

716603

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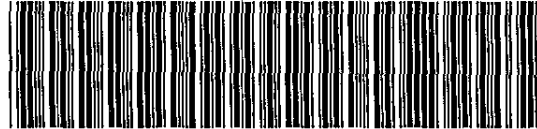
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FILED
05 SEP 23 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: JAMAICA ROYALE CONDOMINIUM TWO, INC.

DOCUMENT NUMBER: 716603

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

Please return all correspondence concerning this matter to the following:

Sheryl A Lawson

(Name of Contact Person)

Jamaica Royale Condominium Two, Inc.

(Firm/ Company)

5830 Midnight Pass Road

(Address)

Sarasota, Florida 34242

(City/ State and Zip Code)

For further information concerning this matter, please call:

Sheryl A. Lawson

(Name of Contact Person)

at (502) 839-5063

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$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)

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 32399

FILED
05 SEP 23 AM 10:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Articles of Amendment
to
Articles of Incorporation
of

JAMAICA ROYALE CONDOMINIUM TWO, INC.

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

716603

(Document number of corporation (if known))

FILED
05 SEP 23 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

All of the original Articles 1-11 have been substantially reworded, and a 12th Article was added, in the Amended and Restated Articles. The Amended and Restated Articles and the original Articles are attached.

(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: Nov. 12, 2004

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature Sheryl A. Lawson
(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.)

Sheryl A. Lawson
(Typed or printed name of person signing)

President of Jamaica Royale Condominium Two, Inc.
(Title of person signing)

FILING FEE: \$35

RECORDED IN OFFICIAL RECORDS
INSTRUMENT # 2005014786 12 PGS

2005 JAN 24 04:00 PM

KAREN E. RUSHING

CLERK OF THE CIRCUIT COURT

SARASOTA COUNTY, FLORIDA

FMILLER Receipt#574695

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
JAMAICA ROYALE CONDOMINIUM TWO, INC.**

THE UNDERSIGNED officers of Jamaica Royale Condominium Two, Inc., a Florida not-for-profit corporation responsible for the operation and maintenance of Jamaica Royale Condominium Two, according to the Declaration thereof as recorded in O. R. Book 826, Page 240, Public Records of Sarasota County, Florida, do hereby certify that the following Amended and Restated Articles of Incorporation of said corporation were duly proposed, presented, and adopted by not less than 75% of the total membership of the Association at an annual meeting held on the 12th day of November, 2004. The undersigned officers further certify that the amendment was proposed and adopted in accordance with the documentary provisions, and applicable law.

Also attached hereto are the original Articles of Incorporation.



2005014786

INSTRUMENT # 2005014786

12 PGS

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR**

JAMAICA ROYALE CONDOMINIUM TWO, INC.

[Substantial rewording of Articles of Incorporation. See existing Articles for present text.]

ARTICLE 1 – NAME

The name of the Corporation is Jamaica Royale Condominium Two, Inc. For convenience, the Corporation shall be referred to in this instrument as the “Association” or the “Corporation”, these Articles of Incorporation as the “Articles”, and the Bylaws of the Association as the “Bylaws”.

ARTICLE 2 – PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes (the “Act”) for the operation of that certain condominium known as Jamaica Royale Condominium Two, Inc. according to the Declaration thereof, as it may be amended and restated from time to time (the “Condominium”).

ARTICLE 3 – DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Condominium (“Declaration”) for the Condominium, and the Bylaws of the Association, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4 – POWERS

The powers of the Association shall include and be governed by the following:

- 4.1 **General.** The Association shall have all of the common law and statutory powers of a not-for-profit corporation under the laws of Florida that are not in conflict with the provisions of these Articles or of the Condominium Act.
- 4.2 **Enumeration.** The Association shall have all the powers and duties set forth in the Florida Condominium Act (except as to variances in these Articles and the Declaration which are permitted by the Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to its Declaration, and as they may be amended from time to time, including, but not limited to, the following:

A. To make and collect Assessments and other charges against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

B. To buy, own, operate, lease, sell, and trade both real and personal property as may be necessary or convenient in the administration of the Condominium.

C. To maintain, repair, replace, reconstruct, add to, and operate the Condominium and other property acquired or leased by the Association for use by Unit Owners.

D. To purchase insurance upon the Condominium and insurance for the protection of the Association, its officers, directors, and Members as Unit Owners, and such other parties as the Association may determine in the best interest of the Association.

E. To make and amend reasonable rules and regulations for the maintenance, conservation, and use of the Condominium and for all other lawful purposes.

F. To approve or disapprove the leasing, transfer, mortgaging, ownership, and possession of Units as may be provided by the Declaration.

G. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominium.

H. To contract for the management of the Condominium, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association, except:

- (1.) Those of which require specific approval of the Board of Directors or the membership of the Association.
- (2.) Those, which are incapable of being delegated as same, may be contrary to the Declaration or the Bylaws.
- (3.) Those which are contrary to the Statutes of the State of Florida.
- (4.) Wherein a delegation is a power and duty, which by its very nature is a decision or fiduciary responsibility to be made by the Board of Directors and is therefore not susceptible of delegation. To delegate such powers, duties, obligations, and responsibilities as the Board of Directors deems necessary or desirable from time to time, which delegation may be evidenced in written form or through a course of conduct.

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

J. To enter into agreements with other parties for easements or sharing arrangements or recreational facilities as the Board of Directors may deem in the best interests of the Condominium.

4.3 **Assets of the Association.** All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles, and the Bylaws.

- 4.4 **Limitation.** 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 5 – MEMBERS

- 5.1 **Membership.** The Members of the Association shall consist of all of the record Owners of Units in the Condominium; and, after termination of the Condominium, if same shall occur, the members of the Association shall consist of those who are Members at the time of the termination, and their successors and assigns. Membership shall be established by the acquisition of ownership of fee title to, or fee interest in, a condominium parcel in the Condominium, whether by conveyance, devise, judicial decree, or otherwise subject to the provision of the Declaration, and by the recordation amongst the Public Records of Sarasota County, Florida, of the deed or other instrument establishing the acquisition and designating the parcel affected thereby and by the delivery to the Association of a true copy of such deed or other instrument. The new Owner designated in such deed or other instrument shall thereupon become a Member of the Association, and the membership of the prior owner as to the parcel designated shall be terminated.
- 5.2 **Assignment.** The share of a Member in the funds and assets of the Association, in its common elements and its common surplus, and membership in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.
- 5.3 **Voting.** On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each Unit. Said votes shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one (1) Unit shall be entitled to one (1) vote for each Unit owned.
- 5.4 **Meetings.** The Bylaws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

ARTICLE 6 – TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 7 – OFFICERS

The officers designated in the Bylaws shall administer the affairs of the Association. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association, and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

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The names and addresses of the initial officers who shall serve until their successors are elected or otherwise designated by the Board of Directors are as follows:

President: Sheryl Lawson, 1004 Gayland Dr., Lawrenceburg, KY 40342

Vice President: Paul Trabel, 6404 Hartzell Rd., Ft. Wayne, IN 46816

Secretary: Ruth Richardson, 10531 Bay Bridge Rd., Ft. Wayne, IN 46845

Treasurer: Ruth Richardson, 10531 Bay Bridge Rd., Ft. Wayne, IN 46845

ARTICLE 8 – DIRECTORS

- 8.1 **Number and Qualification.** The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined by the Bylaws, but which shall consist of not less than three (3) nor more than seven (7) directors. All directors must be Members of the Association.
- 8.2 **Duties and Powers.** All of the duties and powers of the Association existing under the Florida Condominium Act, the Declaration, these Articles, and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, and contractors or employees subject only to approval by Unit Owners when specifically required.
- 8.3 **Election; Removal.** Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

ARTICLE 8 – AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

- 9.1 **Notice.** Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.
- 9.2 **Adoption.** A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the Members of the Association. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that approval is delivered to the secretary at or prior to the meeting. Amendments to these Articles of Incorporation may be made with the approval of the majority of Members voting at any meeting at which a quorum has been obtained. Alternatively, the Association may adopt an amendment to these Articles of

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Incorporation in writing, without a meeting, with the approval of the majority of the Members of the Association.

9.3 **Limitation.** No amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of Members. No amendment shall be made that is in conflict with the Florida Condominium Act or the Declaration.

9.4 **Recording.** A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public records of Sarasota County, Florida.

ARTICLE 10 – BYLAWS

The Bylaws of the Association are attached as an exhibit to the Declaration to be recorded in the Official Records of Sarasota County, Florida. The Bylaws may be altered, amended, or rescinded by the Directors and Members in the manner provided in the Bylaws.

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ARTICLE 11 - ADDRESS

The principal place of business of the Corporation shall be located at 5830 Midnight Pass Road, Sarasota, Florida 34242, but the Corporation may maintain offices and transact business in such other places within the State of Florida as may from time to time be designated by the Board of Directors.

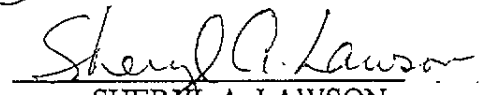
ARTICLE 12 - INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of this Corporation shall be located at 5830 Midnight Pass Road, Sarasota, Florida, and the initial registered agent of the Corporation at that address shall be the current President of JAMAICA ROYALE CONDOMINIUM TWO, INC.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NOT-FOR-PROFIT CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE 12 OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

DATED THIS 24th DAY OF January, 2005.



SHERYL A. LAWSON
(Registered Agent)

INSTRUMENT # 2005014786

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In witness whereof, the Association has caused this instrument to be executed by its authorized officers this 24th day of January, 2005, at Sarasota County, Florida.

WITNESSES:
(TWO)

JAMAICA ROYALE CONDOMINIUM TWO, INC.

Elaine S. Rosania
Signature

BY: Sheryl Lawson
Sheryl Lawson, Pres

ELAINE S. ROSANIA
Printed Name

Date: 1/24/05

Deborah Szczesny
Signature

Deborah Szczesny
Printed Name

STATE OF FLORIDA)
)SS:
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 24th day of January, 2005 by Sheryl Lawson as President of Jamaica Royale Condominium Two, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced (type of identification) _____ as identification and did take an oath.

Alice A. Hopkins
Notary Public



Alice A. Hopkins
My Commission DO342066
Expires September 22, 2008

ALICE A. HOPKINS
Printed Name

My commission expires: 9/22/08

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In witness whereof, the Association has caused this instrument to be executed by its authorized officer this 17th day of January, 2005, at Allen County, Indiana.

WITNESSES:
(TWO)

JAMAICA ROYALE CONDOMINIUM TWO, INC.

Kelly Day
Signature

BY:

Ruth Richardson
Ruth Richardson, Secretary

Kelly Day
Printed Name

Date: _____

Lisa M. Werling
Signature

LISA WERLING
Printed Name

STATE OF Indiana)
)SS:
COUNTY OF Allen)

The foregoing instrument was acknowledged before me this 17th day of January, 2005 by Ruth Richardson as Secretary of Jamaica Royale Condominium Two, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced (type of identification) Passport as identification and did take an oath.

[Signature]
Notary Public

Dorothy L. Johnson
Printed Name

My commission expires: _____

NOTARY PUBLIC STATE OF INDIANA
JANUARY 1, 2005 TO JANUARY 1, 2008

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ARTICLES OF INCORPORATION

OF

JAMAICA ROYALE CONDOMINIUM TWO, INC.

The undersigned hereby associate themselves to form a corporation not for profit under Chapter 617, Florida Statutes.

1. NAME. The name of the corporation is JAMAICA ROYALE CONDOMINIUM TWO, INC.

2. PURPOSE. The purposes of this corporation are to administer a condominium known as JAMAICA ROYALE CONDOMINIUM, UNIT TWO being constructed or to be constructed on the lands in Sarasota County, Florida, described in Exhibit 1 attached to the declaration of condominium. The corporation shall issue no stock and make no distribution of income to its members, directors or officers. The corporation shall have the following powers:

(a) To make and collect assessments against members to defray the costs 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 reconstruct improvements after casualty.

(e) To make further improvements on the land.

(f) To make and amend reasonable regulations concerning the use of the condominium property, but all regulations and amendments to them shall be approved by not less than 75% of the votes of the membership of the corporation before they become effective.

(g) To approve or disapprove the transfer, mortgage and ownership of apartments as is provided by the declaration of condominium and the bylaws.

(h) To enforce Chapter 711, Florida Statutes, the declaration of condominium, these articles, the bylaws and the regulations for the use of condominium property by legal means.

(i) To contract for the management of the condominium and to delegate all powers and duties of the corporation except those specifically required by the condominium documents to be performed by the board of directors or the membership.

(j) To insure the condominium property, the corporation and its members as apartment owners.

(k) To contract for the management or operation of parts of the common elements susceptible to separate management or operation and to lease such parts.

(l) All common law and statutory powers of a corporation not for profit that do not conflict with these articles.

(m) All powers reasonably necessary to implement the purposes of the corporation.

These powers are subject to and shall be exercised in accordance with the declaration of condominium.

3. MEMBERS.

(a) The members of the corporation shall be all of the record owners of apartments in the condominium and after termination of the condominium shall consist of those who are members at the time of termination and their successors and assigns.

(b) After receiving approval of the corporation as required by the declaration of condominium, change of membership in the corporation is accomplished by recording in the public records of Sarasota County, Florida a deed or other instrument establishing a record title to an apartment in the condominium and by delivery to the corporation of a certified copy of the instrument. The owner designated by the instrument becomes a member of the corporation and the membership of the prior owner is terminated.

(c) The share of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred except as an appurtenance to his apartment.

(d) Each apartment has one vote as a member of the corporation regardless of the number of owners of it. If the corporation acquires an apartment, the vote attached to that apartment is suspended and shall not be voted until the apartment is transferred to another bona fide owner.

4. TERM. The term of existence of the corporation is perpetual.

5. SUBSCRIBERS. The names and residences of the subscribers are:

HENRY P. TRAWICK, JR.	2051 Main Street, Sarasota, Florida 33577
FRANCIS C. MILLICAN	2051 Main Street, Sarasota, Florida 33577
WILLIAM C. PIERSON	2051 Main Street, Sarasota, Florida 33577

6. OFFICERS. The affairs of the corporation shall be managed by its officers elected by the board of directors at its annual meeting immediately following the annual meeting of members of the corporation and shall serve at the pleasure of the board of directors. The names of the officers who shall serve until the first election under these articles are:

JAMES H. STANTON, President
RAMONA McDOUGALL, Secretary-Treasurer

7. DIRECTORS.

(a) The corporation shall have a board of directors composed of three directors unless a larger number is prescribed by the bylaws. They need not be members of the corporation.

(b) The names and addresses of the directors who shall serve until the first election are:

JAMES H. STANTON	5830 Midnight Pass Road, Sarasota, Florida
RAMONA McDOUGALL	5830 Midnight Pass Road, Sarasota, Florida
CAROLYN DRETER	5830 Midnight Pass Road, Sarasota, Florida

They shall be elected, may be removed and vacancies shall be filled as prescribed in the bylaws except as provided in sub-paragraph (c).

(c) The first election of directors shall not be held until after Developer has closed the sales of all of the apartments of the condominium, or until Developer elects to terminate its control of the condominium, or until after April 30, 1972, whichever occurs first. The directors named in these articles shall serve until the first election of directors, and vacancies in their number occurring before the first election by members shall be filled by the remaining directors.

8. BYLAWS. The bylaws of the corporation shall be adopted by the board of directors, and may be altered, amended or rescinded by the members.

9. AMENDMENTS. Amendments to these articles shall be proposed and adopted in the following manner:

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of the meeting at which it is considered.

(b) An amendment may be proposed by the board of directors or a member. It must be approved by the affirmative vote of at least three-fourths of the votes of the members.

(c) No amendment changing the qualifications for membership nor the voting rights of members shall be made without the approval in writing of all members and the joinder of all record owners or mortgages on the condominium. No amendment shall be made that conflicts with Chapter 711, Florida Statutes, or the declaration of condominium.

(d) A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Sarasota County, Florida.

10. INDEMNIFICATION. Every officer and director of the corporation shall be indemnified by the corporation against expenses and liabilities, including attorney's fees, reasonably incurred by or imposed on him in connection with a proceeding to which he is a party, or in which he is involved because of being or having been a director or officer of the corporation, or a settlement of the proceeding, whether or not he is a director or officer at the time the expenses are incurred unless he is adjudged guilty of wilful misfeasance or malfeasance in the performance of his duties but if a settlement is made, the indemnification applies only when the board of directors approves the settlement and reimbursement as being for the best interests of the corporation. This indemnification is in addition to and not exclusive of other rights to which the director or officer is entitled.

11. DEVELOPER'S RESERVED RIGHTS.

(a) Developer may use the name JAMAICA ROYALE with an appropriate identifying designation to distinguish it from this corporation.

(b) Developer may furnish maintenance services to the corporation exclusively or may assign this right to another.

(c) Developer is STANTON INVESTMENT COMPANY OF MISSOURI, INC., a Missouri corporation.

SIGNED AND SEALED ON /s/ May 20, 1969

<u>/s/ Henry P. Trawick, Jr.</u>	(SEAL)
HENRY P. TRAWICK, JR.	
<u>/s/ Francis C. Millican</u>	(SEAL)
FRANCIS C. MILLICAN	
<u>/s/ William C. Pierson</u>	(SEAL)
WILLIAM C. PIERSON	

STATE OF FLORIDA)
COUNTY OF SARASOTA)

I hereby certify that on this day before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared HENRY P. TRAWICK, JR, FRANCIS C. MILLICAN and WILLIAM C. PIERSON, to me known to be the persons described in and who executed the foregoing articles of incorporation and who acknowledged before me that they executed it.

WITNESS my hand and official seal on /s/ May 20, 1969.

/s/ Mary H. Sheppard
Notary Public

My Commission Expires:
