

N18064

(Requestor's Name)

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DIVISION OF CORPORATIONS
11 MAY -4 AM 8:05

Amended
Restated
(10/5/5/11)

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE ORTEGA ISLAND ASSOCIATION, INC.

DOCUMENT NUMBER: N18064

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

Please return all correspondence concerning this matter to the following:

NICK BULIGANNO, JR.
(Name of Contact Person)

MARKS GRAY, B.A.
(Firm/ Company)

P.O. Box 447
(Address)

JAY, FL 32201
(City/ State and Zip Code)

mark@marksgray.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

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APR 22 4:19 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
NICK BULIGANNO, JR. at (904) 398-0900
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- ☒ \$35 Filing Fee
☐ \$43.75 Filing Fee & Certificate of Status
☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
☐ \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 28, 2011

MARK GRAY
P.O. BOX 447
JACKSONVILLE, FL 32201

SUBJECT: THE ORTEGA ISLAND ASSOCIATION, INC.
Ref. Number: N18064

We have received your document for THE ORTEGA ISLAND ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 711A00010384

RECEIVED

11 MAY -4 AM 8:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 28, 2011

MARK GRAY
P.O. BOX 447
JACKSONVILLE, FL 32201

SUBJECT: THE ORTEGA ISLAND ASSOCIATION, INC.
Ref. Number: N18064

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If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 711A00010384



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 13, 2011

MARKS GRAY
P.O. BOX 447
JACKSONVILLE, FL 32201

SUBJECT: THE ORTEGA ISLAND ASSOCIATION, INC.
Ref. Number: N18064

We have received your document for THE ORTEGA ISLAND ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 511A00008939



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 5, 2011

MARKS GRAY
P.O. BOX 447
JACKSONVILLE, FL 32201

SUBJECT: THE ORTEGA ISLAND ASSOCIATION, INC.
Ref. Number: N18064

We have received your document for THE ORTEGA ISLAND ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 111A00008188



FLORIDA DEPARTMENT OF STATE
Division of Corporations

Still needs
correction

March 29, 2011

MARKS GRAY
P.O. BOX 447
JACKSONVILLE, FL 32201

SUBJECT: THE ORTEGA ISLAND ASSOCIATION, INC.
Ref. Number: N18064

* Please submit
the enclosed form
for the correct
filing.....

We have received your document for THE ORTEGA ISLAND ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 811A00007589

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE ORTEGA ISLAND ASSOCIATION, INC.**

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida not for profit corporation adopts this amended and restated Articles of Incorporation as follows:

ARTICLE I - NAME

The name of this Corporation is THE ORTEGA ISLAND ASSOCIATION, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of operating a residential home owners' association, and any other business as is permitted under the laws of the State of Florida or other state and of the United States.

ARTICLE III - TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

ARTICLE IV - PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the business of the corporation shall be 4567 Ortega Island Drive, Jacksonville, Florida 32210. The Board of Directors may, from time to time, change the principal office and mailing address to any other address.

ARTICLE V - REGISTERED OFFICE AND AGENT

The registered office of this corporation in the State of Florida, as of the date of these Amended Articles, is 1200 Riverplace Boulevard, Suite 800, Jacksonville, FL 32207, and the name of the registered agent of this corporation at that address is Nicholas V. Pulignano, Jr. The Board of Directors may, from time to time, change the registered agent or move the registered

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DIVISION OF CORPORATIONS
11 MAY - 4 AM 8:05

office to any other address in Florida.

ARTICLE VI – OFFICERS AND BOARD OF DIRECTORS

This corporation shall have seven (7) Directors as of the date of these Amended Articles. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below five (5). The names and addresses of the Officers of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Michael A. Upchurch	135 W Bay Street, Suite 400 Jacksonville FL 32202	President
Nicholas V. Pulignano, Jr.	1200 Riverplace Boulevard Suite 800 Jacksonville, FL 32207	Vice President, Treasurer
Paula Phelan	4570 Ortega Island Drive Jacksonville, FL 32210	Vice President, Secretary

ARTICLE VII - BYLAWS

Both the members and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the members may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE VIII - AMENDMENTS

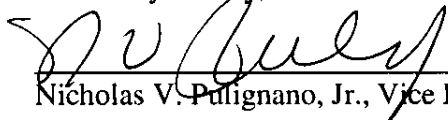
These Articles of Incorporation may be amended or restated in the manner provided by law. Both the members and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the members may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

The members are not entitled to vote on any proposed amendment to the articles of incorporation which changes the names of the officers and directors of the corporation. Such an

amendment may be adopted at a meeting of the board of directors by a majority vote of the directors then in office.

This restatement contains an amendment to the articles of incorporation which does not require member approval. Nevertheless, these Amended and Restated Articles of Incorporation were unanimously approved and adopted by members and by the Board of Directors on March 21, 2011. The number of votes cast was sufficient for approval.


IN WITNESS WHEREOF, the undersigned, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 2nd day of May, 2011.



Nicholas V. Pulignano, Jr., Vice President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 2nd day of May, 2011, by Nicholas V. Pulignano, Jr., who is personally known to me.



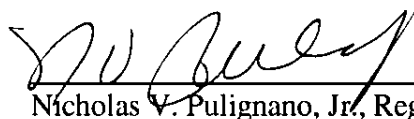
Notary Public, State of Florida



**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
THE ORTEGA ISLAND ASSOCIATION , INC.**

Pursuant to Sections 48.091 and 617.0501, Florida Statutes, the undersigned, having been designated as the Registered Agent for the service of process within the State of Florida upon THE ORTEGA ISLAND ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 1200 Riverplace Boulevard, Suite 800, Jacksonville, FL 32207.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Florida, on this 2nd day of May, 2011.

A handwritten signature in black ink, appearing to read "N. Pulignano, Jr.", is written over a horizontal line.

Nicholas V. Pulignano, Jr., Registered Agent