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DEPARTMENT OF STATE
BUREAU OF CORPORATIONS
AND BUSINESS SERVICES
2020 APR -2 AM 7:08

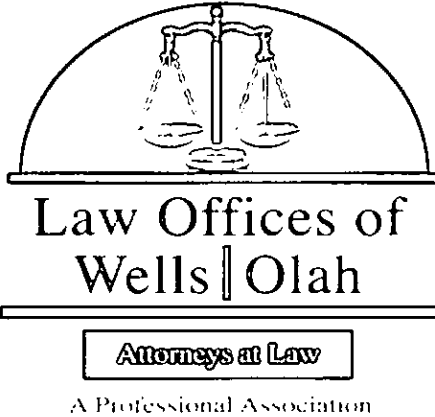
FILED

APR 15 2020
S. YOUNG

Condominium, Homeowner
and Cooperative Associations



Kevin T. Wells, Esq.
Paul E. Olah, Jr., Esq.



Civil Litigation
Construction Litigation

Michael W. Cochran, Esq.
Jackson C. Kracht, Esq.
Joseph A. Gugino, Esq.
Steven K. Teuber, Esq.

March 31, 2020

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

Re: Certificate of Amendment
Venice Bay Adult Park, Inc.

Dear Sir or Madam:

Please find enclosed Amendments to the Articles of Incorporation for the above-referenced corporation.

Enclosed is my firm check in the amount of \$43.75 for the filing fee and certified copy fee. Please return a certified copy to the undersigned at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,

LAW OFFICES OF WELLS | OLAH, P.A.

Michael W. Cochran, Esq.
mcochran@kevinwellspa.com

MWC/enl
Enclosures

Prepared by and return to:
Michael W. Cochran, Esq.
Law Offices of Wells | Olah, P.A.
1800 Second Street, Suite 808
Sarasota, Florida 34236
(941) 366-9191 (Telephone)

2020 APR - 2 AM 7:08
FILED
CLERK OF COUNTY OF SARASOTA
SARASOTA, FLORIDA

CERTIFICATE OF AMENDMENT

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
VENICE BAY ADULT PARK, INC.**

We hereby certify that the attached Amended and Restated Articles of Incorporation of Venice Bay Adult Park, Inc. were duly adopted at the Special Membership Meeting held on February 18, 2020.

The Original Declaration of Condominium of Venice Bay Adult Park, A Condominium was recorded at Official Records Book 1562 Page 933, et seq., of the Public Records of Sarasota County Florida.

The Amended and Restated Articles of Incorporation were adopted by not less than 2/3rds of the voting interests who cast a vote, in person or by proxy, at a properly called members meeting.

The Association further certifies that all amendments were proposed and adopted as required by the governing documents and applicable law.

DATED this 4TH day of MARCH, 2020.

Sign: David B Dufault

Print: DAVID B DUFALT

Sign: Ken R. Carter

Print: KEN R CARTER

Sign: Robert Duncan

Print: ROBERT DUNCAN

Sign: Judith Toth

Print: Judith Toth

Sign: Don Zennaro

Print: DON ZENARO

VENICE BAY ADULT PARK, INC.

By: Robert Morgan
Robert Morgan, President

Attest:

By: Susie Lane
Susie Lane, Secretary

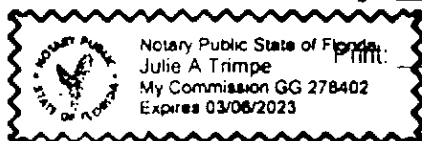
(Corporate Seal)

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 4th day of March, 2020, by Robert Morgan as President of Venice Bay Adult Park, Inc., on behalf of the corporation. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC

Sign: Julie A. Trimpe
Print: Julie A. Trimpe



State of Florida (Seal)
My Commission expires:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VENICE BAY ADULT PARK, INC.

A corporation not for profit under the laws of the State of Florida

*(Substantial Rewrite of the Articles of Incorporation. See the Original Articles of Incorporation
for Current Text.)*

The original Declaration of Condominium of Venice Bay Adult Park, a condominium, was recorded in Official Records Book 1562, Page 933, et seq., of the Public Records of Sarasota County, Florida (Declaration), and

Venice Bay Adult Park, Inc., does hereby amend and restate the Articles of Incorporation of Venice Bay Adult Park, Inc., for the purpose of integrating all of the provisions of the Articles of Incorporation, together with recently adopted amendments which shall be covenants running with the condominium property and binding on all existing and future owners, and all others having an interest in the condominium lands or occupying or using the condominium property.

The undersigned hereby associate themselves for the purposes of confirming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1
NAME, ADDRESS AND REGISTERED AGENT

1.1 Name. The name of the corporation shall be Venice Bay Adult Park, Inc., a corporation not for profit. For convenience the corporation shall herein be referred to as the "Association".

1.2 Address and Registered Agent. The name and street address of the Association's current registered office is Wisdom Community Management & Bookkeeping Services, Inc. c/o Thomas Wisdom, 2831 Ringling Blvd., Bldg. B, Suite 203D Sarasota FL 34237. The Association's street address and the registered agent's name shall be determined by the Board of Directors from time to time.

ARTICLE 2
PURPOSE

2.1 Purpose. The purpose for which the Association is organized is to provide an entity pursuant to Section 718.111, Florida Condominium Act, for the maintenance, operation and management of Venice Bay Adult Park, a condominium (herein the "condominium"), located in Sarasota County, Florida.

2.2 Distribution of Income. The Association shall make no distribution of income to and no dividend shall be paid to its members, directors, or officers.

2.3 No Shares of Stock. The Association shall not have or issue shares of stock.

ARTICLE 3 POWERS

3.1 Common Law and Statutory Powers. The Association shall have all of the common-law and statutory powers of a corporation not in conflict with the terms of these Articles of Incorporation or the Florida Condominium Act.

3.2 Specific Powers. The Association shall have all of the powers and duties set forth in the Florida Condominium Act, these Articles of Incorporation, the Bylaws, and the Declaration of Condominium and all of the powers and duties reasonably necessary to maintain, manage and operate the condominium pursuant to the Declaration and the Bylaws as these documents may be amended from time to time.

3.3 Assets Held in Trust. All funds and 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, these Articles of Incorporation and the Bylaws.

3.4 Limitation on Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

ARTICLE 4 MEMBERS

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

4.2 Change of Membership. After receiving the Association's approval as required by the Declaration, change of membership in the Association shall be established by the recording in the Public Records of Sarasota County, Florida, of a deed or other instrument establishing a change of record title to a unit in the condominium. The owner designated by such instrument shall automatically become an Association member and the membership of the prior owner is terminated.

4.3 Limitation on Transfer of Shares of Assets. The share of a member in the Association's funds and assets cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the member's unit.

4.4 Voting. The owner of each unit shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the Bylaws.

ARTICLE 5
DIRECTORS

5.1 Board of Directors. The Association's affairs shall be managed by the Board of Directors in the manner set forth in the Bylaws.

5.2 Election of Directors. The Association's directors shall be elected in the manner set forth in the Bylaws.

5.3 First Board of Directors. The names and address of the members of the first Board of Directors who held office, were as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert Burgess President	173 Morningstar Road Venice, Florida 33595
Wellington Orr Vice President	146 Bayou Road Venice, Florida 33595
John N. Schooler Treasurer-Secretary	146 Morningstar Road Venice, Florida 33595

ARTICLE 6
OFFICERS

6.1 Officers. The Association's affairs shall be administered by a President, Vice-President, a Secretary, a Treasurer and such other officers as may be designated in the Association's Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the Association's annual members' meeting and shall serve at the Board's pleasure.

ARTICLE 7
INDEMNIFICATION

7.1 Indemnity. The Association shall indemnify any Officer, Director, or Committee member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he/she is or was a Director, Officer, or Committee member of the Association, against expenses (including without limitation attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, unless: (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he/she did not act in good faith or in a manner he/she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the

Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and Committee members as permitted by Florida law.

7.2 Defense. To the extent that a Director, Officer, or Committee member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Article 7.1 above, or in defense of any claim, issue, or matter therein, he/she shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him/her in connection therewith.

7.3 Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, or Committee member to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Association as authorized by this Article 7.

7.4 Miscellaneous. The indemnification provided by this Article 7 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or Committee member and shall inure to the benefit of the heirs and personal representatives of such person.

7.5 Insurance. The Association shall purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee member, employee, or agent of the Association, or a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him/her against such liability under the provisions of this Article 7.

7.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 7 may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

7.7 Delegation. To the extent permitted by law, the powers and duties of the Directors and Officers may be delegated for the purpose of management.

ARTICLE 8 BYLAWS

8.1 Bylaws. The Association's Bylaws may be altered, amended or rescinded by the membership in the manner provided by the Bylaws.

ARTICLE 9 AMENDMENTS

9.1 Amendments. Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

a. Notice. Notice of a proposed amendment's subject matter shall be included in the notice of any meeting at which a proposed amendment is to be considered.

b. Resolution. A resolution adopting a proposed amendment may be proposed either by the Board of Directors or by not less than twenty percent (20%) of the Association's members.

c. Vote. Members not present in person at the members' meeting considering the amendment, may express their vote by limited proxy, in writing, providing the proxy is delivered to the Secretary at, or prior to the meeting. An affirmative vote of not less than two thirds (2/3rds) of those members who cast a vote, in person or by proxy, is required to effect the change to these Articles of Incorporation.

d. Execution and Recording. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted, which certificate shall be executed by two Association officers with all the formalities of a deed. A copy of each amendment shall be certified by the Secretary of the State of Florida. The amendment shall be effective when the certificate and copy of the amendment are recorded in the Public Records of Sarasota County, Florida.

ARTICLE 10 **TERM**

10.1 Term. The term of the Association shall be perpetual unless the condominium is terminated pursuant to the Declaration's provisions and, in the event of such termination, the corporation shall be dissolved in accordance with the law.

ARTICLE 11 **SUBSCRIBERS (Incorporators)**

11.1 Names and Addresses. The names and residence addresses of the subscribers (incorporators) of these Articles of Incorporation were as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert Burgett	173 Morningstar Road Venice, Florida 33595
Washington Orr	146 Bayou Road Venice, Florida 33595
John N. Schooler	164 Morningstar Road Venice, Florida 33595