

717195

Rabin Parker Gurley, P.A.
28059 US Highway 19 North
Suite 301
Clearwater FL 33761

(Address)

(City/State/Zip/Phone #)

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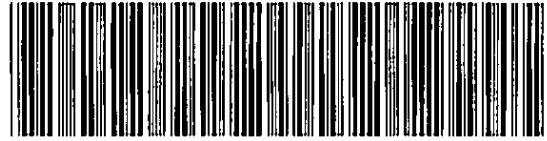
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Amended & Restated

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A. RAMSEY

APR 11 2022



RABIN
PARKER
GURLEY P.A.
Attorneys at Law

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SECRETARY OF STATE
TALLAHASSEE, FL

VIA REGULAR U.S. MAIL AND
E-MAIL: AmendmentsCorpHelp@DOS.MyFlorida.com

March 18, 2022

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Name of Corporation: Imperial Cove Condominium II Association, Inc.
Document Number: 717195
Our Matter No: 10412-002

Dear Sir/Madam:

Enclosed, please find a copy of signed *Certificate of Amendment to the Articles of Incorporation for Imperial Cove Condominium II Association, Inc.*, with attached Amended and Restated Articles of Incorporation for Imperial Cove Condominium II Association, Inc. The original Articles of Incorporation were filed with the Secretary of State on September 17, 1969, and assigned document number 717195. Please file the Certificate with Amended and Restated Articles of Incorporation with the Division of Corporations, State of Florida. Our check number 10203 in the amount of \$35.00 payable to the Department of State for the cost of filing.

Please file and return all correspondence concerning this matter to the following:

Rabin Parker Gurley, P.A.
Attn: Ashley Eames
28059 U.S. Highway 19 N, Suite 301
Clearwater, Florida 33761

Should you have any questions or concerns regarding this request, please contact my paralegal, Emily, at 727-475-5535, or Emily@rpglaw.com.

Sincerely,

Monique E. Parker, Esquire
MEP/ale
Enclosure

Manatee and Sarasota Counties

8470 Enterprise Circle
Suite 309
Lakewood Ranch, Florida 34202
(941) 306-3964

☐ Reply to this Address

Pinellas County

28059 US Highway 19 North
Suite 301
Clearwater, Florida 33761
(727) 475-5535

☒ Reply to this Address

Hillsborough and Pasco Counties

3632 Land O' Lakes Boulevard
Suite 105-7* (By Appointment)
Land O' Lakes, Florida 34639
(813) 946-9964

☐ Reply to this Address

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
IMPERIAL COVE CONDOMINIUM II ASSOCIATION, INC.
(a corporation not for profit)

This document restates, supersedes, replaces and amends, all previously recorded Articles of Incorporation of Imperial Cove Condominium II Association, Inc., which were originally recorded as Exhibit B of the Declaration of Condominium of Imperial Cove Condominium II, in Pinellas County, Florida Official Records Book 3174, page 546.

ARTICLE 1. NAME AND ADDRESS. The name of this corporation is Imperial Cove Condominium II Association, Inc., hereinafter "Association." The principal place of business shall be designated from time to time by the Board of Directors.

ARTICLE 2. DEFINITIONS. The terms used herein shall be as defined in Chapter 718 of the Florida Statutes, hereinafter referred to as the "Condominium Act," and the Declaration for the Creation and Establishment of Imperial Cove Condominium II.

ARTICLE 3. PURPOSE. The purpose for which the Association is organized is to provide an entity for the operation of the condominium property known as Imperial Cove Condominium II, created pursuant to the Condominium Act; to transact all business necessary and proper in connection with the operation of the condominium property for the mutual benefit of its members; to operate said condominium property for the sole use and benefit of its members; to perform any other act for the well-being of its members; and to perform any other act in maintaining an atmosphere of community and high standard of occupancy by and for its members. The Association shall also have such power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by Florida Statutes, Chapter 617, the "Florida Not-for-Profit Corporation Act" and the Condominium Act, both as amended from time to time. 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.

ARTICLE 4. POWERS. The corporation shall have all of the common law and statutory powers of a corporation not-for-profit, and all of the powers of condominium associations under the Condominium Act, and all of the powers reasonably necessary to implement the purposes of the corporation, which are not in conflict with the terms of these Articles, the Declaration of Condominium, and the Bylaws of this corporation, all as amended from time to time.

ARTICLE 5. EXISTENCE. The Association shall have perpetual existence.

ARTICLE 6. BOARD OF DIRECTORS.

6.1 The affairs of the Association shall be managed by a Board of Directors. The number of Directors shall be as set forth in the Bylaws of the Association.

6.2 The Board of Directors shall be elected at the annual meeting of members in the manner determined by the Bylaws of the Association and applicable Florida Statutes.

ARTICLE 7. INDEMNIFICATION. 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 such director or officer in connection with any proceeding or the settlement of any proceeding to which such director or officer may be a party, or may be involved by reason of being or having been a director or officer of the Association, whether or not such individual is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of gross negligence or willful misfeasance in the performance of his or her duties, or in such cases where the proceeding arose out of actions taken outside the scope of the duties or office of the person involved. In the event of a settlement, the Board of Directors is entitled to make the determination of whether indemnification taken under this section is appropriate. 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 8. MEMBERS.

8.1 The members of the Association shall consist of all owners of units within Imperial Cove Condominium II.

8.2 Membership shall be acquired by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing record title to a condominium unit. The unit owner(s) designated in such deed or other instrument shall thereupon become member(s) of the Association, and the membership of the prior owner(s) of the unit shall be terminated.

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

8.4 The total number of votes ("voting interests") is equal to the total number of units in the Imperial Cove Condominium II.

8.5 Voting. Unit owners are entitled to one (1) vote for each unit owned. If a unit is owned by one (1) natural person, individually or as trustee, the right to vote shall be established by the record title to the unit. If a unit is owned jointly by two (2) or more persons, that unit's vote may be cast by any of the owners provided only one (1) vote shall be cast. If multiple owners of a unit cannot agree how to vote, and attempt to cast votes which are in conflict with those cast by another owner, the vote for that unit will not be counted. The vote of a unit owner who is not a natural person, shall be cast by any officer of a corporation, or any partner or managing agent of another type of entity.

8.6 There shall be no cumulative voting.

8.7 Any matter of controversy or dispute between members or between a member and the Association shall be settled in accordance with applicable Florida Statutes.

8.8 The members of this Association shall be subject to all of the covenants, conditions, and restrictions contained in the Declaration of Condominium, these Articles of

Incorporation, the Bylaws of the Association, and rules and regulations, as may be amended from time to time.

ARTICLE 9. BYLAWS. The operation of the Association shall be defined in the Bylaws.

ARTICLE 10. AMENDMENTS. Unit owners may propose an amendment to these Articles of Incorporation by instrument in writing directed to the president or secretary of the Board of Directors signed by not less than twenty percent (20%) of the total eligible voting interests in the condominium. Amendments may also be proposed by the Board of Directors by action of a majority of the Board of Directors at any regularly constituted meeting thereof. Any proposed amendments shall be subject to editing as to form and legality by the Association's legal counsel. Amendments must be approved by a majority of the members.

ARTICLE 11. REGISTERED AGENT. The registered agent of the Association shall be determined by the Board of Directors from time to time, and shall be on file with the Florida Secretary of State.

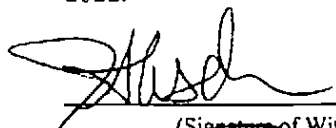
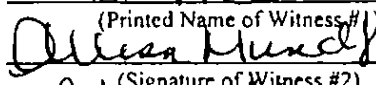
END OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

Prepared by and return to:
Monique E. Parker Gurley, Esq.
Rabin Parker, P.A.
28059 U.S. 19 North, Suite 301
Clearwater, Florida 33761

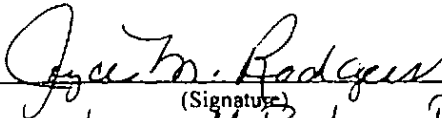
CERTIFICATE OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF IMPERIAL COVE CONDOMINIUM II
ASSOCIATION, INC.

I hereby certify, in accordance with the requirements of the applicable Florida Statutes and the governing documents of the Association, the Articles of Incorporation of Imperial Cove Condominium II Association, Inc., recorded in Official Records Book 3174, Page 546, et seq., in the Public Records of Pinellas County, Florida were amended at a duly called meeting of the members of Imperial Cove Condominium II Association, Inc., on December 13, 2021. The adopted Amended and Restated Articles of Incorporation of Imperial Cove Condominium II Association, Inc. is attached hereto. The Declaration for the Creation and Establishment of Imperial Cove Condominium II, was originally recorded in Official Records Book 3174, Page 525 in the Public Records of Pinellas County.

IN WITNESS WHEREOF, the Imperial Cove Condominium II Association, Inc., has caused this instrument to be signed by its duly authorized officer on this 3rd day of February, 2022.


(Signature of Witness #1)
Joni Fitch
(Printed Name of Witness #1)

(Signature of Witness #2)
Allison Mundy
(Printed Name of Witness #2)

IMPERIAL COVE CONDOMINIUM II
ASSOCIATION, INC.

By: 
(Signature)
Joyce M. Rodgers President
(Printed Name and Title)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 3rd day of February, 2022, by Joyce Rodgers as President of Imperial Cove Condominium II Association, Inc., on behalf of the corporation, and ☒ is personally known to me or ☐ has produced _____ as identification.

My Commission Expires:



ALLISON MUNDY
Commission # GG 175317
Expires March 10, 2022
Bonded thru Budget Notary Services


NOTARY PUBLIC - State of Florida at Large