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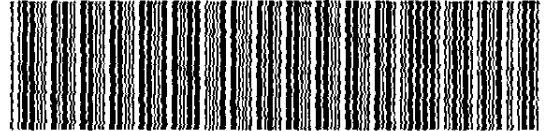
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TALLAHASSEE, FLORIDA

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Amend
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JEFFREY S. SCHELLING, P.A.

Attorney at Law

2240 Trade Center Way
Naples, Florida 34109
Telephone (239) 591-8508
Fax (239) 591-0439

January 20, 2006

Secretary of State
Division of Corporations
Attn: Susan Payne
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re; Name change of Genisis Condominium Association, Inc., to Genesis Condominium Association, Inc.
Change of Registered Agent *Ret*
Amendment of Articles of Incorporation

Dear Ms. Payne:

Thank you for your call. As per our discussion of earlier today enclosed is the reinstatement and check for 166.25. Please call with any other questions you may have in regard to this matter.

Sincerely Yours,



Jeffrey S. Schelling

JEFFREY S. SCHELLING, P.A.

Attorney at Law

2240 Trade Center Way
Naples, Florida 34109
Telephone (239) 591-8508
Fax (239) 591-0439

September 14, 2005

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

Re: Name change of Genesis Condominium Association, Inc., to Genesis Condominium Association, Inc.
Change of Registered Agent
Amendment of Articles of Incorporation

To the Department:

Enclosed please find the following items relating to the above-referenced corporations:

1. Original and one copy of the Change of Registered Agent. *per*
2. Original and one Copy of Name Change and Amended Articles of Incorporation.
3. Check made payable to the Florida Secretary of State in the amount of \$113.75 for the following:

A.	Filing fee for Amendment/name Change	\$ 35.00
B.	Filing fee for Amendment to Articles	\$ 35.00
C.	Certified copy of Name Change/Amendment	\$ 8.75
D.	Designation of Registered Agent	<u>35.00</u>
	Total	\$113.75

If you have any questions about what is taking place here please call before any of these documents are filed. It is essential that the documents be filed in the order noted above. I can be reached at 239-591-8508.

Kindly forward the certified copies to the undersigned at your earliest convenience. Thank you for your kind cooperation and assistance.

Very truly yours,


Jeffrey S. Schelling

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

GENESIS CONDOMINIUM ASSOCIATION INC

The undersigned, being a natural person competent to contract, does hereby execute these Article in his capacity as incorporator of a corporation not for profit under the laws of the State of Florida, pursuant to the provisions of Chapter 617 of the Florida Statutes providing for the formation of a corporation not for profit, with the powers, rights, privileges and immunities as hereinafter set forth.

ARTICLE I

NAME: The name of the corporation, hereinafter called the "Association", is Genesis Condominium Association, Inc.

ARTICLE 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 Genesis Commercial Condominium, a Condominium located in Collier 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 Bylaws or the Florida Condominium Act; and it shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to said 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 costs, 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.

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TALLAHASSEE, FLORIDA

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(C) To purchase insurance upon the condominium property and Association for the protection of the Association and its members.

(D) To reconstruct improvements after casualty and to make further improvements of the of the condominium property.

(E) To make, amend and enforce reasonable rules and regulations governing the use of the common elements and limited common elements and the operation of the Association.

(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, the Bylaws and any Rules and Regulations of the Association.

(H) To contract for the management and maintenance of the Condominium and the condominium 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 enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities. It has this power whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.

(K) 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 Bylaws.

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 Bylaws.

(B) 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 unit.

(C) The owners of each unit, collectively, shall be entitled to one vote in Association matter. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association be perpetual.

ARTICLE V

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE 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 Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

(B) Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE 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 third (1/3) of the voting interests.

(B) Procedure. Upon any amendment to these Articles being proposed by said Board or unit owners, such proposed amendment 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 a majority of the total voting interests at any annual or special meeting, or by approval in writing of ** of the total voting interests 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 in the Public Records of Collier County, Florida.

ARTICLE VIII

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

(A) Willful misconduct or a conscious disregard for the best interests of the Association.

(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.

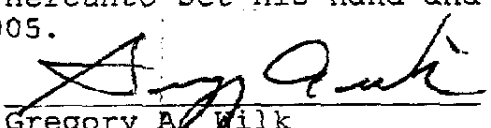
The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

ARTICLE IX

ADDRESS, AGENT. The principal office of the Association is 2240 Trade Center Way, Naples, Florida 34107, and the registered agent for service of process at that address is Jeffrey S. Schelling, 2240 Trade Center Way, Naples, Florida 34109. The registered agent is authorized to accept service of process within this state upon the Association.

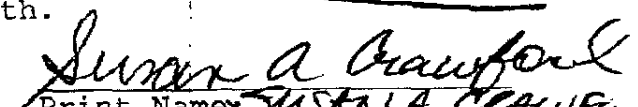
THE UNDERSIGNED, being the incorporator hereinabove named, for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes, supra, does hereby subscribe to these Articles of Incorporation and has hereunto set his hand and seal this 14 day of September, 2005.

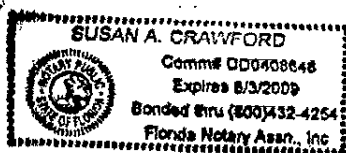
Adopted by the sole member on September 14, 2005.


Gregory A. Wilk

STATE OF FLORIDA
COUNTY OF COLLIER


The foregoing instrument was acknowledged before me this 14 day of SEPTEMBER, 2005, by Gregory A. Wilk who is personally known to me and who did not take an oath.


Print Name SUSAN A. CRAWFORD
Notary Public
Commission NO. DD0408648
My Commission Expires:



ACKNOWLEDGEMENT BY REGISTERED AGENT

Jeffrey S. Schelling having been named in the Amended Articles of Incorporation to accept service of process for the above-named Corporation at the address designated herein, hereby accepts and consents to act in this capacity and agrees to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.



Jeffrey S. Schelling