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Restated

HILL LAW FIRM

Cindy A. Hill, Esq.

Jennifer L. Daly, Esq.

456 S. Tamiami Trail
Osprey, FL 34229

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Adam M. Bragg, Esq., of Counsel

Daniel C. Guarnieri, Esq., of Counsel

September 21, 2015

Via: US Mail

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

RE: Chateaugay, Inc./Amended and Restated Articles of Incorporation

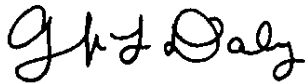
Dear Representative:

Enclosed please find the Amended and Restated Articles of Incorporation and necessary forms for recording with the Division of Corporations.

Enclosed please also find a check in the amount of \$35.00 from Chateaugay, Inc. for recording.

If you have any questions regarding this matter, please feel free to contact me at your earliest convenience.

Sincerely,



Jennifer L. Daly, Esq.
For the Firm

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CHATEAUGAY, INC.

DOCUMENT NUMBER: 709138

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

Please return all correspondence concerning this matter to the following:

JENNIFER L. DALY, ESQ.

(Name of Contact Person)

HILL LAW FIRM, P.A.

(Firm/ Company)

456 S. TAMiami TRAIL

(Address)

OSPREY, FL 34229

(City/ State and Zip Code)

JIM@KEYS-CALDWELL.COM

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

For further information concerning this matter, please call:

JENNIFER L. DALY, ESQ.

941 244 0098

at

(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:

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

Articles of Amendment
to
Articles of Incorporation
of

CHATEAUGAY, INC.

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

709138

(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

New Registered Office Address:

(Florida street 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.

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 checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" 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)

THIS AMENDMENT IS A SIGNIFICANT REVISION AND COMPLETE REWRITE.

PLEASE SEE THE ATTACHED AMENDED AND RESTATED ARTICLES OF INCORPORATION.

JANUARY 9, 2015

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

MARCH 23, 2015

Effective date if applicable: _____
(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 9-11-15

Signature Ann Stewart
(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)

Ann Stewart

(Typed or printed name of person signing)

Treasurer

(Title of person signing)

This instrument prepared by:
Cindy Hill, Esq.
Hill Law Firm, P.A.
456 S. Tamiami Trail
Osprey, FL 34229

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF CHATEAUGAY, INC.
A Florida Not-For-Profit Corporation**

KNOW ALL MEN BY THESE PRESENTS:

That heretofore, CHATEAUGAY, INC was formed by the recording of the Declaration of Condominium of Chateaugay, Inc., a Condominium (the "Original Declaration"), in Official Records Book 546, Pages 331 et seq. in the Public Records of Sarasota County, Florida.

These are the Amended and Restated Articles of Incorporation of Chateaugay, Inc. The original Articles of Incorporation were recorded as an exhibit to the Original Declaration, in Official Records Book 546, Pages 331, et seq. as subsequently amended in the Public Records of Sarasota County, Florida. Chateaugay, Inc., has been organized pursuant to Chapter 718, Florida Statutes, for the maintenance, operation, and management of Chateaugay, Inc., located in Sarasota County, Florida.

Pursuant to Section 718.112, Florida Statutes, the Articles of Incorporation of Chateaugay, Inc. are hereby amended and restated in their entirety by the recording of this Amended and Restated Articles of Incorporation of Chateaugay, Inc. ("Articles of Incorporation").

This is a substantial rewording of the Articles of Incorporation. See original Articles of Incorporation text and prior amendments for text that is amended by this document.

I. NAME

The name of the corporation shall be CHATEAUGAY, INC., hereinafter referred to as "the Association."

II. GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the Condominium known as Chateaugay, Inc., located in Sarasota County, Florida, and to perform all acts provided in the Original Declaration of said Condominium, originally recorded in Official Records Book 546, Pages 331 et seq. of the Public Records of Sarasota County and pursuant to Chapter 718, Florida Statutes as amended ("the Condominium Act").



III. POWERS

A. The Association by and through its Board of Directors ("Board") shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Condominium Act and the Declaration and Bylaws, including, but not limited to the following:

1. To make, amend and collect annual and special assessments against members as unit owners to defray the cost, expenses and losses of the Condominium, and to make special assessments against members as unit owners for maintenance or repair which is the responsibility of the unit owner.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. To maintain, repair, replace and operate the condominium property, which right shall include the irrevocable right to access each unit during reasonable hours as may be necessary for such maintenance, repair or replacement of any of the common elements therein, or accessible therein or there from, or for making an emergency repair therein, that may be necessary to prevent damage to the common elements, or to another unit or units.
4. To purchase insurance upon the condominium property, and insurance for the protection of the Association and its members as unit owners.
5. To reconstruct the improvements after casualty and to further improve the property.
6. To make and amend reasonable rules and regulations regulating the use of the Condominium property.
7. To approve or disapprove the transfer, mortgage, ownership and lease of units in the Condominium, as provided in the Declaration and Bylaws.
8. To enforce by legal means the provisions of the Condominium Act, the Declaration, these Articles of Incorporation, Bylaws and the rules and regulation for the use of the Condominium property.
9. To levy fines for violation of approved condominium rules and regulations, or violations of the provisions of the Declaration, these Articles of Incorporation or Bylaws, all as set forth in the Bylaws.
10. To contract for the management, operation and administration of the Condominium and to delegate to such contractor all powers and duties of the Association, except as specifically required by the Declaration to be performed by or have the approval of the Board or the membership of the Association.
11. To employ personnel for reasonable compensation to perform the services as required for the proper administration of the purposes of the Association.

12. To pay taxes and assessments which are liens against any part of the Condominium, other than the individual units, unless the individual unit or units are owned by the Association, and to assess the same against the unit and the owner of the unit which is subject to such liens.

13. To purchase a unit or units in the Condominium in accordance with the provisions of the Declaration and to hold, lease, mortgage and convey the same.

14. To enter into agreements for construction of recreation facilities, buildings, or master television or telecommunication systems, and other amenities or facilities for the benefit of the unit owners and to borrow money for the purpose of carrying out such construction, and to mortgage, lease or otherwise provide security for the repayment of said funds.

15. In the event of a structural and safety emergency as defined in Article III.B. herein, the Board may exercise the emergency powers described herein, and any other powers authorized by the provisions of the Condominium Act and Sections 617.0207 and 617.0303, Florida Statutes, all as amended from time to time.

B. In the event that a structural and safety emergency, as defined herein, occurs so that the Condominium, or the immediate geographic area in which the Condominium is located, is threatened, the Association shall have certain rights as provided in this Article B. The following events shall be considered structural and safety emergencies as governed by this Article B: an evacuation order issued by civil or law enforcement authorities; a state of emergency declared by civil or law enforcement authorities; a hurricane watch or warning as issued by a governmental authority; a federal or state "disaster area" status; or any catastrophe, whether natural or manmade, which seriously damages, or threatens to seriously damage the physical existence of the Condominium and/or the physical safety of the members. During a structural and safety emergency as defined herein, the Board may exercise the following emergency powers:

1. Conduct Board meetings and membership meetings with notice given as is practicable, including publication, telephone, radio, United States mail, email, Internet, public service announcements and conspicuous postings on the Condominium property or any other means the Board deems reasonable under the circumstances. The directors in attendance at such a Board meeting shall constitute a quorum.

2. Cancel and reschedule any Board, membership or committee meeting.

3. In the event that any officer of the Association is incapacitated or unavailable, the Board may name as interim assistant officers persons who are not directors. While so serving, any such assistant officers shall have the same authority as the executive officers to whom they are assistants.

4. Relocate the Association's principal office.

5. Enter into agreements with any governmental authorities to assist with debris removal.

6. Implement a disaster plan before or immediately following a structural and safety emergency, which plan may include, but is not limited to, disconnecting the power for elevators, air conditioners, and security systems, and/or turning off utilities such as electricity, water, or sewer.

7. Determine any portion of the condominium property which should be declared off limits for entry or occupancy by anyone other than necessary governmental or professional individuals as needed to determine the extent of the damage and/or repair such damage. The Board shall make such a determination based upon the advice of emergency management officials or upon the advice of licensed professionals retained by the Board, with the purpose of protecting the health, safety, and welfare of the members and the occupants.

8. Notify the members in the event of a mandatory evacuation order issued by a governmental entity. Should any unit owner or other occupant of the Condominium fail or refuse to follow such mandatory evacuation order and to evacuate the condominium property, the Association shall be immune from liability or injury to persons or property arising from such failure or refusal.

9. Determine whether the condominium property can be safely inhabited or occupied. Such decisions shall be based upon advice of emergency management officials or upon the advice of licensed professionals retained by the Board.

10. In the event that the condominium property is damaged, mitigate further damage, including taking action to contract for the removal of debris and to prevent or mitigate the spread of mold, mildew or fungus by removing and disposing of the contents of the units. Such authority includes the right to remove cabinetry, carpet and carpet pads, baseboards, wet drywall, insulation, air ducts, plumbing fixtures, and any and all personal property or belongings of the resident or owner, including but not limited to furniture, clothes, mattresses, appliances, household goods, electronics, and all other fixtures on or within the condominium property, even if the unit owner is obligated by the Declaration or law to insure and/or replace and/or remove such fixtures and such personal property from a unit.

11. Arrange for the purchase of items and/or contract for services for which the unit owners are otherwise individually responsible, when such purchases and/or contracts are necessary to prevent further damage to the condominium property. In such event, the unit owners on whose behalf the Board has so purchased items or contracted for services are responsible for reimbursing the Association for the actual costs of those items or services, and the Association may use its assessment and lien authority as provided in section 718.116, Florida Statutes and the Declaration to enforce collection of those costs. Without limitation, such items or services may include the drying of units; the boarding or other enclosure of broken or damaged windows, sliding glass doors, or exterior doors; the capping or sealing of pipes; and the replacement of damaged air conditioners, air handlers or ducts, in order to provide climate control in the units or other portions of the condominium property.

12. Regardless of any provision to the contrary in the Declaration, these Articles of Incorporation, or Bylaws, during a structural and safety emergency, the Board may levy one or more special assessments as it deems necessary without a vote of the owners.

13. Borrow money and pledge Association assets as collateral without the requirement of unit owner approval as is necessary to fund emergency repairs and carry out the duties of the Association when operating funds are insufficient. This paragraph does not limit the general authority of the Association to borrow money, as provided in the Declaration, these Articles of Incorporation, or Bylaws.

14. Action taken in good faith to meet the needs of a structural and safety emergency of the Association or its unit owners shall have the rebuttable presumption of being reasonable and necessary and shall bind the Association. Such action shall not, under any circumstances whatsoever be used to impose liability on a director, officer, or employee. An officer, director, or employee, acting in good faith and in accordance with this Article III.B. is only liable for willful or intentional misconduct.

15. The special powers authorized in this Article III.B. shall be limited to the time period reasonably necessary to protect the health, safety, and welfare of the Association, the unit owners, and the occupants as shall be reasonably necessary to mitigate further damages and make emergency repairs to the condominium property.

Notwithstanding the foregoing, the above powers of the Board in this Article III.B. shall be exercised in the sound discretion of the Board.

IV. MEMBERS

The members of the Association shall consist of all persons owning a condominium unit of Chateaugay, Inc. as evidenced by a duly recorded deed or other appropriate instrument of conveyance, in the Public Records of Sarasota County, Florida. Membership in the Association shall terminate automatically and immediately as a member's interest in the title terminates, except that upon termination of the entire Condominium then membership shall consist of those who were members at the time of each conveyance of the respective units to the trustee as provided in the Declaration.

Each change of membership in the Association shall be established by both securing the approval of the Association as required by the Declaration, and delivery to the Secretary of a copy of the recorded deed or other instrument of conveyance.

The share of a member in the funds and assets of the corporation cannot be assigned or transferred in any manner except as an appurtenance to his unit.

V. VOTING RIGHTS

Each condominium unit shall be entitled to one vote at Association meetings, as provided in the Bylaws or Declaration, notwithstanding that the same owner may own more than one unit. The manner of exercising voting rights shall be determined by the Bylaws.

VI. EXISTENCE

The Association shall exist perpetually unless dissolved according to law.

VII. REGISTERED OFFICE AND REGISTERED AGENT

The office of the Association is located at 1162 Indian Hills Blvd, Venice, Florida 34293. The Association's Registered Agent is currently Keys Caldwell Inc., 1162 Indian Hills Blvd, Venice, Florida 34293. The Board may change the Association's registered agent and office in the manner provided by law.

VIII. BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of a number of directors determined by the Bylaws, but not less than five (5) directors nor more than nine (9) directors; however, the Board shall always consist of an odd number of directors. Directors must be members of the Association.

Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the Bylaws and by the Condominium Act. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws and by the Condominium Act.

IX. OFFICERS

The affairs of the Association will be managed by the officers whose positions and duties are set forth in the Bylaws. The officers shall be elected by the Board at its first meeting following the annual meeting of the Association, and shall serve at the pleasure of the Board. The Board shall elect from its members a President, Vice President, Secretary, Treasurer and other such officers they shall deem desirable, consistent with the By-Laws.

X. INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses, liabilities, and settlements, including attorney's fees reasonably incurred by or imposed upon him in connection with any legal or administrative proceeding to which he may become involved by reason of him being or having been a director or officer of the Association, whether or not he is a director or officer at the time of the expenses, unless the director or officer is adjudged by a Florida court of competent jurisdiction to have committed gross negligence, fraud, willful misfeasance and/or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all right of indemnification to which such director or officer may be entitled whether by statute, by common law, or otherwise.

The Association may also elect to indemnify any committee member or other appointee or volunteer if it believes such indemnification shall be in the best interests of the Association and the membership. The indemnification provided by this Article shall inure to the benefit of the heirs and personal representatives of such person.

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 against any liability asserted against him and incurred by him in any such capacity, or arising 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.

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

XI. BYLAWS

The Bylaws of the Association may be amended, altered or rescinded by the Board at any duly called meeting of the members provided that the notice of meeting contains a full statement of the proposed amendment, a quorum is in attendance, and there be an affirmative vote of the majority of the qualified voting members of the Association.

XII. SUBSCRIBERS

The names and addresses of the original subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert J. Hamilton	P.O. Box 1596 Venice, Florida
William M. Hamilton	P.O. Box 1596 Venice, Florida
T. Lamar Hazen, Jr.	P.O. Box 1596 Venice, Florida

XIII. AMENDMENTS

The Association may amend any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of the members. Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by any of the voting members. Such proposals shall set forth the proposed alteration, amendment or rescission and shall be in writing, filed by the members, and delivered to the President not less than twenty (20) days prior to the membership meeting at which such proposal is voted upon.

The Secretary shall give notice to each voting member setting out the proposed alteration, amendment or rescission and the time of the meeting at which such proposal will be voted upon. Such notice shall be given not less than fifteen (15) days prior to the date set for such meeting. Notice shall be given in the manner provided for in the By-Laws.

Any voting member may waive any or all of the requirements of this Article as to notice by the Secretary or proposals to the President for alteration, amendment or rescission of these Articles either before, at or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

No amendment shall be made which is in conflict with the Condominium Act or the Declaration.