

702424

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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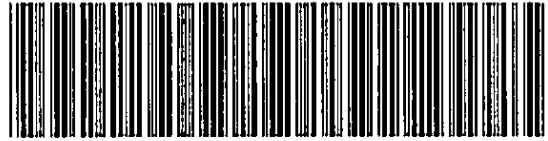
(Business Entity Name)

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2019 NOV 20 PM 1:43

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Fort Myers Villas Educational, Literary and Charitable Institution, Inc.

DOCUMENT NUMBER: 702424

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

Please return all correspondence concerning this matter to the following:

Sarah E. Spector, Esq.

(Name of Contact Person)

Roetzel & Andress LPA

(Firm/ Company)

2320 First Street, Suite 1000

(Address)

Fort Myers, FL 33901

(City/ State and Zip Code)

sspector@ralaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sarah E. Spector, Esq.

(Name of Contact Person)

at 239.338.4213

(Area Code) (Daytime Telephone Number)

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

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

Articles of Amendment  
to  
Articles of Incorporation  
of

Fort Myers Villas Educational, Literary and Charitable Institution, Inc.

2019 NOV 20 PM 1:43

(Name of Corporation as currently filed with the Florida Dept. of State)

702424

(Document Number of Corporation (if known))

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:

A. If amending name, enter the new name of the corporation:

N/A

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

N/A

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

N/A

*Signature of New Registered Agent, if changing*

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
		N/A	
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

**E. If amending or adding additional Articles, enter change(s) here:**

*(attach additional sheets, if necessary). (Be specific)*

Please see attached Board Resolution Repealing Amended and Restated Articles of Incorporation for a Florida Not For Profit Corporation and Constitution and By-Laws (the "Resolution").

As set forth in the Resolution, the Amended and Restated Articles of Incorporation filed with the Florida Secretary of State on December 12, 2014 are void ab initio and of no effect given that they were not approved as set forth in the immediately preceding Bylaws. Rather, as set forth in the Articles of Amendment filed in 2014, the 2014 Amended and Restated Articles of Incorporation, which substantially amended the Articles of Incorporation in place at the time, were only approved by the Board of Directors. However, the operative Articles of Incorporation required the approval of two-thirds of the members present and voting at any annual or special meeting of the Corporation. The current Board is desirous of filing these Articles of Amendment for the purpose of placing the enclosed Resolution of record and providing notice to the public that the 2014 Amended and Restated Articles have been revoked in their entirety, having never been a valid governing document. Unless and until the Articles of Incorporation are further amended, the Corporation will operate pursuant to the Articles of Incorporation originally filed on May 13, 1961, as amended by the Articles of Amendment filed with the Secretary of State on August 27, 2009.

By submission of these Articles of Amendment, we would also ask that the Secretary of State remove the 2014 Amended and Restated Articles from the corporate record or, in the alternative, add a notation indicating that they are void and of no effect.

The date of each amendment(s) adoption: November 14, 2019, if other than the date this document was signed.


Effective date if applicable: October 27, 2014 (date of adoption of void Amended and Restated Articles of Incorporation)  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated November 19, 2019

Signature   
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

MARGARTE ELIZABETH WALSH  
(Typed or printed name of person signing)

President, Fort Myers Villas Educational, Literary and Charitable Institution, Inc.  
(Title of person signing)