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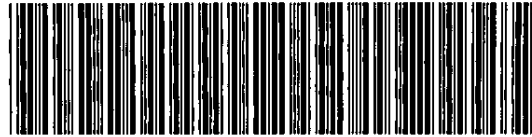
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S. TALLENT

MAY 12 2017

*Amended
&
Restated*

FILED
17 MAY -5 PM 4:45
TALLAHASSEE, FLORIDA

RABIN PARKER
ATTORNEYS AT LAW

BENNETT L. RABIN
MONIQUE E. PARKER

28059 U.S. HIGHWAY 19 NORTH, SUITE 301
CLEARWATER, FLORIDA 33761
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May 1, 2017

Division of Corporations
Attn: Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Certificate of Amendment to the Articles of Incorporation
Sundowner Condominium Association, Inc.
Matter No: 10337-002

Dear Sir/Madam:

Enclosed is a signed Certificate of Amendment to the Articles of Incorporation for Sundowner Condominium Association, Inc., originally filed with the Secretary of State on June 6, 2003, and assigned document number N03000004816. Please file the Certificate of Amendment to the Articles of Incorporation with the Division of Corporations, State of Florida. Our check in the amount of \$35.00 is enclosed for the cost of doing same.

Also, please stamp and return the enclosed copy of the Certificate of Amendment in the self-addressed envelope we provided.

Thank you for your assistance in this matter, and if you have any questions, please do not hesitate to contact me.

Sincerely,



Patti Britts
Assistant to Monique E. Parker

/pb

Enclosures

cc: Sundowner Condominium Association, Inc.

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

CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION FOR
SUNDOWNER CONDOMINIUM ASSOCIATION, INC.

I hereby certify that at a duly called meeting of the members of Sundowner Condominium Association, Inc., held on April 18, 2017, in accordance with the requirements of the applicable Florida Statutes and the governing documents, the Amended and Restated Articles of Incorporation for Sundowner Condominium Association, Inc., attached hereto as Exhibit "A", were duly adopted by the membership. The Articles of Incorporation of Sundowner Condominium Association, Inc., were originally recorded as Exhibit "3" of the Declaration of Condominium for Sundowner, a Condominium, recorded in Official Records Book 12879, Page 818, and subsequently amended, within the Public Records of Pinellas County, Florida.

IN WITNESS WHEREOF, Sundowner Condominium Association, Inc., has caused this instrument to be signed by its duly authorized officer on this 25th day of April, 2017.

Sushma Sharma

(Signature of Witness #1)

Sushma Sharma

(Printed Name of Witness #1)

Jeanne M. Spina

(Signature of Witness #2)

JEANNE M. SPINA

(Printed Name of Witness #2)

SUNDOWNER CONDOMINIUM
ASSOCIATION, INC.

By:

Francis A. Spina

(Signature)

FRANCIS A. SPINA

(Printed Name and Title)

Secretary/Treasurer

STATE OF ILLINOIS)

COUNTY OF DuPage)

The foregoing instrument was acknowledged before me this 26 day of April, 2017, by FRANCIS A. SPINA as Secretary/Treasurer on behalf of the corporation, who acknowledged that he/she executed this document on behalf of the corporation. He/She is personally known to me or has produced DRIVERS LICENSE as identification.

THOMAS TORTORELLO
Official Seal

Notary Public - State of Illinois
My Commission Expires Sep 20, 2020

Thomas Tortorello
Notary Public/State of Florida 11111/1015

My commission expires: 9/20/2020

EXHIBIT "A"
AMENDED AND RESTATED
ARTICLES OF INCORPORATION FOR
SUNDOWNER CONDOMINIUM ASSOCIATION, INC.

FILED
17 MAY -5 PM 1:45
TALLAHASSEE, FLORIDA

These are the amended and restated Articles of Incorporation for Sundowner Condominium Association, Inc. The Articles of Incorporation were originally filed with the Secretary of State of Florida on June 6, 2003.

ARTICLE 1
NAME

The name of the corporation shall be SUNDOWNER CONDOMINIUM ASSOCIATION, INC., and its principal office address shall be the office of the Registered Agent as designated by the Board from time to time. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the Bylaws of the Association as the "Bylaws".

ARTICLE 2
PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act as it exists on the date hereof and as amended from time to time (the "Act") for the operation of that certain condominium located in Pinellas County, Florida, and known as SUNDOWNER, A CONDOMINIUM (the "Condominium").

ARTICLE 3
DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium recorded in the Public Records of Pinellas County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4
POWERS

The powers of the Association shall include and be governed by the following:

4.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the Bylaws or the Act.

4.2 Enumeration. The Association shall have all of the powers and duties set forth in the Act, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the Bylaws, as they may be amended from time to time.

4.3 Condominium Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

4.4 Distribution of Income; Dissolution. The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency or as otherwise authorized by the Florida Not for Profit Corporation Statute.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the Bylaws and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and Bylaws.

ARTICLE 5 **MEMBERS**

5.1 Membership. The members of the Association shall consist of all of the record title owners of Units in the Condominium from time to time, and after termination of the condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns.

5.2 Assignment. 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 the Unit for which that share is held.

5.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning two (2) or more residential Units shall be entitled to one vote for each Unit owned.

5.4 Meetings. The Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE 6 **TERM OF EXISTENCE**

The existence of the Association shall be perpetual.

ARTICLE 7 **OFFICERS**

The affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers.

ARTICLE 8

DIRECTORS

8.1 **Number and Qualification.** The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by Bylaws, but which shall consist of four (4) directors, with one director from each Unit. Directors must be members of the Association.

8.2 **Duties and Powers.** All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.

8.3 **Election; Removal.** Directors of the Association shall be elected at the annual meeting of the members, may be elected to staggered terms, may be removed and vacancies on the Board filled in the manner provided by the Bylaws.

ARTICLE 9

INDEMNIFICATION

9.1 **Indemnity.** The Association shall indemnify any person 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 is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines 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 or did act in a manner which he reasonably believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

9.2 **Expenses.** To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

9.3 **Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of

another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or wising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

9.4 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 9 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE 10 **BYLAWS**

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws and the Declaration.

ARTICLE 11 **AMENDMENTS**

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

11.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in the Act. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

11.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than a majority of the Unit Owners. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the Secretary at or prior to the meeting. The approval of amendments must be by not less than a majority of the votes of all of the members of the Association.

11.3 Limitation. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of members, nor any changes in Article 4, without the approval in writing of all members and the joinder of all record owners of mortgages upon Units. No amendment shall be made that is in conflict with the Act, the Declaration or the Bylaws.

11.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Pinellas County, Florida.

ARTICLE 12 **REGISTERED AGENT**

The registered agent of the corporation shall be as designated by the Board of Directors from time to time.