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(Requestor's Name)

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(City/State/Zip/Phone #)

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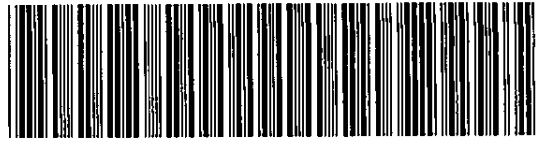
(Business Entity Name)

(Document Number)

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S. TALLENT  
FEB 23 2018

FILED  
18 FEB 22 PM 5:26  
S. TALLENT  
FEB 23 2018

Amended  
&  
Restated

DANIEL J. LOBECK  
MARK A. HANSON\*

MICHELLE A. STELLACI  
DAVID J. FREDERICKS  
LEAH E. ELLINGTON

2033 MAIN STREET, SUITE 403  
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THE LAW OFFICES OF  
**LOBECK & HANSON**

PROFESSIONAL ASSOCIATION



CONDOMINIUM  
COOPERATIVE AND  
COMMUNITY  
ASSOCIATIONS

CIVIL LITIGATION

PERSONAL INJURY

FAMILY LAW

LAND USE LAW

ESTATES AND TRUSTS

February 20, 2018

\*FLA. SUPR. CT. CERTIFIED MEDIATOR

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Certificate of Amendment  
Crescent Arms Condominium Association, Inc.

To Whom It May Concern:

Please find enclosed an original Certificate of Amendment and attached Amended and Restated Articles of Incorporation for the above-referenced corporation and a check in the amount of \$35.00 for the filing fee.

Thank you for your assistance in this matter.

Sincerely,

Leah E. Ellington

LEE/pft  
Enclosure

**CERTIFICATE OF AMENDMENT**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**CRESCENT ARMS CONDOMINIUM ASSOCIATION, INC.**

We hereby certify that the attached Amended and Restated Articles of Incorporation were approved and adopted at a Membership Meeting held on January 13, 2018, by the affirmative vote of not less than two-thirds (2/3) of the members present and voting, which is sufficient for adoption in accordance with Article X of the Association Articles of Incorporation.

DATED this 2<sup>ND</sup> day of February, 2018.

Witnesses:

CRESCENT ARMS CONDOMINIUM  
ASSOCIATION, INC.

sign

Tami Evans

print

TAMI EVANS

sign

Ellen Hollifield

print

Ellen Hollifield

By:

Kathy Rettich, President  
Kathy Rettich, President

Witnesses:

sign

Tami Evans

print

TAMI EVANS

sign

Ellen Hollifield

print

Ellen Hollifield

Attest:

Don Barsalou, Secretary  
Don Barsalou, Secretary

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 2<sup>ND</sup> day of February, 2018, by Kathy Rettich as President of Crescent Arms Condominium Association, Inc., on behalf of the corporation. She is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC

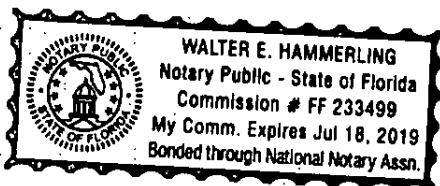
sign

W E Hammerling

print

W E Hammerling  
State of Florida at Large (Seal)

My Commission expires: 7/18/19



FILED  
18 FEB 22 PM 5:26  
CLERK OF COUNTY  
SARASOTA, FLORIDA

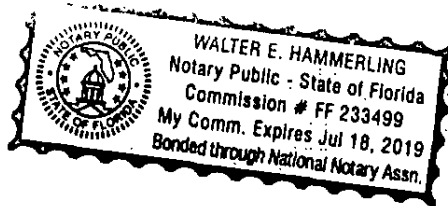
STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of February, 2018,  
by Don Barsalou as Secretary of Crescent Arms Condominium Association, Inc., on behalf of the  
corporation. He is personally known to me or has produced \_\_\_\_\_ as  
identification.

NOTARY PUBLIC  
sign W E Hammerling  
print W E Hammerling  
State of Florida at Large (Seal)

My Commission expires: 7/18/19

Prepared by: Leah E. Ellington, Esq.  
2033 Main Street, Suite 403  
Sarasota, FL 34237



Prepared by and return to:  
Leah E. Ellington, Esquire  
Lobeck & Hanson, P.A.  
2033 Main Street, Suite 403  
Sarasota, Florida 34237  
(941) 955-5622 (Telephone)  
(941) 951-1469 (Facsimile)

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**CRESCENT ARMS CONDOMINIUM ASSOCIATION, INC.**

FILED  
18 FEB 22 PM 5:26  
CLERK OF DISTRICT COURT  
SARASOTA COUNTY, FLORIDA

**ARTICLE 1.**  
**NAME OF CORPORATION AND PRINCIPAL OFFICE**

The name of the corporation shall be CRESCENT ARMS CONDOMINIUM ASSOCIATION, INC. (herein "the Association"). The principal office of the Association shall be located at 6308 Midnight Pass Road, Sarasota, Florida 34242. The Association Board of Directors (herein "the Board") may change the location of the principal office of the Association from time to time.

**ARTICLE 2.**  
**PURPOSES**

The purposes of this Association are to provide, maintain and manage common, social and recreational facilities for the Members of the Association at CRESCENT ARMS, a Condominium, situate in Sarasota County, Florida; to provide for and maintain all common outside lighting, water and sewer service for lawns and grounds, to maintain lawns, roads and walkways, and beach areas, to maintain and paint outside walls of Units, to provide garbage and trash removal for the Condominium and all Units thereof, to maintain all carports of the Units, to provide fire and extended coverage insurance to the value thereof on the Common Elements and each Unit, to collect and transmit real property taxes and other common obligations, to provide public liability insurance on Common Elements and to protect the aesthetic qualities and beauty of CRESCENT ARMS CONDOMINIUM ASSOCIATION, INC.; to promulgate rules and regulations governing the use of the common, recreational and social facilities and grounds of CRESCENT ARMS CONDOMINIUM ASSOCIATION, INC., as well as use and occupancy of the Units; to undertake such activities and projects as will unite in companionship its Members and insure the continuation of enjoyable living conditions at CRESCENT ARMS CONDOMINIUM ASSOCIATION, INC.; and to otherwise operate and administer the Condominium.

**ARTICLE 3.  
DEFINITIONS**

The terms used herein shall have the same definitions as stated in the Declaration of Condominium and the Condominium Act unless the context requires otherwise. If there is a dispute over the proper definition of a vague or ambiguous term which is not otherwise defined by the Declaration of Condominium or by the Condominium Act, the Board shall provide a reasonable definition of the term or may adopt any standard dictionary definition of the term.

**ARTICLE 4.  
POWERS**

The Association 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 Condominium Act, the Declaration, these 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 of Incorporation or by law. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and Bylaws.

**ARTICLE 5.  
MEMBERS AND VOTING RIGHTS**

The Members of this Association shall consist of such persons as may be from time to time admitted to membership by the Board in accordance with the provisions of the Bylaws of the Association. There shall only be allowed one (1) vote per Unit.

**ARTICLE 6.  
TERM**

The term for which this Association is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of Chapter 617 of the Florida Statutes, as amended from time to time, or other pertinent law.

**ARTICLE 7.  
BOARD OF DIRECTORS**

The affairs and operation of the Association shall be managed by a governing board called the Board of Directors. The Bylaws shall provide for the number, election, removal, qualification and resignation of the Directors and for filling vacancies on the Board.

## **ARTICLE 8. OFFICERS**

The Officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. They shall be selected by the Board. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the Bylaws of the Association.

## **ARTICLE 9. BYLAWS**

The Bylaws of the Association may be amended as provided in the Bylaws.

## **ARTICLE 10. AMENDMENTS**

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Members present and voting in person or by proxy at any duly called meeting of the Association membership, provided, however, that these Articles of Incorporation shall not be amended unless written notice is first given of the proposed amendment to each and every Member not less than fourteen (14) days prior to the meeting at which the vote is to occur.

## **ARTICLE 11. INDEMNIFICATION**

**11.1 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 reasonable 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.

**11.2 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 11.1 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.

**11.3 ADVANCES.** Expenses incurred in defending a civil or criminal action, suit or administrative 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 the affected Director, officer, or committee member to repay such amount unless it shall ultimately be determined that the person is not entitled to be indemnified by the Association as authorized in this Article 11, or as otherwise permitted by law.

**11.4 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 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.

**11.5 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 11 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 12. REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Association shall be located at 6308 Midnight Pass Road, Sarasota, Florida 34242, and the registered agent at such address will be Tami Evans. The Board may change the registered agent and office from time to time as permitted by law.