

750992

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

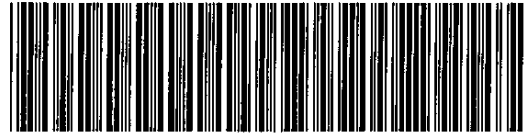
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200066687172

02/27/06--01077--002 **35.00

02/27/06--01077--003 **8.75

FILED
06 JUN -1 PM 1:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

2006 JUN 2 2006

Amey Restated

**DEBOEST, STOCKMAN, DECKER,
BROUGHTON & HAGAN, P.A.**

Attorneys at Law

Terry V. Broughton
Richard D. DeBoest, II
James G. Decker
Samuel J. Hagan, IV
William E. Stockman

1415 Hendry Street
Fort Myers, FL 33901
P.O. Box 1470
Fort Myers, FL 33902
Telephone: (239) 334-1381
Facsimile: (239) 334-0266

February 24, 2006

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 323140

Re: Articles of Amendment to Articles of Incorporation of Sea Isles Condominium Association, Inc.

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Amendment to Articles of Incorporation of Sea Isles Condominium Association, Inc. Enclosed is our check for \$35.00 for the filing fee and a check in the amount of \$8.75 to cover the certified copy cost. Please return a certified copy of same to our office in the envelope provided.

If you have any questions or need additional information, please do not hesitate to contact me.

Very truly,

DEBOEST, STOCKMAN, DECKER,
BROUGHTON & HAGAN, P.A.

Richard D. DeBoest, II

Richard D. DeBoest, II
For the Firm
Signed electronically to avoid delay.

RDD2:smp
Enclosure

Cc: Client



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 10, 2006

DEBOEST, STOCKMAN, DECKER, BROUGHTON & HAGAN, P.A.
1415 HENDRY ST
FT MYERS, FL 33901

SUBJECT: SEA ISLES CONDOMINIUM ASSOCIATION OF BONITA BEACH,
INC.
Ref. Number: 750992

We have received your document for SEA ISLES CONDOMINIUM ASSOCIATION OF BONITA BEACH, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

This document needs to be titled Articles of Amendment or Amended and Restated Articles of Incorporation not both.

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) 245-6927.

Tracy Smith
Document Specialist

Letter Number: 306A00016816

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SEA ISLES CONDOMINIUM ASSOCIATION OF BONITA BEACH, INC.

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida not for profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

Amended and Restated Articles of Incorporation.
See attached Exhibit "A" for full text.

SECOND: The date of adoption of the amendments was February 18, 2004.

THIRD: Adoption of Amendment (Check one):

X The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

 There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the Board of Directors.

SEA ISLES CONDOMINIUM ASSOCIATION OF BONITA BEACH, INC.


Signature of Officer

FRITZ KLEIN
Print Name of Officer

President
Title of Officer

4/22/05
Date

FILED
06 JUN - 1 PM 1:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES. FOR PRESENT TEXT
SEE ORIGINAL ARTICLES.**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF SEA ISLES, A
CONDOMINIUM**

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Sea Isles Condominium Association of Bonita Beach, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on February 11, 1980, are hereby amended, and restated in their entirety as amended. All amendments included herein have been adopted pursuant to Section 617.1002, Florida Statutes, and there is no discrepancy between the Corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.1002 and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Sea Isles Condominium Association of Bonita Beach, Inc. shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Sea Isles Condominium Association of Bonita Beach, Inc. and its address is 26131 Hickory Blvd., S. W., Bonita Springs, Florida 34134. The original filing of the articles with the Secretary of State was February 11, 1980.

ARTICLES II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Sea Isles, a Condominium, located in Lee County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration of Condominium, the By-Laws or the Florida Condominium Act; and it shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration as it may hereafter be amended, including but not limited to the following:

- (A). To make and collect assessments against members of the Association to defray the cost, expenses and losses of the Association and to use the funds in the exercise of its powers and duties.
- (B). To protect, maintain, repair, replace and operate the Condominium property.
- (C). To purchase insurance upon the Condominium and the Association property for the protection of the Association and its members.



- (D). To reconstruct improvements after casualty and to make further improvements of the Condominium and Association property.
- (E). To make, amend and enforce reasonable rules and regulations governing the use of common elements and the operation of the Association subject to any limits set forth in the Declaration of Condominium.
- (F). To approve or disapprove the transfer, leasing and occupancy of units, as provided in the Declaration of Condominium.
- (G). To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the By-laws of the Association.
- (H). To contract for the management and maintenance of the Condominium and Associational property and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.
- (I). To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- (J). To borrow money if necessary to perform its other functions hereunder.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.

The Association shall have the power to purchase a unit as may be allowed by statute.

ARTICLE III

MEMBERSHIP:

- (A). The members of the Association shall be the record owners of a fee simple interest in one or more units in the Condominium, as further provided in the By-laws.
- (B). After receiving approval of the Association as required by the Declaration of Condominium, change off membership shall be established by recording in the Public Records of Lee County, Florida, a deed or other instrument and by the delivery to the Association of a copy of such instrument.
- (C). The share of a member in the funds and assets of the Association cannot be assigned, or transferred in any manner except as an appurtenance to his/her unit.
- (D). The owners of each unit, collectively, shall be entitled to one vote in

Association matters. Each penthouse unit shall be entitled to two votes. The manner of exercising voting rights shall be set forth in the By-laws.

ARTICLES IV

TERM: The term of the Association shall be perpetual.

ARTICLES V

By-LAWS: The By-Laws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLES VI

DIRECTORS AND OFFICERS:

- (A). The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the By-laws, but not less than three (3) Directors or more than nine (9) elected by the Association. Directors shall be members, or spouses of members, of the Association.
- (B). Director of the Association shall be elected by the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.
- (C) The business of the Association shall be conducted by the officers designated in the By-laws. The officers shall be elected by the Board of Directors each year at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLES VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- (A). Proposal. Amendments to these Articles may be proposed by a majority of the Board or by written petition, signed by at least one-fourth (1/4) of the voting interest.
- (B). Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or unit owners, such proposed amendment or amendments shall be submitted to a vote of the owners not later than the next annual meeting for which proper notice can be given.
- (C). Vote Required. Except as otherwise required by law, a proposed

amendment to these Articles of Incorporation shall be adopted if it is approved by at least sixty-six and two-thirds (66 2/3rds) of the voting interest voting in person or by proxy at any annual or special meeting, or by approval in writing of sixty-six and two-thirds (66 2/3rds) of the voting interest without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.

- (D). Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy of the Public Records of Lee County, Florida, with the same formalities as required by law for recording an amendment to the Bylaws.

ARTICLES VIII

INDEMNIFICATION:

Indemnification: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless any Director, officer and volunteer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him/her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he/she may be a party because of his/her being or having been a Director, officer or volunteer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his/her actions or omissions of act were material to the cause adjudicated and involved.

- (A). Willful misconduct or a conscious disregard for the best interest of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (B). Violation of criminal law, unless the person seeking indemnification had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C). A transaction from which the person seeking indemnification derived an improper personal benefit.
- (D). Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the association or a member.
- (E). Wrongful conduct by Directors or officers elected by the Board in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification is subject to the finding by at least a majority of the disinterested Directors that the settlement is in the best interest of

the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.