

**Substantial revision of Articles.
See current Articles for present text.**

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE SERENOA COMMUNITY ASSOCIATION, INC.**

WHEREAS, the original Articles of Incorporation of The Serenoa Community Association, Inc. were filed with the Florida Department of State on November 3, 1988, and were amended and restated on January 8, 1998, and

WHEREAS, the entire Board of Directors approved these Amended and Restated Articles of Incorporation, including amendments, at a duly noticed Board meeting held on 18 March, 2019, and

WHEREAS, it is not necessary for the membership of the Association to approve amendments to the Articles of Incorporation, and

WHEREAS, the number of Board member votes cast for the amendments was 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 The Serenoa Community Association, Inc.

**ARTICLE I
NAME OF CORPORATION AND MAILING ADDRESS**

The name of this corporation shall be The Serenoa Community Association, Inc., hereinafter referred to as Association. The address of the Association shall be 6445 Taeda Dr., Sarasota, Florida 34241. The Directors of the Association may change the location of the principal office or mailing address from time to time.

**ARTICLE II
PURPOSES**

The general nature, objects, and purposes of the Association are as follows:

1. To administer and enforce the Declaration of Covenants and Restrictions for the Serenoa Community, as amended (Declaration), the Articles of Incorporation and Bylaws of the Association, and Rules and Regulation and other documents authorized by the Declaration.
2. To take such action as may be deemed appropriate to promote the health, safety, enjoyment, and welfare of the owners of the property within the Community.
3. To add, replace, improve, maintain, and repair common areas within the Community for the benefit of the members of the Association.
4. To operate without profit and for the sole and exclusive benefit of its members.

**ARTICLE III
POWERS**

The Association shall have powers and privileges granted to a corporation not for profit under the laws of the State of Florida, all the powers and privileges of a homeowner association under Chapter 720, Florida Statutes, and all powers reasonably necessary to implement and effectuate the purposes of the Association, except as may be limited or otherwise provided by these Articles or the Declaration.

**ARTICLE IV
MEMBERS**

The qualification of the members, the manner of their admission to membership and termination of such

EXHIBIT C

membership, and voting by members shall be as set forth in the Bylaws and Declaration.

**ARTICLE V
DIRECTORS**

A Board of Directors shall manage the affairs of the Association. The qualifications, method of election, and powers of the Board of Directors shall be as set forth in the Bylaws.

**ARTICLE VI
OFFICERS**

The officers designated in the Bylaws shall administer the affairs of the Association.

**ARTICLE VII
BYLAWS**

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

**ARTICLE VIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

1. 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 the person is or was a director, officer or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person 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 the person did not act in good faith, nor in a manner 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 the person had reasonable cause to believe his or her conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, 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 the person 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 his or her 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.

2 Advances. Expenses incurred in defending an administrative, 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 ultimately be determined that the person is entitled to be indemnified by the Association as authorized herein, or as otherwise permitted by law.

3. 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, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

4. Insurance. The Association shall purchase and maintain adequate insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against such persons and incurred by such persons in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article. Notwithstanding anything in this Article 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 IX
AMENDMENT TO 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 Board meeting at which the proposed amendment is considered.
- B. A resolution for the adoption of a proposed amendment may be proposed by not less than three (3) of the seven (7) Board members.
- C. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by vote of not less than five (5) of the seven (7) Board members.
- D. An amendment shall become effective upon filing with the Secretary of State, Division of Corporations, and recording a copy in the Public Records of Sarasota County, Florida.

**ARTICLE X
TERM**

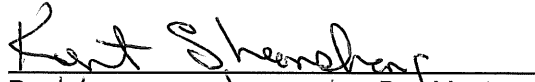
The term of the Association shall be perpetual.

**ARTICLE XI
REGISTERED AGENT AND ADDRESS**

The Association has appointed Chad M. McClenathen, P. A., 783 S. Orange Ave., Suite 210, Sarasota, Florida 34236 as its registered agent and registered address under the laws of the State of Florida. The Board may change the registered agent and registered office from time to time as permitted by law.

The recitals set forth in these Amended and Restated Articles of Incorporation are true and correct and are certified as such by the Board of Directors on this 18 day of mar, 2019.

The Serenoa Community Association, Inc.


By: Kent Shearshay President

Acceptance of Duties as Registered Agent

Having been named as registered agent and to accept service of process for The Serenoa Community Association, Inc., I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and responsibilities of my position as registered agent.

Chad M. McClenathen, P. A.
By: Chad M. McClenathen, President
783 S. Orange Ave., Suite 210
Sarasota, Florida 34236

Date _____