

729856

Florida Department of State
Division of Corporations
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ORTEGA BOULEVARD CONDOMINIUM ASSOCIATION, INC.**

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13 DEC 10 PM 4:38
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Amended & Restated
Art: 11-13
12-11-13
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Dec. 10. 2013. 1:35PM

12/4/2013 3:20:48 PM PAGE 1/001 Fax No. 1341 P. 1



December 4, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ORTEGA BOULEVARD CONDOMINIUM ASSOCIATION, INC.
3870 BALTIC STREET
JACKSONVILLE, FL 32210US

SUBJECT: ORTEGA BOULEVARD CONDOMINIUM ASSOCIATION, INC.
REF: 729856

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

WE ARE UNABLE TO FILE ARTICLES OF AMENDMENT TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION SINCE AMENDED AND RESTATED ARTICLES HAVE NEVER BEEN FILED WITH THIS OFFICE FOR SAID CORPORATION. PLEASE CORRECT YOUR DOCUMENT TO READ "AMENDED AND RESTATED ARTICLES OF INCORPORATION" THROUGHOUT YOUR DOCUMENT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H13000261257
Letter Number: 013A00027652

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13 DEC 10 PM 2:06

CLERK OF COURT
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dec. 3. 2013 10:56AM

11/27/2013 9:28:36 AM PAGE 1/001 FaxNo. 1312r P. 2



November 27, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ORTEGA BOULEVARD CONDOMINIUM ASSOCIATION, INC.
3870 BALTIC STREET
JACKSONVILLE, FL 32210US

SUBJECT: ORTEGA BOULEVARD CONDOMINIUM ASSOCIATION, INC.
REF: 729856

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tina D Carter
Regulatory Specialist

FAX Aud. #: H13000261257
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Dec. 10. 2013 1:41PM

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ORTEGA BOULEVARD CONDOMINIUM ASSOCIATION, INC.,
a Florida not-for-profit corporation**

No. 1341 3/9
FILED
12 DEC 10 PM 1:38
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JUDICIAL CIRCUIT IN FLORIDA

THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION (the "Articles" or the "Articles of Incorporation"), are made effective as of October 22, 2013 (the "Effective Date"), by **ORTEGA BOULEVARD CONDOMINIUM ASSOCIATION, INC.**, a Florida not-for-profit corporation (the "Association") to amend and restate the Articles of Incorporation of the Association.

RECITALS:

A. Per Article X of the Articles of Incorporation of Ortega Boulevard Condominium Association, Inc. dated May 31, 1974 (the "Original Articles"), the Original Articles may be amended by a majority vote of the members of the Association at any annual meeting or any special meeting of the Association.

B. At a duly called special meeting of the Association held on October 22, 2013, the holders of not less than fifty-one percent (51%) of the votes in the Association voted to approve these Amended and Restated Articles of Incorporation of Ortega Boulevard Condominium Association, Inc.

NOW THEREFORE, the Association hereby amends and restates the Original Articles as follows:

I. NAME AND DEFINITIONS.

The name of this corporation shall be Ortega Boulevard Condominium Association, Inc. All defined terms contained in these Articles shall have the same meanings as such terms are defined by the Amended and Restated Declaration of Condominium for Ortega Boulevard Condominium to be recorded in the public records of Duval County, Florida (the "Declaration").

II. PRINCIPAL OFFICE AND MAILING ADDRESS.

The location of the corporation's principal office and its mailing address shall be 4495 Roosevelt Boulevard, #304, Box 162, Jacksonville, Florida 32210, or at such other place as may be established by resolution of the Association's Board of Directors from time to time.

III. PURPOSES.

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

A. To promote matters of common interest and concern of the Owners of property within the real property subject to the terms and provision of the Declaration.

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B. To own, maintain, repair and replace the Common Elements, including without limitation the structures, landscaping and other improvements located thereon, for which the obligation to maintain and repair has been delegated to and accepted by the Association.

C. To provide, purchase, acquire, replace, improve, maintain, operate and repair such buildings, structures, landscaping, equipment, and to provide such other services for the benefit of the members of the Association, as the Board of Directors in its discretion determines necessary, appropriate, and/or convenient.

D. To operate without profit for the sole and exclusive benefit of the Unit Owners.

E. To perform all of the functions contemplated for the Association and undertaken by the Board of Directors pursuant to the terms and conditions of the Declaration.

IV. GENERAL POWERS.

The general powers that the Association shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the Unit Owners for purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of the Association.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property, to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Declaration and these Articles of Incorporation and not forbidden by the laws of the State of Florida.

E. To fix assessments to be levied against all or any portion of the Condominium Property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures.

F. To charge recipients for services rendered by the Association and the users of the Association property where such is deemed appropriate by the Board of Directors of the Association and permitted by the Declaration.

G. To pay taxes and other charges, if any, on or against property owned, accepted, or maintained by the Association.

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H. To borrow money and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for monies borrowed, or in payment for property acquired, or for any of the other purposes of the Association, and to secure the payment of such obligations by mortgage, pledge, or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Association wherever situated.

I. To merge with any other association which may perform similar functions located within the same general vicinity of the Condominium Property.

J. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein and by the terms and conditions set forth in the Declaration.

V. UNIT OWNERS.

The Unit Owners shall consist of a record Owner of legal title to a Condominium Parcel in Ortega Boulevard Condominium.

VI. VOTING AND ASSESSMENTS.

A. Subject to the restrictions and limitations hereinafter set forth, each Unit Owner shall be entitled to the number of votes in the Association, subject to the following. The Unit Owners shall have one (1) vote for each Unit owned by them. The votes of the Unit Owners shall be exercised directly by such Unit Owners or their authorized representatives.

B. When a Unit Owner is comprised of one or more persons or entities, all such persons shall be Unit Owners, and the vote(s) for the applicable portions of the Unit shall be exercised as they among themselves shall determine. The affirmative vote of a majority of the votes allocated to the Unit Owners cast at any meeting of the Unit Owners duly called at which a quorum is present, or cast by written ballot by a quorum of the membership, shall be binding upon the Unit Owners and the Association.

C. The Association will obtain funds with which to operate by assessment of the Owners in accordance with the provisions of the Declaration, as supplemented by the provisions of the Articles and Bylaws of the Association relating thereto. Any Member who is delinquent in the payment of assessments due the Association shall be deemed to be not in good standing with the Association for the period of time that such delinquency shall continue.

VII. BOARD OF DIRECTORS.

A. The affairs of the Association shall be managed by a Board of Directors consisting of five (5) Directors.

B. Elections shall be by plurality vote. At the first annual election of the Board of Directors, the terms of office of the elected Directors shall be established at one (1) year.

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C. The names and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of the Unit Owners and until their successors are elected or appointed and have qualified, are as follows:

Gayle Ogletree
3870 Baltic Street
Jacksonville, Florida 32210

Gene Studstill
4242 Ortega Boulevard, Unit 23
Jacksonville, Florida 32210

Alfred Kinney
4242 Ortega Boulevard, Unit 22
Jacksonville, Florida 32210

Shirley Mason
4242 Ortega Boulevard, Unit 1
Jacksonville, Florida 32210

Timothy O'Leary
4242 Ortega Boulevard, Unit 23
Jacksonville, Florida 32210

VIII. OFFICERS.

A. The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the Bylaws. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Unit Owners and until their successors are duly elected and qualified are:

President	Gayle Ogletree
Vice President	Gene Studstill
Secretary	Alfred Kinney
Treasurer	Shirley Mason
Member-at-Large	Timothy O'Leary

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IX. CORPORATE EXISTENCE.

The Association shall have perpetual existence. These Articles shall become effective upon filing as prescribed by law.

X. BYLAWS.

The Board of Directors shall adopt Bylaws consistent with these Articles. Such Bylaws may be altered, amended, or repealed by resolution of the Board of Directors.

XI. AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS.

These Articles may be altered, amended or repealed upon the affirmative vote of Unit Owners holding a majority of the total votes allocated to the Unit Owners pursuant to these Articles.

XII. INDEMNIFICATION OF OFFICERS AND DIRECTORS.

A. To the extent allowed by law, the Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as a Director or officer of the Association or as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association. Such person shall not be entitled to indemnification in relation to matters to

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which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director or officer seek indemnification were properly incurred and whether such Director or officer acted in good faith in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

XIII. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED.

A. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or in which they have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose. All such contracts or transactions shall, however, be fair and reasonable and upon terms reasonably comparable to those which could be obtained in arms-length transactions with unrelated entities. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

XIV. DISSOLUTION OF THE ASSOCIATION.

A. Upon dissolution of the Association, all of its assets remaining after provisions for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept.

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2. Remaining assets shall be distributed among the Unit Owners, subject to the limitation set forth below, each Unit Owner's share of the assets to be determined by multiplying such remaining assets by a fraction the numerator of which is all amounts assessed by the Association since its organization against the portion of Condominium Property which is owned by the Unit Owner at that time, and the denominator of which is the total amount (excluding penalties and interest) assessed by the Association against all properties which at the time of dissolution are part of the Condominium Property. The year of dissolution shall count as a whole year for purposes of the preceding fractions.

B. The Association may be dissolved upon a resolution to that effect being approved by a majority of the Board of Directors and by two-thirds (2/3) of the Unit Owners. In the event of incorporation by annexation or otherwise, of all or part of the Condominium Property by a political subdivision of the State of Florida, the Association may be dissolved in the manner set forth above.

XV. MERGERS AND CONSOLIDATIONS.

Subject to the provisions of the Declaration applicable to the Condominium Property and to the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall be approved in the manner provided by Chapter 617, Florida Statutes as the same may be amended from time to time. For purposes of any vote of the Unit Owner required pursuant to said statutes.

**ORTEGA BOULEVARD CONDOMINIUM
ASSOCIATION, INC.,**
a Florida not-for-profit corporation

By: *Gayle Ogletree*
Name: Gayle Ogletree
Its: President

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