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(City/State/Zip/Phone #)

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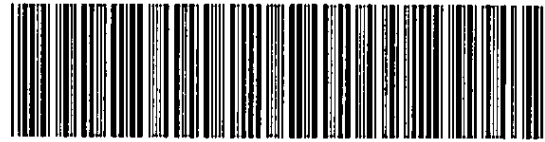
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FILED
2021 MAY 13 AM 11:22
COURT CLERK

*Amended
Restated*

JUN 25 2021

ALBRITTON

DANIEL J. LOBECK*
MARK A. HANSON*
MICHELLE A. ROWE

THE LAW OFFICES OF
LOBECK & HANSON

PROFESSIONAL ASSOCIATION

LEAH E. ELLINGTON*
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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

May 10, 2021

* FLA. BOARD CERTIFIED SPECIALIST IN CONDOMINIUM
AND PLANNED DEVELOPMENT LAW

CONDOMINIUM
COOPERATIVE AND
HOMEOWNERS
ASSOCIATIONS

CIVIL LITIGATION
PERSONAL INJURY
FAMILY LAW
LAND USE LAW
TRUSTS AND ESTATES

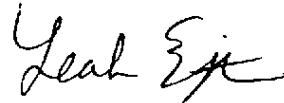
Re: Certificate of Amendment
Sorrento Villas, Section 3, Condominium Association, Inc.

Dear Sir or Madam:

Please find enclosed an original Certificate of Amendment and attached Amendment to the 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/pp
Enclosure

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)

FILED
2021 MAY 13 AM 11:22
CLERK OF CIRCUIT COURT
SARASOTA COUNTY, FLORIDA

CERTIFICATE OF AMENDMENT
AMENDED AND RESTATED ARTICLES OF INCORPORATION
SORRENTO VILLAS, SECTION 3, ASSOCIATION, INC.

We hereby certify that the attached Amended and Restated Articles of Incorporation were approved and adopted at the duly noticed membership meeting held on February 9, 2021, by not less than a majority of the members present (in person or by proxy), which is sufficient under Section 9.1 of the Articles of Incorporation.

DATED this 1ST day of MAY, 2021.

Signed, sealed and delivered
in the presence of:

Sign: [Signature]
Print: Michael T. Lester
Sign: [Signature]
Print: BRAND EDWARDS

SORRENTO VILLAS, SECTION 3,
ASSOCIATION, INC.

By: [Signature]
Tobey Gaspar, Vice President

Signed, sealed and delivered
in the presence of:

Sign: [Signature]
Print: Michael T. Lester
Sign: [Signature]
Print: BRAND EDWARDS

Attest: [Signature]
Chris Megargee, Secretary

(Corporate Seal)

Signed, sealed and delivered
in the presence of:

Sign: Michael Lester

Print: Michael D. Lester

Sign: [Signature]

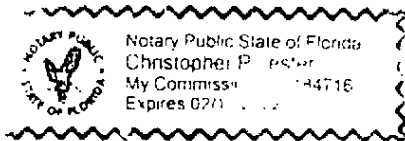
Print: Olivia Edmondson

By: [Signature]
Chris Megargee, Secretary

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 1ST day of MAY, 2021, by Tobey Gaspar as Vice President of Sorrento Villas, Section 3, Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced FL DRIVER LICENSE as identification.



NOTARY PUBLIC

Sign: [Signature]

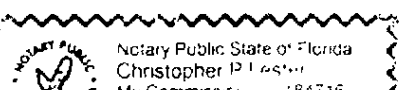
Print: CHRISTOPHER P LESTER

State of Florida at Large (Seal)

My Commission expires: 02/11/2022

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 1ST day of MAY, 2021, by Chris Megargee as Secretary of Sorrento Villas, Section 3, Association, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced FL DRIVER LICENSE as identification.



NOTARY PUBLIC

Sign: [Signature]

Print: CHRISTOPHER P LESTER

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)

FILED
2021 MAY 13 AM 11:22
CLERK OF DISTRICT COURT
SARASOTA COUNTY, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SORRENTO VILLAS, SECTION 3, ASSOCIATION, INC.

ARTICLE 1.
NAME OF CORPORATION AND PRINCIPAL OFFICE

The name of the corporation shall be SORRENTO VILLAS, SECTION 3, ASSOCIATION, INC., (herein "the Association"). The principal office of the Association shall be located at 4370 S. Tamiami Trail, Suite 102, Sarasota, FL 34231. 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.
PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, as amended, for the operation of SORRENTO VILLAS, SECTION 3, a Condominium (herein "the Condominium"), located in Sarasota County, Florida, and to perform all acts provided in the Declaration of Condominium and Exhibits annexed thereto and in Chapter 718, Florida Statutes (herein "the Condominium Act"). The Association shall not be operated for profit.

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

4.1 GENERAL 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 of Condominium, 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 of Condominium and Bylaws.

4.2 SPECIFIC POWERS. The Association shall have the powers and duties reasonably necessary to operate the Condominium, including, but not limited to, the following:

A. To make and collect Assessments against Members as Unit Owners to defray the costs, expenses and losses of the Condominium.

B. To use the proceeds of Assessments in the exercise of its powers and duties.

C. To maintain, repair, replace and operate the Condominium Property.

D. To purchase insurance upon the Condominium Property and insurance for the protection of the Association and its Members as Unit Owners.

E. To reconstruct improvements after casualty and to further improve the property.

F. To approve or disapprove the transfer, mortgage and ownership of Units.

G. To enforce by legal means the provisions of the Condominium Act of the State of Florida, the Declaration of Condominium, these Articles of Incorporation, the Bylaws and the Rules and Regulations for the use of the property in the Condominium.

H. To contract for the management of the Condominium and to delegate to such contractor all powers and duties of the Association, except such as are specifically required by the Declaration of Condominium, to have approval of the Board or membership of the Association.

I. To contract for the management or operation of portions of the Common Elements susceptible to separate management or operation, and to lease such portions.

J. To employ personnel to perform the services required for proper operation of the Condominium.

4.3 ASSETS HELD IN TRUST. All funds and the titles of all properties acquired by the Association and the proceeds thereof shall be held in trust for the Members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE 5. MEMBERS AND VOTING RIGHTS

5.1 MEMBERSHIP AND VOTING RIGHTS. The Members of the Association shall consist of all of the record Owners of Units in the Condominium, and after termination of the Condominium shall consist of those who are Members at the time of such termination and their successors and assigns. Membership shall automatically terminate when such person is no longer an Owner of a Unit in the Condominium. Each Condominium Unit shall be entitled to one (1) vote at Association membership meetings, regardless of the number of Owners. The manner of exercising voting rights shall be determined by the Bylaws.

5.2 CHANGE OF MEMBERSHIP. After receiving approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by the recording in the Public Records of Sarasota County, Florida, a deed or other instrument establishing a change of record title to a Unit in the Condominium and the delivery to the Association of a copy of such recorded instrument. The Board may, in its sole discretion, require a certified copy of a deed or other instrument to be provided to it. The Owner designated by such instrument thereby becomes a Member of the Association and the membership of the prior Owner is terminated simultaneously.

ARTICLE 6. INCOME DISTRIBUTION

The Association shall make no distributions of income to its Members, Directors, or Officers. The Association shall not have or issue shares of stock. 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 7. TERM

The term for which this Corporation shall exist shall be perpetual, unless dissolved according to law.

**ARTICLE 8.
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 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 in the following manner:

10.1 NOTICE. The text of a proposed amendment shall be included in or with the notice of any meeting at which a proposed amendment is to be considered.

10.2 PROPOSAL AND ADOPTION. A resolution for the adoption of a proposed amendment may be proposed either by the Board or by an instrument in writing directed to the President or Secretary signed by not less than twenty-five percent (25%) of the voting interests of the Association.

Approval of the proposed amendment(s) must be by not less than a majority of the membership present in person or by limited proxy at a properly called Members' meeting.

10.3 LIMITATION ON AMENDMENTS. No amendment shall make any changes in the qualifications for membership or the voting rights of Members or in Section 4.3 of these Articles of Incorporation without approval in writing by all Members and the joinder and consent of all record owners of mortgages upon the Condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

10.4 CERTIFICATION. 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 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.

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 4370 S. Tamiami Trail, Suite 102, Sarasota, FL 34231, and the registered agent at such address will be Bridget Spence. The Board may change the registered agent and office from time to time as permitted by law.