

721590

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

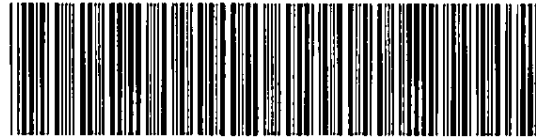
(Business Entity Name)

(Document Number)

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R. WHITE
APR 09 2019

FILED
2019 APR -8 PM 2:52
FBI - JEFFERSON

Robyn M. Severs, Esq.
Shareholder
Board Certified Specialist, Condominium and
Planned Development Law
Phone: (904) 201-3681 Fax: (904) 239-5938
rsevers@beckerlawyers.com

Becker

Becker & Poliakoff
100 Whetstone Place
Suite 302
St. Augustine, Florida 32086

February 27, 2019

Via First Class Mail

Florida Department of State
Attn: Amendment Section
PO BOX 6327
Tallahassee, FL 32314

**Re: Amended and Restated Articles of Incorporation
Gaineswood Condominium Association, Inc.**

To Whom It May Concern:

Please find enclosed the following items:

1. Check Number 21097 made payable to FL Department of State, in the amount of \$35.00
2. Amended and Restated Articles of Incorporation to be filed (7 pages total)

Should you have any questions, please do not hesitate to contact us.

Sincerely,


Robyn M. Severs

RMS1/ccm
Enclosures (as stated)

ACTIVE: 12015380_1



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 13, 2019

ROBYN M. SEVERS
BECKER & POLIAKOFF
100 WHETSTONE PLACE STE 302
ST. AUGUSTINE, FL 32086

SUBJECT: GAINESWOOD CONDOMINIUM ASSOCIATION, INC.
Ref. Number: 721590

We have received your document for GAINESWOOD CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 III

Letter Number: 419A00005047

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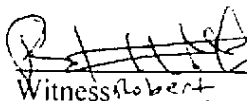
**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
GAINESWOOD CONDOMINIUM ASSOCIATION, INC.**

The undersigned officer of **Gaineswood Condominium Association, Inc.**, does hereby certify that the following Amended and Restated Articles of Incorporation of said corporation are a true and correct copy of the Amended and Restated Articles of Incorporation, as amended pursuant to Article 7 of the Articles of Incorporation, by the membership at a duly called and noticed meeting of the members held January 15, 2019. The Amended and Restated Articles of Incorporation were adopted by the members and the number of votes cast was sufficient for approval.

SEE ATTACHED

WITNESS my signature hereto this 28th day of March, 2019, at Gainesville, Alachua County, Florida.

**GAINESWOOD CONDOMINIUM
ASSOCIATION, INC.**


Witness Robert Sloan

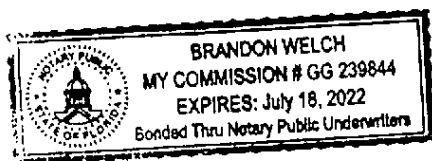
BY: Martha Harrell (SEAL)
Martha Harrell, President


Witness


STATE OF FLORIDA :
COUNTY OF ALACHUA COUNTY:

The foregoing instrument was acknowledged before me this 28th day of March, 2019, by Martha Harrell, as President of Gaineswood Condominium Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. She [] is personally known to me or [X] has produced Drivers License as identification. If no type of identification is indicated, the above-named person is personally known to me.

WITNESS my hand in the County and State last aforesaid on this 28th day of March, 2019.



ACTIVE: 12117174_1


Notary Public-State of Florida
Print Name: Brandon Welch
Commission No.: GG 239844
My Commission Expires: July 18, 2022

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

GAINESWOOD CONDOMINIUM ASSOCIATION, INC.

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION –
SEE CURRENT ARTICLES OF INCORPORATION FOR PRESENT TEXT**

These are the Amended and Restated Articles of Incorporation of Gaineswood Condominium Association, Inc., originally filed with the Florida Department of State on the 26 day of August 1971, under Charter Number 721590. Amendments included have been added pursuant to Chapter 617, Florida Statutes (2016).

For historical reference, the street address of the initial principal office and mailing address was 1735 Northwest 23rd Boulevard, Gainesville, Florida 32601. The names of the original incorporators, and their addresses at the time of incorporation, were:

W. Robert Little: 1735 Northwest 23rd Boulevard, Gainesville, Florida 32601

Irwin Goishen: 1735 Northwest 23rd Boulevard, Gainesville, Florida 32601

Patricia Southwell: 1735 Northwest 23rd Boulevard, Gainesville, Florida 32601

The name and address of the current registered office and the registered agent is Raymond F. Brady, 1719 NW 23rd Avenue, 3F, Gainesville, FL 32605. The current principle office and mailing address is 1715 Northwest 23rd Avenue, Gainesville, FL 32601. The Board of Governors may, from time to time, change the designation of the principal office, the mailing address of the corporation, the registered office and the registered agent, in the manner provided by law.

1. NAME. The name of the corporation is GAINESWOOD CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Condominium as "Declaration," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

2. PURPOSE. The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of that certain Condominium located in Alachua County, Florida, and known as Gaineswood, A Condominium (the "Condominium").

Exhibit "B" to Amended and Restated Declaration of Condominium
(Amended and Restated Articles of Incorporation)

Page 1 of 7

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CLERK OF DISTRICT COURT
TALLAHASSEE, FL

3. **DEFINITIONS.** The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration and the Act, unless herein provided to the contrary, or unless the context otherwise requires.

4. **POWERS.** The powers of the Association shall include the following:

4.1 **General.** The Association shall have all of the common-law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of the Declaration, these Articles or of the Act.

4.2 **Enumeration.** The Association shall have all the powers set forth in the Act except as limited by the Declaration, these Articles, and the Bylaws (all as amended from time to time), and all of the powers reasonably necessary to operate the Condominium including but not limited to the following:

4.2.1 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.

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

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property and other property acquired or leased by the Association.

4.2.4 To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its Officers, Directors, Governors, Committee Members, and Members as Unit Owners.

4.2.5 To make and amend Rules and Regulations concerning the transfer, use, appearance, maintenance, and occupancy of the Units, Common Elements, Limited Common Elements, and Association Property, the personal conduct and behavior of all persons who reside in or occupy the Unit or who come upon the Condominium Property, and to enact rules, policies, and resolutions pertaining to the operation of the Association, subject to any limitations contained in the Declaration.

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

4.2.7 To enforce by legal means the provisions of the Act, other applicable laws, the Declaration, these Articles, the Bylaws, the Rules and Regulations, and the policies of the Association.

Exhibit "B" to Amended and Restated Declaration of Condominium
(Amended and Restated Articles of Incorporation)

Page 2 of 7

4.2.8 To contract for the management of the Condominium and any facilities used by the Unit Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific, non-delegable approval of the Board of Governors or the membership of the Association.

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

4.2.10 To make contracts and incur liabilities, borrow money at such rates of interest as the Board may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, Assessments, special assessments, income or rights.

4.2.11 To operate and manage the Association in accordance with the sense, meaning, direction, purpose and intent of the Declaration of Condominium, as the same may be amended from time to time, and to otherwise perform, fulfill and exercise the powers privileges, options, rights, duties, obligations and responsibilities entrusted to it by the Declarations and/or Bylaws.

4.3 Condominium Property. 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 Act, the Declaration, these Articles and the Bylaws.

4.4 Distribution of Income. The Association shall make no distribution of income to its Members, Directors, Governors, or Officers. This provision shall not apply to the distribution of insurance proceeds as provided in the Declaration, nor the distribution of proceeds affiliated with termination or condemnation, as provided in the Declaration and the Act, nor reimbursement for expenses as may be authorized by the Board.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration, these Articles, the Bylaws and the Act.

5. MEMBERS. 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 were Members at the time of the termination and their successors and assigns. If transfer of a Unit has occurred without approval of the Association, and if in contravention of the provisions of the Declaration, the Association need not recognize a record Owner as the "Member," unless the Association chooses to ratify or waive its objection to the transfer of title.

5.1 Assignment. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated, pledged or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.2 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned. Those Members whose voting rights are suspended pursuant to the terms of the Condominium Documents and/or Florida law shall not be entitled to cast the vote assigned to the Unit for which the suspension was levied during the period of suspension and such Voting Interests shall be subtracted from the required number of votes when calculating any required vote or quorum for the period during which such suspension exists

5.3 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.

6. TERM OF EXISTENCE. The Association shall have perpetual existence, unless the Association is terminated, and in the event of such termination, the corporation shall be dissolved in accordance with the law.

7. OFFICERS. The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Governors 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 Governors. The Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers.

8. DIRECTORS/GOVERNORS.

8.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board of Governors consisting of the number of Governors determined by the Bylaws, but which shall consist of not less than nine (9) Governors.

8.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles, the By-Laws and the Rules and Regulations (all as amended from time to time) shall be exercised exclusively by or under the direction of the Board of Governors, as provided in the Bylaws, subject only to approval by Members when such approval is specifically required.

8.3 Election; Removal. Governors of the Association shall be elected at the annual meeting of the Members in the manner determined by the Bylaws. Governors may be removed and vacancies on the Board of Governors shall be filled in the manner provided by the Bylaws.

9. BYLAWS. The Bylaws of this corporation may be altered, amended, or repealed in the manner provided in the Bylaws.

10. **AMENDMENTS.** These Articles may be amended in the following manner:

10.1 **Proposal of Amendments.** An amendment may be proposed by the President of the Association, the Governors, or one-third (1/3) of the entire Voting Interests.

10.2 **Proposed Amendment Format.** Proposals to amend existing Articles of Incorporation shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be ~~lined through~~ with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER ___ FOR PRESENT TEXT."

10.3 **Notice.** Written notice setting forth the proposed amendment or a summary of the changes shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.

10.4 **Adoption of Amendments.** A resolution for the adoption of a proposed amendment may be adopted by a vote of two-thirds (2/3) of the Voting Interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present, or by the written agreement of two-thirds (2/3) of the entire Voting Interests. Amendments correcting errors, omissions, scrivener's errors, violations of applicable law, or conflicts between the Condominium Documents, may be executed by the Officers of the Association, upon Board approval, without need for Association membership vote.

10.5 **Effective Date.** An amendment when adopted shall become effective after being recorded in the Alachua County Public Records according to law and filed with the Secretary of State according to law.

10.6 **Automatic Amendment.** These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Declaration. Whenever the Act, Chapter 617, Florida Statutes or other applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than set forth in these Articles, the Board may operate the Association pursuant to the less stringent requirements without the need to change these Articles. The Board of Governors, without a vote of the Members, may also adopt by majority vote, amendments to these Articles of Incorporation as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607, 617, and the Act, or such other statutes or administrative regulations as required for the operation of the Association, all as amended from time to time.

10.7 **Proviso.** No amendment shall change the configuration of any Unit or the share in the Common Elements appurtenant to it, or increase the Owner's proportionate share of the Common Expenses, unless the record Owner of the Unit concerned and all record Owners of the

Exhibit "B" to Amended and Restated Declaration of Condominium
(Amended and Restated Articles of Incorporation)

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mortgages on such Unit shall join in the execution of the amendment, and all other Unit Owners approve the amendment.

11. INDEMNIFICATION.

11.1 Indemnity. The Association shall indemnify any Officer, Director, Governor, or Committee Member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, Officer, Governor, 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 him in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he 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 he had reasonable cause to believe his conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding 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 failed to act in good faith and in a manner which he 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 his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, Governors, and Committee Members as permitted by Florida law. In the event of a settlement, the right to indemnification shall not apply unless the Board of Governors approves such settlement as being in the best interest of the Association.

11.2 Defense. To the extent that a Director, Officer, Governor 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 Section 11.1 above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

11.3 Advances. Reasonable expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, Governor, or Committee Member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by this Article 11. However, if the Board, by majority vote, determines that the person seeking advancement did not act in good faith or in a manner he 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 he had reasonable cause to believe his conduct was unlawful, the Association shall not be obligated to pay for any expenses incurred prior to the final disposition of the subject action.

11.4 Miscellaneous. The indemnification provided by this Article 11 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, Governor or Committee Member 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 on behalf of any person who is or was a Director, Officer, Governor, Committee Member, employee, or agent of the Association, or a Director, Officer, Governor, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the duty to indemnify him against such liability under the provisions of this Article.

Robyn M. Severs, Esq.
Shareholder
Board Certified Specialist, Condominium and
Planned Development Law
Phone: (904) 201-3681 Fax: (904) 239-5938
rsevers@beckerlawyers.com

Becker

Becker & Poliakoff
100 Whetstone Place
Suite 302
St. Augustine, Florida 32086

April 4, 2019

Via First Class Mail

Florida Department of State
Attn: Amendment Section
PO BOX 6327
Tallahassee, FL 32314

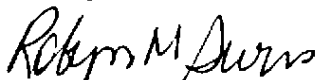
**Re: Amended and Restated Articles of Incorporation
Gaineswood Condominium Association, Inc.**

To Whom It May Concern:

Per your letter dated March 13, 2019, please find enclosed the Amended and Restated Articles of Incorporation for the above referenced Association, as well as your letter and a Certificate attesting to the approval of the Articles, executed by the President of the Association before witnesses and a notary public. As a friendly reminder, the check for \$35.00 was previously submitted, as outlined in your enclosed letter.

Should you have any questions or need anything further to facilitate this matter, please do not hesitate to contact us.

Sincerely,


Robyn M. Severs

RMS1/ccm
Enclosures (as stated)

ACTIVE: 12178457_1