

722247

(Requestor's Name)

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(City/State/Zip/Phone #)

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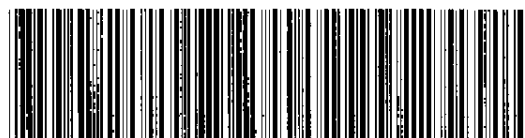
(Business Entity Name)

(Document Number)

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4/5/2017



Kevin L. Edwards, Esq.
Shareholder
Phone: (941) 366-8826 Fax: (941) 907-0080
kedwards@bplegal.com

6230 University Parkway
Suite 204
Sarasota, Florida 34240

March 29, 2017

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

Re: Articles of Amended and Restated Articles of Incorporation – Gulf Shores
Condominium Association, Inc. / Document Number 722247
Client/Matter No. G20987-357777

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Amended and Restated Articles of Incorporation for the above-referenced Association. A check for \$35.00 is also enclosed for the filing fee.

Please file and return the filed copy to my attention. A self-addressed stamped envelope is enclosed for your convenience.

Please feel free to call me should you have any questions regarding this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Kevin Edwards", written over a horizontal line.

KEVIN L. EDWARDS
Shareholder
For the Firm

KLE/lv

Enclosures (as stated)
ACTIVE: G20987/357777 9581264_L_KEDWARDS

**ARTICLES OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Gulf Shores Condominium Association, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 15th day of February 2017.

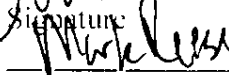
FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:
(TWO)

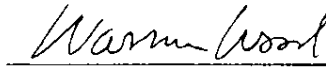
GULF SHORES
CONDOMINIUM ASSOCIATION, INC.



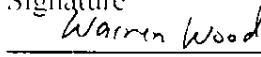
Signature



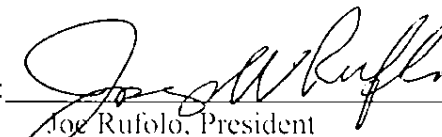
Printed Name



Signature



Printed Name

BY: 

Joe Rufolo, President
Date: 3/2/17
(CORPORATE SEAL)

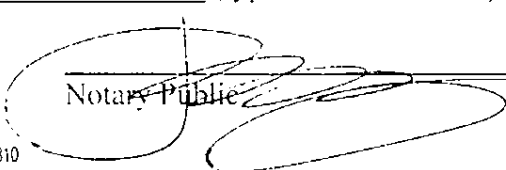
FILED
MAR 12 2017
GULF SHORES
FLA

STATE OF Florida)
COUNTY OF Sarasota) SS:

The foregoing instrument was acknowledged before me this 2nd day of March 2017, by Joe Rufolo, as President of Gulf Shores Condominium Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) as identification.



JACALYN K. WOOD
MY COMMISSION # EE 884310
EXPIRES: April 20, 2017
Bonded Thru Budget Notary Services



Notary Public

Printed Name

My commission expires: _____

**2017 AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
GULF SHORES CONDOMINIUM ASSOCIATION, INC.**

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

These are the 2017 Amended and Restated Articles of Incorporation for Gulf Shores Condominium Association, Inc. originally filed with the Florida Department of State on December 10, 1971, under Document Number 722247.

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is GULF SHORES CONDOMINIUM ASSOCIATION, INC., (hereinafter referred to as "the Association"). 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."

**ARTICLE II
PURPOSE**

The purpose for which the Association is organized is to provide an entity for the operation and management of the affairs and property of the Condominium known as GULF SHORES, a Condominium located in Sarasota County, Florida, in accordance with the Declaration of Condominium and the Florida Condominium Act, Chapter 718, Florida Statutes ("Condominium Act"), as the same may be amended from time to time.

**ARTICLE III
POWERS AND DUTIES**

The Association shall have all of the powers and duties described in the Condominium Act and statutory powers of a Florida corporation not for profit and the powers specifically identified in the Declaration and Bylaws, all as the same may be amended from time to time. The Association shall not have the power to purchase a unit of the condominium except at sales in foreclosures of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount secured by its lien. This provision shall not be changed without unanimous approval of the members.

ARTICLE IV MEMBERS

All persons owning a vested present interest in the fee title to any of the condominium units in GULF SHORES as evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be members and after termination of the Condominium shall consist of those who were members at the time of the termination and their successors and assigns. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates.

After the Association approves of a conveyance of a Condominium Unit as provided in the Declaration, the change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a certified copy of a deed or other instrument of conveyance.

ARTICLE V VOTING RIGHTS

Each Condominium Unit shall be entitled to one vote at Association meetings, notwithstanding that the same owner may own more than one unit or that units may be joined together and occupied by one owner. Such vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

ARTICLE VI INCOME DISTRIBUTION

No part of the income of this corporation shall be distributable to its members, except as compensation for services rendered.

ARTICLE VII EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VIII REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be located at 1162 Indian Hills Boulevard, Venice, FL 34293, and the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

**ARTICLE IX
NUMBER OF DIRECTORS**

The business of the corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) or more than seven (7) persons, as determined by the Directors in accordance with the Bylaws.

**ARTICLE X
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 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.

**ARTICLE XI
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

A. **Indemnity.** 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 is or was a director, employee, officer or agent 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 proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his 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 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.

B. **Expenses.** To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph A above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. **Advances.** 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 proceedings upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article XI.

D. **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 by-law, agreement, vote of members 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.

E. **Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, 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 power to indemnify him against such liability, under the provisions of this Article.

F. **Amendment.** Anything to the contrary herein notwithstanding, the provisions of this Article XI may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XII BYLAWS

The Bylaws may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XIII SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation are as follows:

NAME	OFFICE	ADDRESS
1. Joe Rufolo	President & Director	255 The Esplanade N. #301 Venice, FL 34285
2. John Burton	Vice-President & Director	255 The Esplanade N. #402 Venice, FL 34285

3. John Burton	Secretary & Director	255 The Esplanade N. #402 Venice, FL 34285
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ARTICLE XIV AMENDMENTS

These Articles may be amended by the affirmative vote of a majority of the Board of Directors and by the affirmative vote, in person or by proxy, at a properly noticed meeting of not less than a majority of the Voting Interests. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for Association membership vote.

ACTIVE 8843304_1