

NO9330

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

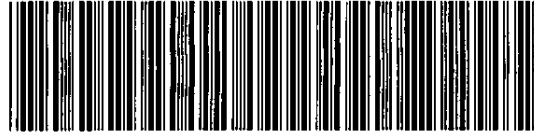
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Corrected document  
by telephone call  
JN 8/28/09

Office Use Only



500159328125

08/26/09--01035--001 \*\*52.50

*Amend*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 AUG 26 PM 2:54

T. Roberts AUG 28 2009



INDIAN BEACH  
SAPPHIRE SHORES  
ASSOCIATION

August 22, 2009

TO: Florida Department of State  
Division of Corporations  
Amendment Section  
PO Box 6327  
Tallahassee, FL 32314

**RE:** Amendment to Articles of Incorporation of the Indian Beach-Sapphire Shores Association, Inc.

**NAME OF CORPORATION:** Indian Beach-Sapphire Shores Association, Inc.

**DOCUMENT NUMBER:** NO9330

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gretchen Serrie  
Indian Beach-Sapphire Shores Association, Inc.  
PO Box 49673  
Sarasota, FL 34230-6673

For further information concerning this matter, please call:

Gretchen Serrie  
941-355-2560  
[theserries@yahoo.com](mailto:theserries@yahoo.com)

Enclosed is a check for the following amount:

\$52.50  
Filing Fee  
Certificate of Status  
Certified Copy

**Articles of Amendment  
To  
Articles of Incorporation  
Of**

Name of Corporation: **Indian Beach-Sapphire Shores Association, Inc.**

Document Number of Corporation: **NO9330**

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

*Strikethroughs within brackets indicate deletion, boldface language within brackets indicates additions.*

*A complete set of the Articles of Amendment is attached.*

Article III. GENERAL AND SPECIFIC PURPOSES: protect the property interest of those who own property or reside in the area bounded on the west by Sarasota Bay, on the east by U.S. Highway 41, on the north by ~~[Poineiana Drive]~~ **[the Sarasota city limits]** and on the south by Whitaker Bayou.

Article VIII. (a) MANAGEMENT OF CORPORATE AFFAIRS Board of Directors: Directors elected at the first annual meeting~~[- and at all times thereafter,]~~ shall serve for a term of one (1) year until the next annual meeting. **[Such term number may be changed by a bylaw duly adopted by the members.]** The annual meeting shall be held at 7:30 p.m. on the first Tuesday in November of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution. **[Date of annual meeting may be changed by a bylaw duly adopted by the members.]**

Article VIII. (b) Corporate Officers: The ~~[board of directors]~~ **[membership]** shall elect the following officers: president, ~~[first vice president, second vice president]~~ **[one or more vice presidents]**, treasurer, and secretary, and such other officers as the bylaws of this corporation may authorize the ~~[directors]~~ **[membership]** to elect from time to time.

Article IX. BYLAWS: bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted~~[- either by resolution of the board of directors or]~~ by following the procedure set forth therefore in the bylaws.

Article XI. DEDICATION OF ASSETS: Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for religious ~~[and]~~ **[or]** charitable purposes

**The date of adoption of the amendment(s) was:** June 2, 2009

**Effective date if applicable:** June 2, 2009

**Adoption of Amendment(s)**

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

Signature Gretchen Serrie

By Gretchen Serrie, Secretary of the Corporation

ARTICLES OF *AMENDMENTS*

OF

INDIAN BEACH – SAPPHIRE SHORES ASSOCIATION, INC.

A Florida Nonprofit Corporation

ARTICLE I. NAME

The name of this corporation shall be INDIAN BEACH – SAPPHIRE SHORES ASSOCIATION, INC.

ARTICLE II. STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not For Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE III. GENERAL AND SPECIFIC PURPOSES

a) The specific and primary purposes for which this corporation is formed are to protect the property interest of those who own property or reside in the area bounded on the west by Sarasota Bay, on the east by U.S. Highway 41, on the north by the Sarasota city limits, and on the south by Whitaker Bayou.

b) The general purposes for which this corporation is formed are to operate exclusively for such property owners and residents to promote goodwill, safety, welfare, protect the environment, and create a sense of community cooperation and pride among the property owners and residents of Indian Beach – Sapphire Shores as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such

purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

(d) This corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Corporations Not For Profit law of Florida.

#### ARTICLE IV. TERM OF EXISTENCE

This corporation shall have a perpetual existence.

#### ARTICLE V. MEMBERSHIP

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation; the manner of their admission; the different classes of membership, if any; the property, voting, and other rights and privileges of members; and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

ARTICLE VI. SUBSCRIBERS

The name and residence addresses of the subscribers of this corporation are as follows:

<u>Name:</u>	<u>Address:</u>
Henry E. Becker	4700 Bayshore Road, Sarasota, FL 33580
David F. Barber	5246 Bayshore Road, Sarasota, FL 33580
Walter D. Verizzo	1008 Sylvan Drive, Sarasota, FL 33580

ARTICLE VII. LOCATION OF PRINCIPAL OFFICE

AND IDENTIFICATION OF REGISTERED AGENT

(a) The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is the County of Sarasota.

(b) The name and address of this corporation's registered agent is: JOHN J. LYONS, 1605 Main Street, Suite 1111, Sarasota, FL 33577.

ARTICLE VIII. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be not less than five (5); provided, however, that such number may be changed by a bylaw duly adopted by the members.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on November 5, 1985, at 7:30 o'clock p.m., at University of South Florida Music Room, Bay Shore Road, Sarasota, FL, at which time an election of directors shall be held.

Directors elected at the first annual meeting shall serve for a term of one (1) year until the next annual meeting. Such term number may be changed by a bylaw duly adopted by the members. The annual meeting shall be held at 7:30 p.m. on the first Tuesday in November of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution. Date of annual meeting may be changed by a bylaw duly adopted by the members.

Any action required or permitted to be taken by the board of directors under any provisions of law may be taken without a meeting, if a majority of members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which related to action so taken shall state that the action was taken by majority written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the board of directors are as follows:

Art Jenkins	539 North Shore Drive, Sarasota, FL 33580
C. Bart Cotton	875 Indian Beach Dr., Sarasota, FL 33580
Henry E. Becker	4700 Bay Shore Road, Sarasota, FL 33580
Jane C. Lyons	3021 Bayshore Road, Sarasota, FL 33580
Carol Freund	4530 45 <sup>th</sup> Court, Sarasota, FL 33580



(b) Corporate Officers. The membership shall elect the following officers: president, one or more vice presidents, treasurer, and secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

Henry E. Becker	-	President
David Barber	-	First Vice President
Walter Verrizo	-	Second Vice President
Karl Reinhardt	-	Treasurer
Eileen Linxwiler	-	Secretary

#### ARTICLE IX. BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporation Not For Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted by following the procedure set forth therefore in the bylaws.

#### ARTICLE X. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XI. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds (2/3) of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these articles of incorporation on May 6<sup>th</sup>, 1985.

Signatures

Henry E. Becker

David F. Barber

Walter D. Verizzo

Amended June 2, 2009