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*Amended &
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12/06/06--01031--005 **35.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*ASR
12/17/06*

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THE LAW OFFICES OF
LOBECK & HANSON

PROFESSIONAL ASSOCIATION

CONDOMINIUM
COOPERATIVE AND
COMMUNITY
ASSOCIATIONS
CIVIL LITIGATION
PERSONAL INJURY
FAMILY LAW
LAND USE LAW
ESTATES AND TRUSTS
*FLORIDA SUPREME COURT
CERTIFIED MEDIATOR

December 4, 2006

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Certificate of Amendment
El Galeon South Condominium Association, Inc.

To whom it may concern:

Please find enclosed an original Certificate of Amendment and attached Amendment to the Articles of Incorporation for the above-referenced corporation and a check in the amount of \$35.00 for the filing fee.

Thank you for your assistance in this matter.

Very truly yours,


Daniel J. Lobeck

DJL/pft
Enclosure

Prepared by and return to:
Daniel J. Lobeck, Esquire
Lobeck, and Hanson, P.A.
2033 Main Street, Suite 403
Sarasota, FL 34237
(941) 955-5622 – Telephone
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FILED

2006 DEC -6 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED

**ARTICLES OF INCORPORATION
OF
EL GALEON SOUTH CONDOMINIUM ASSOCIATION, INC.**

*[Substantial rewording of Articles of Incorporation.
See original Articles of Incorporation and prior amendments for present text.]*

The unit owners of **EL GALEON SOUTH, A CONDOMINIUM** (herein, the "Condominium"), located in Englewood, Charlotte County, Florida, hereby adopt these Amended and Restated Articles of Incorporation as the Articles of Incorporation of **EL GALEON SOUTH CONDOMINIUM ASSOCIATION, INC.** The original Articles of Incorporation of **EL GALEON SOUTH CONDOMINIUM ASSOCIATION, INC.** were filed in the Office of the Florida Secretary of State on March 24, 1981, Charter Number 756923. The original Declaration of Condominium of the Condominium was recorded at Official Records Book 660, Page 566 et seq. of the Public Records of Charlotte County, Florida.

**ARTICLE 1.
NAME AND ADDRESS**

The name of the corporation is **EL GALEON SOUTH CONDOMINIUM ASSOCIATION, INC.** (herein, the "Association"). The Association's principal address is 4195 South Tamiami Trail, PMB #173, Venice, Florida 34293. The Association's Board of Directors may change the location of the principal office of the Association from time to time as provided by law.

**ARTICLE 2.
PURPOSE**

2.1 Purpose. The purpose of the Association is to provide an entity pursuant to Chapter 718, Florida Statutes, as amended from time to time (herein, the "Condominium Act") for the operation and management of the affairs and property of the Condominium.

2.2 Distribution of Income. The Association shall issue no stock and make no distribution of income to its members, directors or officers; provided, that the foregoing shall not prevent a member, Director or officer from providing services, as an individual, to the Association other than as a member, Director or officer, for which he or she is reasonably compensated.

ARTICLE 3. POWERS

The Association shall have the following powers:

3.1 Common Law and Statutory Powers. The Association has all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles of Incorporation, the Declaration of Condominium or Chapter 718, Florida Statutes, as amended from time to time (herein, the "Condominium Act").

3.2 Specific Powers. The Association has all of the powers and duties reasonably necessary to operate the Condominium and those set forth in Chapters 617 and 718, Florida Statutes, the Declaration of Condominium, these Articles, and the Association Bylaws including, but not limited to, the following:

A. To make, amend and collect annual and special assessments against its members to defray the costs, expenses and losses of the Condominium and the Association.

B. To use the proceeds of assessments in the exercise of its powers and duties.

C. To operate, maintain, repair and replace the common elements, condominium property and Association real and personal property.

D. To purchase insurance upon the condominium property, Association property, Directors & Officers liability insurance, and insurance for the protection of the Association and its members, as unit owners.

E. To repair and reconstruct improvements after casualty and further improve the condominium property and Association property.

F. To make and amend reasonable rules governing the units, the common elements and the Association property; provided, that all rules and amendments thereto may be vetoed by not less than fifty-one percent (51%) of the Association's voting interests at a membership meeting.

G. To approve or disapprove the sale, transfer, lease, occupancy and ownership of units, as provided by the Declaration of Condominium.

H. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles of Incorporation, the Association Bylaws and the Rules of the Association and to negotiate and settle all threatened or pending disputes, claims or lawsuits.

I. To contract for the management and maintenance of the condominium property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and restrictions of the Association, except where specifically required by the Declaration of Condominium or a management contract to have the approval of the Board of Directors or the membership of the Association.

J. To employ personnel to perform the services required for the proper administration and operation and affairs of the Condominium and the Association.

K. To acquire and enter into agreements acquiring leaseholds, memberships or other possessory or use interests in land 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 use or benefit of the unit owners or the Association.

L. To acquire by purchase or otherwise and to sell, encumber, grant easements or other use rights, mortgage and lease Association property or additional real property, subject nevertheless to the provisions of the Declaration and Bylaws relative thereto.

M. To borrow money and secure the same by assigning assessments, lien rights, assessment collection authority and by execution of mortgages encumbering the Association real property and to acquire property or interests therein encumbered by mortgages which are to be paid or assumed by the Association.

N. To provide owners with professional services relating to the occupancy, lease, sale and maintenance of their units, for a fee or as otherwise agreed upon.

O. To alter and improve the common elements, Condominium and Association property pursuant to the terms and conditions of the Declaration of Condominium and the Condominium Act.

P. To lease office space and provide a Unit rental and/or sales program for the use and benefit of its unit owners.

Q. In the event of an emergency as defined in Article 3.4 herein, the Board of Directors may exercise the emergency powers described herein, and any other powers authorized by Sections 617.0207 and 617.0303, Florida Statutes, as amended from time to time.

3.3 Assets Held in Trust. All funds and the titles of all properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Association Bylaws.

3.4 Emergency Powers. For purposes of this Article 3.4 only, an emergency exists during a period of time that the Condominium, or the immediate geographic area in which the

Condominium is located, is subjected to: a state of emergency declared by civil or law enforcement authorities; a hurricane watch or warning as issued by a governmental authority; a partial or complete evacuation order issued by civil or law enforcement authorities; the declaration of a federal or state "disaster area" status; or catastrophe, whether natural or manmade, which seriously damages, or threatens to seriously damage the physical existence of the Condominium. During an emergency as defined herein, the Association's Board of Directors may exercise the emergency powers provided to Florida corporations by Section 617.0207 and Section 617.303, Florida Statutes, and as may be provided in the Condominium Act.

ARTICLE 4. MEMBERS

4.1 Members. The members of the Association are all of the record owners of units in the Condominium. After termination of the Condominium, the members shall consist of those who are members at the time of such termination, their successors and assigns.

4.2 Change of Membership. After receiving approval of the Association Board of Directors required by the Declaration of Condominium, change of membership in the Association shall be established by the recording in the Public Records of Charlotte County, Florida, a deed or other instrument establishing record title to a Unit in the Condominium and the delivery to the Association of a copy of such instrument. The Board may, in its sole discretion, require a member to provide it a certified copy of the Deed or other instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 Limitation on Transfer of Shares of Assets. A member cannot assign, hypothecate or transfer in any manner his or her share in the funds and assets of the Association, except as an appurtenance to the member's Unit.

4.4 Voting. Each Unit is entitled to one (1) regardless of the number of owners. The Bylaws shall state the manner of exercising voting rights.

ARTICLE 5. BOARD OF DIRECTORS

5.1 Board of Directors. The Board of Directors shall manage the affairs of the Association. The Bylaws shall state the number of directors, but in no event less than three (3) directors. A Director must fulfill all requirements of eligibility provided in the Declaration of Condominium, Association Bylaws and by law. A Director has a fiduciary duty to the members and to the Association.

5.2 Election of Directors. The membership shall elect directors at the annual meetings of the members, in the manner determined by the Association Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Association Bylaws and according to the Condominium Act.

ARTICLE 6. OFFICERS

The Association officers shall manage the affairs and operation of the Association. The Board of Directors shall elect officers at its first meeting following the annual meeting of the members of the Association. Officers serve at the pleasure of the Board of Directors. Every officer has a fiduciary duty to the members and to the Association.

ARTICLE 7. INDEMNIFICATION

The Association shall indemnify every Director, officer and every member of the Association serving the Association at its specific request against all expenses and all liabilities, including but not limited to trial and appellate counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director, officer of the Association or by reason of his serving or having served the Association at its request, whether or not he is a Director, officer or is serving at the time such expenses and liabilities are incurred, except when the Director, officer or member is adjudged guilty (or a withholding of adjudication is entered after a plea of guilty or no contest) of an act or omission to act which is material to the cause of action and which constitutes:

A. A violation of the criminal law. Unless the Director, officer or member had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

B. A transaction from which the Director, officer or member derived an improper personal benefit; or

C. Willful misfeasance or malfeasance or a conscious disregard for the best interests of the Condominium Association in a proceeding by or in the right of the Condominium Association to procure a judgment in its favor or in a proceeding by or in the right of a member of the Association;

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, officer or member may be entitled.

ARTICLE 8. BYLAWS

The Association Bylaws may be amended in the manner provided by the Bylaws.

**ARTICLE 9.
AMENDMENTS**

The Articles of Incorporation may be amended in the following manner:

9.1 Notice. The text of a proposed amendment to these Articles of Incorporation shall be included in or with the notice of any membership meeting at which a proposed amendment will be considered.

9.2 Proposal and Approval. The Board of Directors or not less than thirty-three percent (33%) of the members of the Association (i.e., 9 voting interests) may propose an amendment to these Articles of Incorporation. Not less than a majority of the Association's voting interests (i.e., 13) must approve an amendment to these Articles of Incorporation.

9.3 Limitation on Amendments. No amendment shall be made which conflicts with the Condominium Act or the Declaration of Condominium.

9.4 Certification. The Association shall file a copy of each amendment with the Florida Secretary of State. An amendment is effective when recorded in the Public Records of Charlotte County, Florida along with a duly-executed Certificate of Amendment.

**ARTICLE 10.
TERM**

The term of the Association shall be perpetual, unless sooner terminated according to law.

**ARTICLE 11.
SUBSCRIBERS**

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

<u>NAME</u>	<u>ADDRESS</u>
Charles Diez, Jr.	356 S. Indiana Avenue P.O. Box 304 Englewood, Florida 33533
Richard E. Genth	1840 Gulf Boulevard Englewood, Florida 33533
La Vonne E. Genth	1840 Gulf Boulevard Englewood, Florida 33533

ARTICLE 12.
REGISTERED OFFICE AND AGENT

The registered office of the Association is 4195 South Tamiami Trail, PMB #173, Venice, Florida 34293, and the registered agent of the Association at that office is Antares Group, Inc. The Association Board of Directors may change the Association's registered office and registered agent from time to time as permitted by law.

CERTIFICATE OF AMENDMENT

**ARTICLES OF INCORPORATION
EL GALEON SOUTH CONDOMINIUM ASSOCIATION, INC.**

We hereby certify that the attached Amended and Restated Articles of Incorporation of El Galeon South Condominium Association, Inc. (herein, "the Condominium"), which Articles of Incorporation were originally recorded at Official Records Book 660, Page 566 et seq. of the Public Records of Charlotte County, Florida, was approved at the Annual Meeting of El Galeon South Condominium Association, Inc. held on November 4, 2006, by the affirmative vote of not less than a majority of all members of the Association upon proposal and approval by not less than two-thirds (2/3) of the entire Association Board of Directors, which votes are sufficient for adoption.

DATED this 21 day of November, 2006.

Witnesses:

EL GALEON SOUTH
CONDOMINIUM ASSOCIATION, INC.

sign Borine C. Malopolski

print Borine C. Malopolski

sign Kathy Waterhouse

print KATHY WATERHOUSE

Witnesses:

sign Rita Werthman

print Rita Werthman

sign Steve Grafton

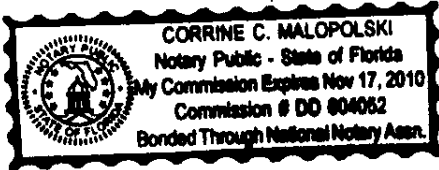
print Steve Grafton

By: Thomas W. Schafer, President
Thomas W. Schafer, President

Attest: E. C. Werthman
E. C. Werthman, Secretary

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 21 day of November, 2006, by Thomas W. Schafer as President of El Galeon-South Condominium Association, Inc., on behalf of the corporation. He is personally known to me or has produced _____ as identification.



NOTARY PUBLIC

sign Corrine C. Malopolski

print _____

State of Florida at Large (Seal)

My Commission expires:

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 28 day of November, 2006, by E. C. Werthman as Secretary of El Galeon South Condominium Association, Inc., on behalf of the corporation. He is personally known to me or has produced Drivers Licence as identification.

NOTARY PUBLIC

sign Kathleen Schmidt

print Kathleen Schmidt

State of Florida at Large (Seal)

My Commission expires:

KATHLEEN SCHMIDT
NOTARY PUBLIC WASHTELL LAW CO., PA
MY COMMISSION EXPIRES Jan 20, 2010

Prepared by: Daniel J. Lobeck
2033 Main Street, Suite 403
Sarasota, Florida 34237