

710984

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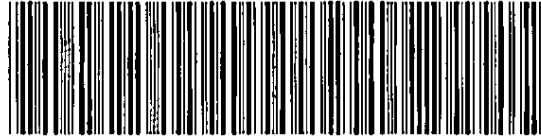
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2022 JUL 26 PM 3:11

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ENTITY NAME CARRIBEAN VILLAS ASSOCIATION, INC.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXX

Plain Copy

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****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certified Copy of Arts & Amendments Complete File (Including Annual Reports)

Certificate of Status

Certificate of Status Reflecting: _____

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$ 43.75

ACCOUNT # 120160000072

Please call Tina at the above number for any issues or concerns. *Thank you so much!*

[REDACTED]

NAME OF CORPORATION: Caribbean Villas Association, Inc.

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

Curtis D. Hamlin, Esq.

(Name of Contact Person)

1205 Manatee Avenue West

(Address)

cdh@phkhlaw.com

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

Curtis D. Hamlin, Esq. 941 748-3770
 _____ at _____
 (Name of Contact Person) (Area Code) (Daytime Telephone Number)

☐ \$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)

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

FILED

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JUL 26 PM 3:11

SECRETARY OF STATE
TALLAHASSEE, FL

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CARIBBEAN VILLAS ASSOCIATION, INC.

(Document Number 710984)

Pursuant to Section 617.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Amended Articles: The Articles below have been amended and adopted in their entirety:

ARTICLE 1: NAME AND PRINCIPAL OFFICE

The name of this corporation shall be CARIBBEAN VILLAS ASSOCIATION, INC. (herein, "the Association"). The street address of the principal office of said corporation shall be located at 1735 Caribbean Circle, Venice, Florida 34293. The Board of Directors of the Association may change the principal office of the Association from time to time as provided by law. The Articles of Incorporation of the Association were originally filed with the Department of State on June 1, 1966, Charter Number 710984.

ARTICLE 2: CORPORATE PURPOSES

The purposes of this corporation shall be the operation and management of the affairs and property of three condominiums known as CARIBBEAN VILLAS, SECTION 1, A CONDOMINIUM, CARIBBEAN VILLAS, SECTION 2, A CONDOMINIUM, and CARIBBEAN VILLAS, SECTIONS 3, A CONDOMINIUM (herein, "the Condominium") located in Sarasota County, Florida. The Association shall also perform all acts provided in the Declarations of Condominium, the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes), and the Florida Condominium Act (Chapter 718, Florida Statutes), all as amended from time to time.

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ARTICLE 3: POWERS

3.1 POWERS. The Association's Board of Directors shall have all of the statutory and common law powers of a corporation not for profit and all of the powers and duties set forth in the Florida Not for Profit Corporation Act (Chapter 617, Florida Statutes), the Florida Condominium Act (Chapter 718, Florida Statutes), the Declarations of Condominium, the Articles of Incorporation, and Bylaws of the Association, all as amended from time to time, except as may be limited or otherwise provided by these Articles or by law.

3.2 SPECIFIC POWERS. The Association's Board of Directors shall have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles. Of Incorporation and by the Declarations of Condominium, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to such Declarations, as it may be amended from time to time, including but not limited to the following:

(a) To make and collect annual assessments against members as unit owners to defray the costs, expenses and losses of the Condominium or the Association and to levy special assessments against members as unit owners or for any other purposes authorized by state law, the Declarations of Condominium, these Articles of Incorporation or the Bylaws.

(b) To use the proceeds of annual and special assessments in the exercise of its powers and duties.

(c) To maintain, repair, replace and operate the condominium property, which shall include the irrevocable right to access each unit from time to time during reasonable hours as may be necessary for inspection, maintenance, repair or replacement of any of the common elements therein, or accessible therein or therefrom, or for making an emergency repair therein, that may be necessary to prevent damage to the common elements, or to another unit or units.

(d) To purchase insurance upon the condominium property, and insurance for the protection of the Association, its directors and officers and its members as unit owners.

(e) To reconstruct the improvements after casualty and to further improve the

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condominium property.

(f) To make and amend reasonable rules and regulations respecting the use of the condominium property and units.

(g) To approve or disapprove the transfer, mortgage, ownership, and lease of units in the Condominium, as provided by the Declarations of Condominium and the Bylaws of the Association.

(h) To enforce by legal means the provisions of the Condominium Act, the Declarations of Condominium, these Articles, the Bylaws of the Association and the rules and regulations for the use of the condominium property and units.

(i) To levy fines for violations of condominium rules and regulations, or violations of the provisions of the Declarations, these Articles, or the Bylaws.

(j) To contract for the management, maintenance, and operation of the condominium property.

(k) To employ personnel for reasonable compensation to perform the services required for the proper administration and operation of the Association.

(l) 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.

(m) To acquire title to (or fractional interest in title) and other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation and other use benefits of the unit owners.

(n) To borrow money and secure same by assignment or pledge of assessment and lien rights, execution of notes and mortgages encumbering the real or personal property of the Association (but not the common elements) and to acquire property or interests therein encumbered by mortgages which are to be assumed by the Association.

3.3 HELD IN TRUST. All funds and the title to all properties acquired by the Association, and their proceeds, shall be held in trust for the members in

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accordance with the provisions of the Declarations of Condominium, these Articles of Incorporation and the Bylaws of the Association.

3.4 POWERS SUBJECT TO. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Condominium Act, the Declarations of Condominium, these Articles of Incorporation and the Bylaws of the Association.

ARTICLE 4: MEMBERS

4.1 MEMBERS. The members of the Association shall consist of persons admitted to membership by the Association's Board of Directors in accordance with the provisions of the Declarations of Condominium and the Bylaws.

4.2 TRANSFER OF MEMBERSHIP. Membership in the Association shall be transferred as an appurtenance of ownership in the transfer of record title to a condominium unit; provided, however, that such transfer shall have been made in accordance with the Bylaws of the Association and the Declarations of Condominium.

4.3 VOTING RIGHTS. On all matters upon which the membership shall be entitled to vote, there shall be one vote for each unit, which vote may be exercised or cast in such manner as may be provided in the Bylaws of the Association. Any person or entity owning more than one unit shall be entitled to one vote for each unit a member owns, except as otherwise provided in the Bylaws.

ARTICLE 5: INCOME DISTRIBUTION

No part of the income of the Association shall be distributable to its members, except as compensation for services rendered to the Association. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the member's unit.

ARTICLE 6: TERM

The term for which the corporation is to exist shall be perpetual, unless dissolved according to law.

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ARTICLE 7: BOARD OF DIRECTORS AND OFFICERS

The affairs and operation of the Association shall be managed by a governing board called the Board of Directors, who shall be elected and serve in accordance with the Bylaws. The executive officers of the Association are a President, Vice President, Secretary and Treasurer. The executive officers shall be elected and serve at the pleasure of the Board of Directors. Officers shall perform such duties, hold office, and may be removed as shall be provided in the Bylaws and Chapter 617, Florida Statutes.

ARTICLE 8: BYLAWS

The Bylaws of this corporation may be amended as provided in the Bylaws.

ARTICLE 9: AMENDMENTS

These Articles of Incorporation may be amended in the following manner:

9.1 PROPOSAL AND NOTICE. An amendment to these Articles of Incorporation may be proposed either by a majority of the Board of Directors or by not less than twenty-five percent (25%) of the voting interests of the Association. Notice of the subject matter of a proposed amendment shall be included in or with the notice of any membership meeting at which the proposed amendment is to be considered.

9.2 APPROVAL. A proposed amendment must be approved by not less than two-thirds (2/3rds) of the Association's voting interests present (in person or by proxy) and voting at a membership meeting at which a quorum is present. Such membership approval shall occur at a duly-noticed membership meeting called in whole or in part for that purpose.

9.3 EXECUTION AND RECORDING. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment to the Articles of Incorporation, which certificate shall be executed by the President or Vice-President and attested by the Secretary or Assistant Secretary of the Association with the formalities of a deed. An amendment to these Articles of Incorporation shall become effective upon filing with the Florida Secretary of State and recording a copy along with a Certificate of Amendment in the Public Records of Sarasota County, Florida.

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ARTICLE 10: INDEMNIFICATION

10.1 INDEMNIFICATION. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, officer or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceedings, unless:

(a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that the person did not act in good faith, nor in a manner reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that the person had reasonable cause to believe the conduct was unlawful, and

(b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful. It is the intent of the membership, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors and committee members as permitted by Florida law.

10.2 EXPENSES. To the extent that a Director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article 10.1 above, or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred in connection therewith.

10.3 ADVANCES. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of

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the affected Director, officer, or committee member to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Association as authorized in this Article 10, or as otherwise permitted by law.

10.4 MISCELLANEOUS. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

10.5 INSURANCE. The Association shall have the power to purchase and maintain insurance with reasonable deductibles on behalf of any person who is or was a Director, officer, or committee member against any liability asserted against the person and incurred in any such capacity, or arising out of the person's status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article. Notwithstanding anything in this Article 10 to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

ARTICLE 11: ORIGINAL INCORPORATORS

The names and addresses of the original incorporators of these Articles of Incorporation are:

Harvey Abel	5575 Shadowlawn Drive Sarasota, Florida
Betty S. Richelieu	6607 34th Street West Bradenton, Florida
Pat Shannon	2437 Bahia Vista Street Sarasota, Florida

ARTICLE 12: REGISTERED AGENT AND OFFICE

The registered agent and office of the Association shall be Keith Aiken, 726 Caribbean Circle, Venice, Florida 34293. The Board may change the Association's

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registered office and registered agent from time to time as permitted by law

2. The foregoing amendments to the Articles of Incorporation were duly adopted by the corporation on February 24, 2006, at a duly noticed meeting of the members of the corporation.

3. The number of votes cast by the members for the foregoing amendments was sufficient for approval of the amendments.

IN WITNESS WHEREOF, I have signed these Articles of Amendment to the Articles of Incorporation, as an authorized representative of the corporation and acknowledge them to be my act this 21 day of July 2022.

CARIBBEAN VILLAS ASSOCIATION, INC


Keith Aiken, as its President