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AMENDED & RESTATED ARTICLES OF INCORPORATION

OF

TRAILS ASSOCIATION, INC.
A CONDOMINIUM

THE UNDERSIGNED HEREBY ASSOCIATE THEMSELVES FOR THE PURPOSE OF FORMING A CORPORATION NOT FOR PROFIT UNDER AND PURSUANT TO CHAPTER 718 AND CHAPER 617, FLORIDA STATUTES, AND DO CERTIFY AS FOLLOWS:

I.

NAME

The name of this Corporation shall be:

TRAILS ASSOCIATION, INC.
A CONDOMINIUM

For convenience, the corporation shall be herein referred to as the "Association".

II.

PURPOSE

The purpose for which this corporation is organized is the operation and management of the condominium known as:

SPANISH TRAILS SENIOR VILLAGE

established in accordance with Chapter 718, Florida Statutes, the Condominium Act, upon the real property, situate, lying and being in Pasco County, Florida, and to undertake the performance of, and to carry out the acts and duties incident to the administration of the operation and management of said condominium in accordance with the terms, provisions, conditions and authorization contained in these Articles of Incorporation and which may be considered in the Declaration of Condominium recorded amongst the Public Records of Pasco County, Florida at Official Records Book 767, Pages 445, et seq., at which time, the individual portions of the real property described in the Declaration of Condominium, and the improvements thereon, were submitted to a plan of condominium ownership; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said condominium.

III.

POWERS

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

1. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, the said Declaration of Condominium, the Bylaws and the Condominium Act.
2. The Association shall have all of the powers of Condominium Associations under and pursuant to Chapter 718, Florida Statutes, the Condominium Act, and shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to the following:
 - A. To make, establish and enforce reasonable rules and regulations governing the use of condominium units, common elements, and condominium property as said terms may be defined in the Declaration of Condominium.
 - B. To make, levy and collect assessments against unit owners of the said condominium to provide the funds to pay for common expenses of the condominium as is provided in the Declaration of Condominium, the Bylaws, Chapter 718, Florida Statutes, the Condominium Act, and to use and expend the proceeds of assessment in the exercise of the powers and duties of the Association.
 - C. To maintain, repair, replace and operate the condominium property specifically including all portions of the condominium property to which the Association has the right and power to maintain, repair, replace and operate in accordance with the Declaration of Condominium the Bylaws, and Chapter 718, Florida Statutes, the Condominium Act.
 - D. To reconstruct improvements on the condominium property after casualty or other loss and the further improvement of the property.
 - E. To enforce by legal means the provisions of the Declaration of Condominium, the Bylaws, the Rules and Regulations, and all documents referred to in the Declaration, and these Articles of Incorporation.
 - F. To contract for the management of the condominium property and to delegate to such contractors all powers and duties of the Association, except those which may be required by the Declaration of Condominium, to have approval of the Board of Directors for the lot owners of this Association.
 - G. To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities including but not limited to country clubs, golf courses, marinas, and other recreational facilities, whether or

not contiguous to the lands of the condominium, intended to provide for the enjoyment, recreation or other benefit of the lot owners.

- H. To acquire by purchase or otherwise, condominium parcels of the condominium subject nevertheless to the provisions of the Declaration and/or Bylaws relative thereto.
- I. To approve or disapprove the transfer, mortgage and ownership of Units as may be provided by the Declaration of Condominium, and the Bylaws.
- J. To employ personnel to perform the services required for proper operation of the condominium.

IV.

MEMBERS

The qualification of members, the manner of their admission to membership, the termination of such membership and voting by members shall be as follows:

1. The records owners of all units in the condominium constructed on the aforescribed real property shall be members of the Association, and no other persons or entities shall be entitled to membership.

2. Membership shall be established by the acquisition of ownership of the fee title to or fee interest in a condominium parcel in said condominium, whether by conveyance, devise, judicial decree, or otherwise, subject to the provisions of the Declaration, and by the recordation among the Public Records of Pasco County, Florida, of the deed or other instruments establishing the acquisition and designating the parcel affected thereby and by the delivery to the Association of a true copy of such deed or other instrument. 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 parcel designated shall be terminated.

3. The share of a member in the funds and assets of the Association, in its common elements and its common surplus, and membership in this Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the lot in his or her condominium.

4. The membership in the association shall be equal for each condominium owner, and on all matters as to which the membership shall be entitled to vote at large, there shall be only one vote for each lot, which vote shall be exercised in the manner provided by the Declaration of

Condominium and the Bylaws. The decision as to whether a matter relates to the Association as a whole, shall be determined by the Board of Directors, whose decision shall be conclusive; provided however, that no action or resolution which shall require the vote of the membership because of any provision in the Declaration of Condominium, or in the Bylaws or in the Condominium Act, Chapter 718, shall be effective with regard to any part of a condominium unless the membership of the condominium shall have voted on said action or resolution.

V.

TERM

The term of which this Association is to exist shall be perpetual.

VI.

SUBSCRIBERS

The name and address of the subscribers of these Articles of Incorporation are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|---|
| Julius Green | 1854 – 61 st Avenue North St. Petersburg, Florida |
| Stanley Freifeld | 1854 – 61 st Avenue North St. Petersburg, Florida |
| J. Roger Schaffer | 1854 – 61 st Avenue North St. Petersburg, Florida |

VII.

BOARD OF DIRECTORS

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

VIII.

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OFFICERS

The affairs of the Association shall be managed by the President of the Association, assisted by the Vice-President, Secretary and Treasurer, and if any, the Assistant Vice President and Assistant Secretary and Assistant Treasurer, subject to the directions of the Board of Directors. The Board of Directors, or President, with the approval of the Board of Directors, may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the operation or management of this Association and the affairs of the Association, any such person or entity may be so employed without regard to whether such person or entity is a member of the Association, or a Director or Officer of the Association, as the case may be.

The Board of Directors shall elect the President, Secretary, and Treasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine. The President and Vice-President shall be elected from among the membership of the Board of Directors, but no other officer need be a director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, the office of President and Vice-President shall not be held by the same person, nor shall the office of the President and Secretary or Assistant Secretary, be held by the same person.

IX.

REGISTERED AGENT

The name and address of the Registered Agent of this Corporation is as follows:

Jonathan James Damonte
12110 Seminole Boulevard
Largo, FL 33778

INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against any expenses and liabilities including counsel fees reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason, of his or her being or having been a Director or Officer of the Association, or any settlement thereof, whether or not he or she is a Director or Officer of the Association at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of

his or her duties; provided that in the event of a settlement, the indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

XI.

ADDRESS

The Principal Office of the Corporation shall be located at:

7111 Gall Boulevard
Zephyrhills, Florida 33541

But the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

XII.

BY-LAWS

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

XIII.

AMENDMENTS

The amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which such proposed amendment is considered.

2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the membership of the Association, and after being proposed and approved by one of said bodies, it must be submitted for approval and thereupon receive such approval by the other. Such approval must be by seventy-five (75%) percent of the members of the Association; and such approval must be by two-thirds (2/3) of the members of the Board of Directors.

3. No amendment may be made to the Articles of Incorporation which shall in any manner reduce, amend, affect or modify the provisions and obligations set forth in the Declaration of Condominium.

XIV.

In the event this Corporation shall become dormant, inactive and fail to perform its duties and carry out its contractual covenants and conditions as set forth herein, together with those

matters required to be performed of this Corporation in accordance with the Declaration of Condominium, and all matters in connection therewith, then the said Corporation shall be terminated pursuant to the provisions of Section 718.117, Fla. Stat.

IN WITNESS WHEREOF, the President has affixed his hand and the Secretary has attested to this document, this 19 day of May, 2020.

William Hamilton
Trails Association, Inc. By
William Hamilton, President

Attest:

Martha Croley
Trails Association, Inc. By
Martha Croley, Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, this day personally appeared WILLIAM HAMILTON and Martha Croley, who are personally known to me or who have produced _____ as identification, known to me to be the persons who executed the foregoing Articles of Incorporation, and have severally acknowledged before me that they executed the same for the purposes therein mentioned.

WITNESS my hand and official seal, this 19 day of May, 2020.



Nichole Cole
Comm. # GG361781
Expires: August 1, 2023
Bonded Thru Aaron Notary

[Signature]
NOTARY PUBLIC
My Commission Expires: 8/1/2023

Having been named to accept service of process for the above stated corporation, at place designated in these Article, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: *Jonathan James Damonte*
Jonathan James Damonte, Registered Agent