

715881

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JUN 15 2017

R. WHITE

17 JUN 16 AM 11:41

712 Shamrock Blvd.  
Venice, FL 34293

941.492.2100 phone  
941.492.3116 fax

**SHARON S. VANDER WULP, P.A.**

Condominium and  
Homeowners' Association  
Representation  
Real Estate  
Wills  
Probate  
Landlord/Tenant  
Circuit Civil Mediation

June 12, 2017

Attention: Rebekah White  
Regulatory Specialist II

Secretary of State  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Certificate of Amendment to the Articles of Incorporation of San Marco  
Condominium Association, Inc.  
Our File No. 221.00  
Sec. Of State Reference Number: 715881

Dear Rebekah:

Enclosed please find an original and copy of the Amended and Restated Articles of Incorporation in regards to the above referenced Association. As required by your enclosed letter of May 30, 2017, attached as the last page to this document is the Consent of Registered Agent form, signed by the current registered agent.

Please date stamp the copy for our records, and return it with the Certified copy in the enclosed self-addressed, stamped envelope. Previously enclosed with our prior mailing of this document, in early May, 2017 was our check in the amount of \$43.75 representing the fee for the filing and certified copy. This fee is being held by your office pending receipt of the enclosed.

Thank you for your assistance in this matter. If you have questions or need additional information, please do not hesitate to contact our office.

Very truly yours,



Sharon S. Vander Wulp

svw  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 30, 2017

SHARON S VANDER WULP  
712 SHAMROCK BLVD  
VENICE, FL 34293

SUBJECT: SAN MARCO CONDOMINIUM ASSOCIATION, INC.  
Ref. Number: 715881

We have received your document for SAN MARCO CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White  
Regulatory Specialist II

Letter Number: 417A00010819

RECEIVED  
JUN 14 PM 2:39  
OFFICE OF THE CLERK  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

This instrument prepared by:  
Sharon S. Vander Wulp  
Attorney at Law  
712 Shamrock Blvd.  
Venice, FL 34293

17 JUN 14 02:11:41

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**SAN MARCO CONDOMINIUM ASSOCIATION, INC.**

**A corporation not for profit  
under the laws of the State of Florida**

**WHEREAS**, the original Declaration of Condominium of San Marco Apartments, a condominium, was recorded in Official Records Book 835, Page 865, et seq., of the Public Records of Sarasota County, Florida (Declaration), and

**WHEREAS**, there have been several amendments made to the Articles of Incorporation as reflected by instruments recorded in the Public Records, and

**WHEREAS**, a significant package of amendments were recently approved by not less than 51% of the entire membership of the Association, at a members' meeting held on the 31st day of March, 2017.

**NOW, THEREFORE**, San Marco Condominium Association, Inc., does hereby amend and restate the Articles of Incorporation of San Marco Condominium Association, Inc., for the purpose of integrating all of the provisions of the Articles of Incorporation, together with recently adopted amendments which shall be covenants running with the condominium property and binding on all existing and future owners, and all others having an interest in the condominium lands or occupying or using the condominium property.

**(Substantial Rewrite of the Articles of Incorporation.  
See the Original Articles of Incorporation for Current Text.)**

The undersigned hereby associate themselves for the purposes of confirming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1  
NAME, ADDRESS AND REGISTERED AGENT

1.1 Name. The name of the corporation shall be San Marco Condominium Association, Inc., a corporation not for profit. For convenience the corporation shall herein be referred to as the "Association".

1.2 Address and Registered Agent. The street address of the Association's current registered office is Argus Management of Venice, Inc., 181 Center Road, Venice, Florida, 34285. The current registered agent's name at such address is Argus Management of Venice, Inc. The Association's street address and the registered agent's name shall be determined by the Board of Directors from time to time.

ARTICLE 2  
PURPOSE

2.1 Purpose. The purpose for which the Association is organized is to provide an entity pursuant to Section 718.111, Florida Condominium Act, for the maintenance, operation and management of San Marco Apartments, a condominium, (herein the "condominium"), located in Sarasota County, Florida.

2.2 Distribution of Income. The Association shall make no distribution of income to and no dividend shall be paid to its members, directors, or officers.

2.3 No Shares of Stock. The Association shall not have or issue shares of stock.

ARTICLE 3  
POWERS

3.1 Common Law and Statutory Powers. The Association shall have all of the common-law and statutory powers of a corporation not in conflict with the terms of these Articles of Incorporation or the Florida Condominium Act.

3.2 Specific Powers. The Association shall have all of the powers and duties set forth in the Florida Condominium Act, these Articles of Incorporation, the Bylaws, and the Declaration of Condominium (hereinafter the "Declaration") and all of the powers and duties reasonably necessary to maintain, manage

and operate the condominium pursuant to the Declaration and the Bylaws as these documents may be amended from time to time.

3.3 Assets Held in Trust. All funds and 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, these Articles of Incorporation and the Bylaws.

3.4 Limitation on Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

#### ARTICLE 4 MEMBERS

4.1 Members. The Association members shall consist of all the record owners of units in the condominium from time to time, and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 Change of Membership. After receiving the Association's approval as required by the Declaration, change of membership in the Association shall be established by the recording in the Public Records of Sarasota County, Florida, of a deed or other instrument establishing a change of record title to a unit in the condominium. The owner designated by such instrument shall automatically become an Association member and the membership of the prior owner is terminated.

4.3 Limitation on Transfer of Shares of Assets. The share of a member in the Association's funds and assets cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the member's unit.

4.4 Voting. The owner of each unit shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the Bylaws.

#### ARTICLE 5 DIRECTORS

5.1 Board of Directors. The Association's affairs shall be managed by the Board of Directors in the manner set forth in the Bylaws.

5.2 Election of Directors. The Association's directors shall be elected in the manner set forth in the Bylaws.

5.3 First Board of Directors. The names and address of the members of the first Board of Directors who held office, were as follows:

<u>NAME</u>	<u>ADDRESS</u>
George M. Overman President	1900 Main Building Sarasota, Florida
David Conrad Vice President and Treasurer	1900 Main Building Sarasota, Florida
Richard S. Sparrow Secretary	1900 Main Building Sarasota, Florida

#### ARTICLE 6 OFFICERS

6.1 Officers. The Association's affairs shall be administered by a President, Vice-President, a Secretary, a Treasurer and such other officers as may be designated in the Association's Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the Association's annual members' meeting and shall serve at the Board's pleasure.

#### ARTICLE 7 INDEMNIFICATION

7.1 Indemnification. Every Association director and every officer shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

#### ARTICLE 8 BYLAWS

8.1 Bylaws. The Association's Bylaws may be altered, amended or rescinded by the membership in the manner provided by the Bylaws.

## ARTICLE 9 AMENDMENTS

9.1 Amendments. Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

9.2 Notice. Notice of a proposed amendment's subject matter shall be included in the notice of any meeting at which a proposed amendment is to be considered.

9.3 Resolution. A resolution adopting a proposed amendment may be proposed either by the Board of Directors or by not less than twenty percent (20%) of the Association's members.

9.4 Vote. Members not present in person at the members' meeting considering the amendment, may express their vote by limited proxy, in writing, providing the proxy is delivered to the Secretary at, or prior to the meeting. An affirmative vote of not less than two thirds (2/3rds)) of those members who cast a vote, in person or by proxy, is required to effect the change to these Articles of Incorporation.

9.5 Execution and Recording. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted, which certificate shall be executed by two Association officers with all the formalities of a deed. A copy of each amendment shall be certified by the Secretary of the State of Florida. The amendment shall be effective when the certificate and copy of the amendment are recorded in the Public Records of Sarasota County, Florida.

## ARTICLE 10 TERM

10.1 Term. The term of the Association shall be perpetual unless the condominium is terminated pursuant to the Declaration's provisions and, in the event of such termination, the corporation shall be dissolved in accordance with the law.

## ARTICLE 11 SUBSCRIBERS (Incorporators)

11.1 Names and Addresses. The names and residence addresses of the subscribers (incorporators) of these Articles of Incorporation were as follows:

<u>NAME</u>	<u>ADDRESS</u>
George M. Overman	1900 Main Building Sarasota, Florida
David Conrad	1900 Main Building Sarasota, Florida



RECEIVED MAY 15 2017

Richard S. Sparrow

1900 Main Building

Sarasota, Florida

IN WITNESS WHEREOF.

10<sup>th</sup> This Association has caused this Certificate to be signed in its name by its President, this day of May, 2017.

SAN MARCO CONDOMINIUM

ASSOCIATION, INC.

By: Joe Romano  
Joe Romano, President

WITNESSES:

Thomas Johnson  
Printed Name: Thomas Johnson

Sonia Iturbe  
Printed Name: Sonia Iturbe

STATE OF ILLINOIS

COUNTY OF COOK

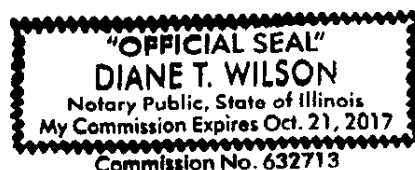
I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Illinois at large, personally appeared Joe Romano, as President of SAN MARCO CONDOMINIUM ASSOCIATION, INC., and he acknowledged before me that he is such officer of said corporation; and he executed the foregoing Amended and Restated Articles of Incorporation on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that he is authorized to execute said Amended and Restated Articles of Incorporation and that the execution thereof is the free act and deed of said corporation. He is personally known to me or has produced his drivers license as identification and did not take an oath.

WITNESS my hand and official seal this 10<sup>th</sup> day of May, 2017.

Oct. 21, 2017.  
My Commission Expires:

Diane T. Wilson  
Printed Name of Notary Public

Commission # \_\_\_\_\_



ATTEST:

SAN MARCO CONDOMINIUM  
ASSOCIATION, INC.:

By: Richard Perotti  
Richard Perotti, Secretary

WITNESSES:

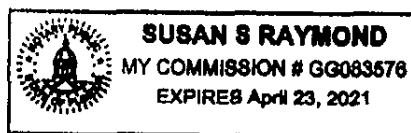
Renee Renee Wing  
Printed Name: Renee Wing

Randee A. Tokayer  
Printed Name: Randee A. Tokayer

STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida at large, personally appeared Richard Perotti, as Secretary of SAN MARCO CONDOMINIUM ASSOCIATION, INC., and he acknowledged before me that he is such officer of said corporation; and he executed the foregoing Amended and Restated Articles of Incorporation on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that he is authorized to execute said Amended and Restated Articles of Incorporation and that the execution thereof is the free act and deed of said corporation. He is personally known to me or have produced his driver's licenses as identification and did not take an oath.

5 WITNESS my hand and official seal at Sarasota County, Florida this  
day of April, 2017.  
May

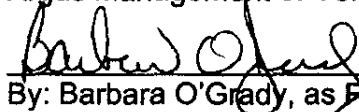


Susan S. Raymond  
My Commission Expires:  
April 23, 2021  
Printed Name of Notary Public  
Commission # GG083576

CONSENT OF REGISTERED AGENT  
FOR THE AMENDED AND RESTATED ARTICLES OF INCORPORATION

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Argus Management of Venice, Inc.

  
By: Barbara O'Grady, as President

6-9-17  
Date