

715393

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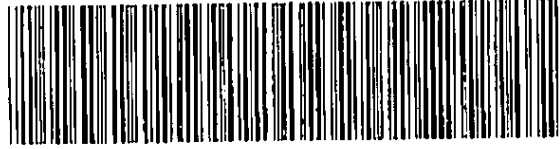
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STATE OF MISSISSIPPI
TREASURY

LAW OFFICES OF
LANG & RAFFA, P.A.
5001 Fourth Street North, Suite A
St. Petersburg, Florida 33703
Telephone (727) 522-9800 | Facsimile (727) 528-2900

NICHOLAS F. LANG •
MILY L. RAFFA
Board Certified Condominium
and Planned Development Law

MAILING ADDRESS
Post Office Box 7990
St. Petersburg, Florida 33734

November 15, 2023
Via FedEx

Florida Department of State
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, Florida 32303

RE: Articles of Amendment to the Articles of Incorporation
Shore Towers Building of Town Apartments South No. 103, Inc.
(Doc. #715393)

Dear Sir or Madam:

I am enclosing the following:

1. Original of the Articles of Amendment to the Articles of Incorporation of Shore Towers Building of Town Apartment South No. 103, Inc. accompanied by the Affidavit of Mortgagee Consent:

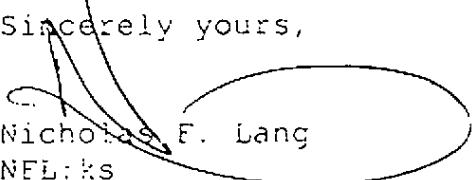
2. This firm's check payable to the Florida Department of State, in the amount of \$43.75, representing payment of the following charges:

Filing Fee	\$35.00
Certified Copy	<u>8.75</u>
TOTAL:	\$43.75

Please file the Articles of Amendment to the Articles of Incorporation and the attached Affidavit of Mortgagee Consent for the corporation and **return the certified copy of the same to me, together with the certificate of the Secretary of State** to this office at our above-referenced street address. I am enclosing a return FedEx airbill and envelope for this purpose.

Thank you for your prompt attention to this matter.

Sincerely yours,


Nicholas F. Lang
NFL:ks

RECEIVED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
SHORE TOWERS BUILDING OF TOWN APARTMENTS SOUTH NO. 103, INC.

FILED
2023 NOV 16 PM 1:10
SECRETARY
TALLAHASSEE

NOTICE IS HEREBY GIVEN that the Articles of Incorporation of SHORE TOWERS BUILDING OF TOWN APARTMENTS SOUTH NO. 103, INC., a Condominium, a Florida corporation not for profit (the "Association"), as originally filed on October 9, 1968, with the Secretary of State of the State of Florida, and as subsequently amended, were amended and restated in their entirety, **including the change of name of the Association** from SHORE TOWERS BUILDING OF TOWN APARTMENTS SOUTH NO. 103, INC., a Condominium, **to SHORE TOWERS BUILDING OF TOWN APARTMENTS SOUTH NO. 103, INC.** (without the words "a Condominium"), by the affirmative vote of not less than two-thirds (2/3rds) of those members of the Association present in person or represented by written proxy at the Annual Meeting of the Members on January 18, 2023, as required for amendment of said Articles of Incorporation, as set forth in the Amended and Restated Articles of Incorporation attached hereto.

FURTHER, as required by Article XI of said original Articles of incorporation, all mortgagees holding a valid, first mortgage lien on any unit of Shore Towers Building of Town Apartments South No. 103, Inc., a Condominium, received notice of the amendments to Article II and Sections 4, 5, 6 and 8 of Article X of said original Articles of Incorporation, pursuant to Subsection 718.110(11), Florida Statutes, and are deemed to have consented to the amendments, as stated in the attached Affidavit of Mortgagee Consent to Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, SHORE TOWERS BUILDING OF TOWN APARTMENTS SOUTH NO. 103, INC. has caused these Articles of Amendment to the Articles of Incorporation to be signed in its name by its President, on this 4 day of November, 2023.

Signed in the Presence of
Two (2) Witnesses:

SHORE TOWERS BUILDING OF TOWN
APARTMENTS SOUTH NO. 103, INC.

Wit. 1 Sign:

Print Name:

[Signature]

THOMAS A. ANTHONY

By:

[Signature]
Donald E. Vachon, Jr., President
1868 Shore Drive South, #409
South Pasadena, FL 33707

Wit. 2 Sign:

Print Name:

[Signature]

THOMAS A. ANTHONY

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing Articles of Amendment were acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 4th day of November, 2023, by DONALD E. VACHON, JR., as President of SHORE TOWERS BUILDING OF TOWN APARTMENTS SOUTH NO. 103, INC., a Florida corporation not for profit. He ☒ is personally known to me or ☐ produced _____ as identification and did not take an oath.



Notary Name:

Notary Public

My Commission Expires:



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ARTICLES OF INCORPORATION OF
SHORE TOWERS BUILDING OF TOWN APARTMENTS SOUTH NO. 103, INC.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SHORE TOWERS BUILDING OF TOWN APARTMENTS SOUTH NO. 103, INC.

We, the undersigned, jointly and severally agree with each other to associate ourselves and our successors together as a corporation not for profit under the provisions of Chapter 617, Florida Statutes, and do hereby subscribe, acknowledge and file in the office of the Secretary of State, of the State of Florida, the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is SHORE TOWERS BUILDING OF TOWN APARTMENTS SOUTH NO. 103, INC. (herein referred to as the "Association"), located at 1868 Shore Drive South, South Pasadena, Florida 33707.

ARTICLE II
PURPOSE

The purpose for which the Association is organized is to provide an entity responsible for the operation of a certain multi-unit residential building and the land upon which said building is situated, as a condominium in Pinellas County, Florida, known as SHORE TOWERS BUILDING OF TOWN APARTMENTS SOUTH NO. 103, a Condominium (hereinafter referred to as the "Condominium"), created pursuant to the Declaration of Condominium thereof and any amendments thereto (hereinafter referred to as the "Declaration").

ARTICLE III
QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION

Section 1. The members of the Association shall constitute all the record owners of units in the Condominium. After receiving the approval of the Association as required under the Declaration, a change of membership in the Association shall be established by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing record title to a unit and the delivery to the Association of a copy of such instrument. The owner designated by such instrument shall become a member of the Association and the membership of the prior owner of such unit shall thereupon be terminated.

Section 2. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner whatsoever except as an appurtenance to his or her unit.

Section 3. The owner or owners of each unit shall be entitled to one (1) vote as a member or members of the Association and the vote may not be divided between or among plural owners of a single unit. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE IV
CORPORATE EXISTENCE AND TERM

The Association commenced on the date of original filing of the Articles of Incorporation with the Secretary of State, State of Florida, and the term for which the Association shall exist shall be perpetual.

ARTICLE V
SUBSCRIBERS

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

Julius Green	2100 62nd Avenue North St. Petersburg, Florida
Carl G. Parker	3835 Central Avenue St. Petersburg, Florida
Herman Geller	2100 62nd Avenue St. Petersburg, Florida

ARTICLE VI
BOARD OF DIRECTORS

Section 1. The business of the Association shall be conducted by the Board of Directors, which shall consist of not less than five (5) members, as the same shall be provided for by the By-Laws of the Association.

Section 2. Directors shall be elected at the annual meeting of members of the Association by a majority vote of the members. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

Section 3. The names and addresses of the first Board of Directors and Officers, who served as Directors and Officers until the first election of Directors and Officers, are as follows:

Julius Green	2100 62nd Avenue North St. Petersburg, Florida	President and Director
Carl G. Parker	3835 Central Avenue St. Petersburg, Florida	Vice President and Director
Herman Geller	2100 62nd Avenue St. Petersburg, Florida	Secretary and Director
Anthony S. Battaglia	3835 Central Avenue St. Petersburg, Florida	Treasurer and Director
Howard P. Ross	3835 Central Avenue St. Petersburg, Florida	Director

ARTICLE VII
OFFICERS

Section 1. The affairs of the Association shall be managed by a President, a Vice-President, a Secretary, and a Treasurer.

Section 2. The Officers of the Association shall be elected annually by the Board of Directors in accordance with the provisions of the By-Laws.

Section 3. The officers shall have such duties, responsibilities and powers as provided in the By-Laws and by Chapter 718, Florida Statutes.

ARTICLE VIII
BY-LAWS

The By-Laws of the Association shall be amended as provided in the By-Laws.

ARTICLE IX
POWERS

The Association shall have the following powers and duties:

Section 1. The Association shall have all of the common-law powers of a corporation not for profit and all of the statutory powers set forth in the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes) not in conflict with any of the provisions of the Condominium Act (Chapter 718, Florida Statutes) or the terms of these Articles or the Declaration of Condominium.

Section 2. The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominium.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To protect, maintain, repair, replace and operate the condominium property.

(d) To purchase insurance on the condominium property and Association property for the protection of the Association and its members.

(e) To reconstruct improvements after casualty and to make further improvements of the property.

(f) To make and amend reasonable Rules and Regulations governing the use and occupancy, maintenance and conservation of the condominium property, including the units, and for the health, comfort, safety and welfare of the unit owners, their families, guests and tenants, all of whom shall be subject to such Rules and Regulations.

(g) To approve or disapprove the sale or other transfer of ownership of units, the lease of units, and the occupancy of units as may be provided by the Declaration of Condominium and the By-Laws.

(h) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws and the Rules and Regulations of the Association.

(i) To contract for the management of the condominium and the maintenance, repair and operation of the condominium property, and to delegate to such contractors all powers and duties of the Association except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the members of the Association.

(j) To levy reasonable fines for the failure of the owner of the unit or its occupant, licensee, or invitee to comply with any provision of the Declaration, these Articles, the By-Laws or the Rules and Regulations.

(k) To employ accountants, attorneys, architects, engineers and other professional personnel to perform the services required for proper operation of the condominium.

(l) To acquire by purchase or otherwise, condominium units of the condominium, subject to the provisions of the Declaration of Condominium and Bylaws relative thereto.

(m) To acquire and enter into agreements to acquire leaseholds, memberships or other possessory or use interests in lands or facilities including, but not limited to, country clubs, golf course, marinas, tennis clubs, and other recreational facilities, whether or not contiguous to the lands of the condominium, intended to provide for the enjoyment, recreation or other use or benefit to the unit owners.

ARTICLE X MISCELLANEOUS

Section 1. The members of the Association shall be subject to assessment for the costs and expenses of the Association in operating and maintaining the building and condominium property, in accordance with the Declaration of Condominium, these Articles of Incorporation, and the By-Laws of the Association. The By-Laws of the Association may not alter or change this Section 1, Article X.

Section 2. The Association shall not be operated for profit, no dividends shall be paid, and no part of the income of the

Association shall be distributed to its members, Directors or Officers.

Section 3. The members of the Association, individually, are responsible for all maintenance and repair within and about their condominium units.

Section 4. The members of the Association shall be subject to all the terms, conditions, restrictions and covenants contained in the Declaration of Condominium, these Articles of Incorporation and the By-Laws of the Association.

ARTICLE XI AMENDMENT

Section 1. An amendment to these Articles of Incorporation may be proposed by either a majority of the entire membership of the Board of Directors or by a majority of the entire membership of the Association at any annual or special meeting of the members. Notice of said meeting shall be mailed or hand delivered to each member or electronically transmitted to each member who consents to receive notice by electronic transmission at least fourteen (14) days prior to said meeting and shall contain the text of the proposed amendment.

Section 2. A proposed amendment to these Articles of Incorporation must be approved by an affirmative vote of not less than two-thirds (2/3rds) of those members of the Association present in person or represented by written proxy at any regular or special meeting of the members duly called for such purpose pursuant to the By-Laws, at which a quorum of members shall be present in person or by proxy.

Section 3. The text of each amendment to these Articles of Incorporation shall be included in articles of amendment certifying that the amendment was duly approved by the members, which articles of amendment shall be executed by the President or Vice-President of the Association with the formality of a deed. The amendment shall be effective when such articles of amendment are filed with the Florida Secretary of State and recorded in the Public Records of Pinellas County, Florida, as an amendment to the Declaration amending the Articles of Incorporation, which are an Exhibit to the Declaration.

Section 4. No such amendment of Article II or Article X may be made that materially affects the rights and interests granted under the Declaration of Condominium, the By-Laws or these Articles of Incorporation to mortgagees holding a valid, enforceable first mortgage lien against any condominium unit, without the unanimous written approval of all such mortgagees, provided such mortgagees are institutional mortgagees, such as a bank, savings and loan association or insurance company authorized to transact business in the State of Florida.

ARTICLE XII
INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of 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, whether or not he or she is a Director or Officer 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 or her duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their hands and seals and caused these Articles of Incorporation to be executed this 4th day of October, A.D. 1968.

/s/ Julius Green
Julius Green

/s/ Carl G. Parker
Carl G. Parker

/s/ Herman Geller
Herman Geller

STATE OF FLORIDA)
COUNTY OF PINELLAS)ss.

Before me, the undersigned authority, personally appeared JULIUS GREEN, CARL G. PARKER, HERMAN GELLER, to me well known and known to me to be the persons who executed the foregoing Articles of Incorporation of SHORE TOWERS BUILDING OF TOWN APARTMENTS SOUTH NO. 103, INC., a Condominium, and have severally acknowledged before me that they executed the same for the purposes therein mentioned.

WITNESS my hand and official seal in St. Petersburg, in the County of Pinellas and State of Florida, this 4th day of October, A.D. 1968.

/s/ Mary C. Taylor
Notary Public

Notary Public, State of Florida at Large
My Commission Expires JULY 8, 1971

**AFFIDAVIT OF MORTGAGEE CONSENT TO
AMENDMENTS OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
SHORE TOWERS BUILDING OF TOWN APARTMENTS SOUTH NO. 103, INC.**

STATE OF FLORIDA)
COUNTY OF PINELLAS)

THE UNDERSIGNED, NICHOLAS F. LANG ("Affiant"), after being first duly sworn, deposes and says:

1. Affiant is an attorney with Lang & Raffa, P.A., the law firm that represents Shore Towers Building of Town Apartments South No. 103, Inc. (the "Association"), which is the entity responsible for the operation of Shore Towers Building of Town Apartments South No. 103, Inc., a Condominium ("Shore Towers Condominium").

2. At the Special Meeting of the members of the Association on January 18, 2023, the members approved the Amended and Restated Articles of Incorporation of the Association, including amendments to Article II and Sections 4, 5, 6 and 8 of Article X, by the vote of the members required for amendment in accordance with amended Article XI of the Articles of Incorporation.

3. Article XI of the Articles of Incorporation, as amended effective January 5, 2021, provides that "no such alteration, amendment or repeal of Article II hereinabove, and of Sections 4, 5, 6 and 8 of Article X, may be made without the unanimous written approval of all mortgagees holding a valid, enforceable first mortgage lien against any condominium unit, provided such mortgagees are institutional mortgagees, such as a bank, savings and loan association or insurance company authorized to transact business in the State of Florida."

4. The Board of Directors of the Association considers that said amendments to the Articles of Incorporation add clarity and simplicity to the Articles of Incorporation, do not pertain to matters described in subsections 718.110(4) and (8), and do not adversely affect the priority of the mortgagee's lien or the mortgagee's rights to foreclose its lien, or otherwise materially affect the rights or interests of the mortgagees.

5. For purposes of securing the consent or approval to a proposed amendment to the articles of incorporation by holders of mortgages on units recorded on or after October 1, 2007, subsection 718.110(11)(c), Florida Statutes, provides that the

condominium association shall be entitled to rely upon the public records to identify the mortgage holders and may use the address for each mortgage holder in the original recorded mortgage unless there is a different address for the mortgage holder in a recorded assignment or modification of the mortgage.

6. Subsection 718.110(11)(c) further requires the condominium association to send a written request to each owner whose unit is encumbered by a mortgage of record for any information the owner has in his or her possession regarding the name and address of the person to whom mortgage payments are being made. The statute states that any notices required to be sent to mortgage holders shall be sent to all available addresses provided to the association.

7. Subsection 718.110(11)(d) provides that any mortgage holder who fails to respond within sixty (60) days after the date of mailing of the notice shall be deemed to have consented to the amendment.

8. The Association retained South Bay Title Insurance Agency, Inc. to search the Public Records of Pinellas County, Florida, to identify all holders of first mortgages on Shore Towers Condominium units and their addresses from recorded mortgages, modifications of mortgages, and assignments of mortgages on units, in accordance with subsection 718.110(11)(c), Florida Statutes.

9. Affiant has reviewed the search documents, which identified twenty-four (24) mortgage holders on thirty-one (31) units (several mortgage holders held mortgages on more than one unit).

10. The Association sent a written request to the Shore Towers Condominium owners/borrowers of said thirty-one (31) units encumbered by a mortgage for the name and address of the person or party to whom mortgage payments were being made. Affiant received responses from most of the owners/borrowers, who identified different mortgage holders for seven (7) units.

11. Between June 27, 2023 and August 24, 2023, Affiant mailed letters to all thirty-one (31) identified mortgage holders, at the addresses contained in the recorded mortgages, modifications, and assignments and at any addresses provided by unit owner/borrowers, by certified mail, return receipt requested, in accordance with subsection 718.110(11), Florida Statutes.

12. Affiant's letters explained that the members of the Association had approved the Amended and Restated Articles of Incorporation, including said amendments to Article II and Sections 4, 5, 6 and 8 of Article X, and enclosed a copy of the Amended and Restated Articles of Incorporation.

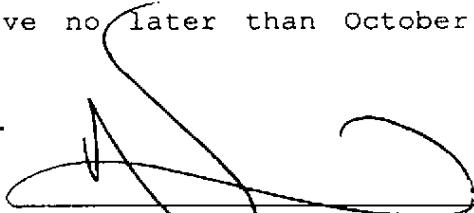
13. In addition, Affiant's letters stated that Article XI of the Articles of Incorporation requires the approval of said amendments to Article II and Sections 4, 5, 6 or 8 of Article X by all mortgagees holding first mortgages on Shore Towers Condominium units.

14. Affiant's letters further stated that any mortgage holder who fails to respond within sixty (60) days after the date of mailing of the letter shall be deemed to have consented to said amendments, pursuant to subsection 718.110(11)(d).

15. Affiant received no objections and only one response to Affiant's letters, consisting of a letter dated August 22, 2023 from Wells Fargo Bank, N.A., which stated that Wells Fargo Bank sent their response directly to their borrower. On August 25, 2023, Affiant was contacted by the borrower, Jo Ann Smith (Unit 602), who informed Affiant that Wells Fargo Bank had no objection and consented to said amendments to the Articles of Incorporation.

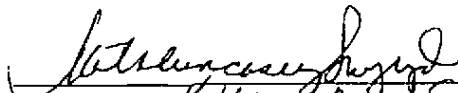
16. Therefore, all thirty-one (31) identified mortgage holders were deemed to have consented to said amendments to the Articles of Incorporation effective no later than October 24, 2023.

FURTHER AFFIANT SAYETH NAUGHT.


NICHOLAS F. LANG (Affiant)

The foregoing Affidavit was sworn to and subscribed before me by means of ☒ physical presence or ☐ online notarization, this 25th day of October, 2023, by NICHOLAS F. LANG of Lang & Raffa, P.A., the law firm that represents SHORE TOWERS ASSOCIATION OF TOWN APARTMENTS SOUTH NO. 103, INC. He ☒ is personally known to me or ☐ produced _____ as identification and did take an oath.




Notary Name: Kathleen Casey Swyryd
Notary Public
My Commission Expires: 8/9/2027