

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OAK HOLLOW PROPERTY OWNERS' ASSOCIATION, INC.**

WHEREAS, the original Articles of Incorporation of Oak Hollow Property Owners' Association, Inc. were filed with the Florida Department of State on August 3, 1981, and

WHEREAS, the Articles have been amended from time to time as reflected by instruments filed with the Secretary of State, and

WHEREAS, these Amended and Restated Articles of Incorporation contain amendments to all the Articles which amendments were duly approved by not less than two-thirds (2/3) of the members participating (in person or by proxy) at a duly-called membership meeting of the Association held January 8, 2001 and continued on February 15, 2001; and

WHEREAS, the number of membership votes cast for the amendments were sufficient for approval under the corporation documents and applicable law.

NOW THEREFORE, the following are adopted as the Amended and Restated Articles of Incorporation of Oak Hollow Property Owners' Association, Inc.

Substantial Rewrite of the Articles of Incorporation. See original Articles and prior amendments for current text.

**ARTICLE 1
NAME OF CORPORATION AND PRINCIPAL ADDRESS**

The name of this corporation is OAK HOLLOW PROPERTY OWNERS' ASSOCIATION, INC., hereinafter referred to as Association. The principal office of said corporation is located AT 1111 Forrest Nelson Blvd., Port Charlotte, Charlotte County, Florida 33952. The Directors of the Association may change the location of the principal office of said Association from time to time.

**ARTICLE II
PURPOSES**

PURPOSES: This corporation shall operate and manage the affairs and property of the subdivision known as Oak Hollow, located in Charlotte County, Florida, and to perform all acts provided in the Declaration of Covenants and Restrictions and the Florida Homeowners; Association Act, Chapter 720, Florida Statutes.

**ARTICLE III
POWERS**

The Association shall have all the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Florida Homeowners' Association Act and the Declaration of Covenants and Restrictions, as amended from time to time, except as may be limited or otherwise provided by these Articles.

ARTICLE IV MEMBERS

All persons owning a vested present interest in the fee title to any of the lots subject to the Declaration of Covenants and Restrictions for Oak Hollow, which interest is evidenced by a duly recorded proper instrument in the Public Records of Charlotte County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates.

After the Association approves of a conveyance of a lot as provided in the Declaration of Covenants and Restrictions, the change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a copy of the deed or other instrument of conveyance.

ARTICLE V VOTING RIGHTS

Each lot 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.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be 630 S. Orange Avenue, Sarasota, Florida and the registered agent at such address will be Becker & Poliakoff, P.A. The Board may change the registered office and registered agent from time to time as permitted by law.

ARTICLE VII EXISTENCE

TERM OF EXISTENCE: The term for which this corporation is to exist shall be perpetual, unless dissolved according to law.

ARTICLE VIII BOARD OF DIRECTORS

OFFICERS AND DIRECTORS: The affairs of this corporation shall be managed by a governing board called the Board of Directors, who shall be elected and serve in accordance with the Bylaws.

**ARTICLE IX
BYLAWS**

BYLAWS: The Bylaws of this corporation may be amended, altered or rescinded in the manner provided in such Bylaws.

**ARTICLE X
AMENDMENTS**

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation. Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is considered.
- (B) An amendment may be proposed either by the Board of Directors or by not less than twenty (20%) percent of the voting interest of the Association.
- (C) Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by two-thirds (2/3) of the members participating either in person or by proxy at any duly-called meeting of the Association, provided that notice of any proposed amendment has been given to the Members of the Association, and that the notice contains the text of the proposed amendment, or by approval in writing by at least (2/3) of the voting interests.
- (D) An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Charlotte County, Florida.

**ARTICLE XI
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

- A. Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer or committee member of the Association, against expenses (including attorneys' fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful,

and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgement, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that this conduct was unlawful. It is the intent of the membership, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors, and committee members as permitted by Florida law.

- B. Expenses. To the extent that a director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article XI (A) above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.
- C. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected director, officer, or committee member to repay such amount unless it shall be determined that he is entitled to be indemnified by the Association as authorized in this Article XI, or as otherwise permitted by law.
- D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such person.
- E. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member 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 this Article. Notwithstanding anything in this Article XI to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

ARTICLE XII MERGERS AND CONSOLIDATIONS

Subject to the provisions of the recorded covenants and restrictions applicable to The Properties described in the Declaration of Covenants and

Restrictions, and to the extent permitted by law, the Corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE XIII DISSOLUTION

The Corporation may be dissolved only with the assent given in writing and signed by the members entitled to cast two-thirds (2/3) of the membership. Written notice of a proposal to dissolve, setting forth the reasons thereof and the disposition to be made of the assets shall be mailed to every member at least ninety (90) days in advance of any action taken.