merely of historical interest; and

LET IT BE KNOWN that these restated Articles of Incorporation contain Amendments to the original Articles of Incorporation as heretofore amended, and

that the provisions of Chapter 617 of the Statutes of the State of Florida with respect to Amendments were complied with in the process of their adoption; and

LET IT BE KNOWN that at a duly called Special Members Meeting of the Owners of Units in Timber Creek Condominiums held on September 26, 1989, at which meeting more than 50% of all owners of Units in Timber Creek Condominiums were present in person or by proxy, these restated and amended Articles of Incorporation were unanimously adopted and that the Board of Administration, all directors of which being present, also unanimously approved of these restated and amended Articles of Incorporation, fully satisfying the criteria for the adoption of amendments set forth in the original Articles of Incorporation; and

LET IT BE KNOWN that the Amendments made simultaneously with the restating of the Articles of Incorporation are as follows:

(a) The address of the principal place of business was relocated to 4550 Timber Lane, Bradenton, Florida 34210.

(b) The date of the Annual Meeting of members was changed to 7:00 p.m. of the first Thursday of December of each year.

(c) The office of Secretary-Treasurer was split; the restated Articles provide for a Secretary and a Treasurer; and wherever in the original document reference is made to the Secretary-Treasurer, the restated document refers to the Secretary or to the Treasurer, as seems appropriate.

(d) Deleted all provisions for and references to the Developer/Developers throughout the original document with the exception of the names and addresses of the very first subscribers, the members of the very first Board of Administration, and the very first officers of Timber Creek Condominiums Association, Inc.

(e) Gender changes of masculine pronouns throughout the original document were made to indicate that the rhetoric containing the pronoun applied to both sexes (his/her; he/she).

(f) Renumbered the sections of the various Articles comprising the document made necessary by the deletions and/or changes, and

FINALLY, LET IT BE KNOWN that there is no discrepancy between the Articles of Incorporation, as heretofore amended and the provisions of the Restated Articles of Incorporation other than the inclusion of the aforesaid amendments adopted pursuant to subsection (4) of Section 617.0201 of the Statutes of the State of Florida and the omission of matters of historical interest.

RESTATED AND AMENDED ARTICLES OF INCORPORATION

OF

TIMBER CREEK CONDOMINIUMS ASSOCIATION, INC.

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit. Pursuant to the provisions and laws of the State of Florida, we certify as follows:

ARTICLE I

That the name of the corporation shall be TIMBER CREEK CONDOMINIUMS ASSOCIATION, INC., hereinafter the corporation shall be referred to as the "Association," with its principal place of business located at 4550 Timber Lane, Bradenton, Florida, 34210.

ARTICLE II

That the purpose for which the Association is organized is to provide an entity pursuant to Section 718, Florida Statutes, hereinafter called the "Condominium Act," for the operation of the one or more condominiums known as "TIMBER CREEK CONDOMINIUMS" or "Condominiums" and singularly as "Condominium," which shall be created pursuant to the provisions of the Condominium Act by declarations hereinafter collectively referred to as the "Declarations of Condominiums" and singularly as "Declaration of Condominium."

ARTICLE III

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit organized under the Laws of the State of Florida.

3.2 The Association shall have all of the powers and duties granted to an association in the Condominium Act and all of the powers and duties necessary to operate the TIMBER CREEK CONDOMINIUMS pursuant to their declarations of Condominium.

3.3 All funds and the title to all property acquired by the Association shall be held in trust for the Association members in accordance with the provisions of the declarations of condominium, these Articles of Incorporation and the By-laws of the Association.

ARTICLE IV

4.1 All the record owners of condominium units in TIMBER CREEK CONDOMINIUMS shall be members of the Association. In the event of termination of a Condominium, the members of the Association shall be the record owners of condominium units in the Condominium not terminated.

4.2 Membership in the Association shall commence on the date that a deed or other instrument establishing ownership of a condominium unit, hereinafter referred to as "unit", is recorded in the Public Records of Manatee County, Florida.

4.3 A member's share in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his/her unit.

4.4 On all matters upon which the membership shall be entitled to vote, there shall be one vote for each unit and such vote shall be cast in the manner provided in the By-Laws of the Association. Any person or entity which owns more than one unit shall be entitled to one vote for each unit owned.

ARTICLE V

The Association shall have perpetual existence.

ARTICLE VI

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

NAMES	ADDRESSES
Nelson Claiborn	6111 Cortez Road, West Bradenton, Florida
Phil Galvano	6111 Cortez Road, West Bradenton, Florida
Michael Gray	Oak Brook Executive Towers 1301 22nd Street Oak Brook, Illinois 60521

ARTICLE VII

7.1 The affairs of the Association shall be managed by a Board of Administration, which shall be comprised of no fewer than three (3) directors ("Directors") from each Condominium operated by the Association.

7.2 All members of the Board of Administration elected by unit owners shall be members of the Association and unit owners in the Condominium which they represent.

7.3 The annual membership meeting shall be held on the first (1st) Thursday of December, at seven p.m. (7:00 pm), and every year thereafter.

7.4 The names and addresses of the members of the first Board of Administration who held office until their successors were elected and qualified are as follows:

NAMES	ADDRESSES
Nelson Claiborn	6111 Cortez Road, West Bradenton, Florida
Phil Galvano	6111 Cortez Road, West Bradenton, Florida
Michael Gray	Oak Brook Executive Towers 1301 W. 22nd Street Oak Brook, Illinois 60521

ARTICLE VIII

The affairs of the Association shall be administered by a President, a Vice-President for each Condominium operated by the Association, a Secretary, and a Treasurer. Any person may hold two offices, except that the same person shall not hold the office of President and Secretary, President and Treasurer, or Secretary and Treasurer. Officers of the Association shall be elected by the Board of Administration at its first meeting following the annual meeting of the members of the Association, and shall serve at the pleasure of the Board of Administration, except that the Directors elected from each Condominium operated by the Association shall elect from their number a Vice-President, to serve at the pleasure of the Directors elected from such Condominium. The names and addresses of the original were as follows:

PRESIDENT AND INITIAL REGISTERED AGENT	Nelson Claiborn 6111 Cortez Road, West Bradenton, Florida
VICE-PRESIDENT	Phil Galvano 6111 Cortez Road, West Bradenton, Florida

SECRETARY-TREASURER

Michael Gray
Oak Brook Executive Towers
1301 West 22nd Street
Oak Brook, Illinois 60521

ARTICLE IX

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him/her in connection with any proceeding or the settlement of any proceeding to which he/she may be a party to or in which he/she may become involved by reasons of his/her being a Director or officer of the Association, whether or not he/she is a Director or officer of the Association 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/her duties. The foregoing right of indemnification shall be in addition to, and exclusive of, all other rights and remedies to which such Director or officer may be entitled.

ARTICLE X

The By-Laws of the Association shall be adopted by the Board of Administration and may be altered, amended or rescinded in the manner provided therein.

ARTICLE XI

11.1 In any legal action in which the Association may be exposed to liability in excess of the insurance coverage protecting it and its members, the Association shall give notice of the exposure within a reasonable time to all members who may be exposed to the liability, whereupon such members will have the right to intervene and defend such action.

11.2 The Association shall maintain accounting records according to good accounting practices which shall be open to inspection by members or their duly authorized representatives at reasonable times, and written summaries supplied at least annually to members or their duly authorized representatives.

ARTICLE XII

12.1 Amendment of these Articles of Incorporation may be proposed by either the Board of Administration or by members of the Association. Members

may propose an amendment by written direction to the President of the Association signed by not less than ten percent (10%) of the members of the Association. Amendments may be proposed by the Board of Administration by action of a simple majority of the Board at a meeting of the Board of Administration, the notice to contain the time, place and purpose of amending the Articles of Incorporation, posted on Condominium and Association bulleting Boards three (3) days prior to such meeting. Upon the proposal of an amendment by members as herein provided, the President, or, in the event of his/her refusal or failure to act, the Board of Administration, by notice delivered by the Secretary, shall call a special members' meeting to be held no sooner than fifteen (15) days nor later than sixty (60) days from the date of the notice. Directors and members not present in person or by proxy at the special meeting may express their approval of the proposed amendment in writing; provided, such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided, adoption of an amendment must be by:

(a) Two thirds (2/3) of the entire Board of Administration and a simple majority of all members of the Association; or

(b) Three-quarters (3/4) of the votes of all members of the Association.

12.2 No amendment shall make any changes in the qualifications for membership nor the voting rights of the members, nor any change in Section 3.3 of Article III, without approval in writing by all the members and the joinder of all record owners of mortgages on the units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

12.3 A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Manatee County, Florida.

ARTICLE XIII

The Declaration of Condominium of the last Condominium in the TIMBER CREEK CONDOMINIUMS shall be deemed to have been recorded when a period of five (5) years have elapsed from the date of the Declaration of Condominium of the last Condominium in the TIMBER CREEK CONDOMINIUMS shall have been recorded in the Public Records of Manatee County, Florida.

FILED AND RECORDED
R. B. SHORR, CLERK
MANATEE COUNTY, FLA.
JAN 2 12 46 PM '90