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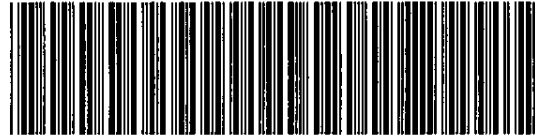
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TALLAHASSEE, FLORIDA

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Amend +  
Restated  
Articles

SJ 4/20/12

# RABIN ♦ PARKER

ATTORNEYS AT LAW

BENNETT L. RABIN  
MONIQUE E. PARKER

28163 U.S. HWY. 19 N., STE. 207, CLEARWATER, FL 33761  
727.475.5535 PHONE ♦ 727.723.1131 FAX

April 16, 2012

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

Re: Certificate of Amendment to Articles of Incorporation/Seamark, Inc.  
Our File No.: 10046-002

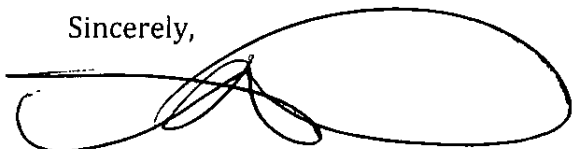
Gentlemen:

Please find enclosed the original of a Certificate of Amendment to the Articles of Incorporation of Seamark, Inc., which I would appreciate your filing. My check in the amount of \$35.00 is enclosed herewith.

Also enclosed is a copy of the Certificate which I would appreciate your stamping and returning to me for my records in the enclosed self-addressed envelope.

Thank you for your assistance in this matter, and if you have any questions, please do not hesitate to contact me.

Sincerely,



Monique E. Parker

MEP/pb  
Enclosures

cc: Seamark, Inc.

Prepared by and return to:  
Monique E. Parker, Esquire  
28163 U.S. 19 North, #207  
Clearwater, Florida 33761

CERTIFICATE OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF SEAMARK, INC.

This is to certify that at a duly called meeting of the members of Seamark, Inc. (the "Association") held on March 12, 2012, in accordance with the requirements of the applicable Florida Statutes and the governing documents, the Amended and Restated Articles of Incorporation attached hereto as Exhibit A, were duly adopted by the membership. Pursuant to F.S. Section 617.1006(3), the number of votes cast for the amendment was sufficient for approval. The original Articles of Incorporation were filed with the Secretary of State on January 19, 1973, bearing document number 725309.

IN WITNESS WHEREOF, SEAMARK, INC., has caused this instrument to be signed by its duly authorized officer on this 12 day of April, 2012.

Signature of Witness #1

Printed Name of Witness #1

Signature of Witness #2

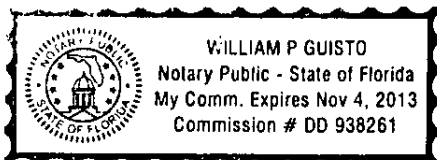
Printed Name of Witness #2

By:

Jean Marc Taillefer, President

STATE OF FLORIDA            )  
COUNTY OF PINELLAS        )

The foregoing instrument was acknowledged before me this 12 day of April, 2012, by Jean Marc Taillefer, as President of SEAMARK, INC., on behalf of the corporation, who acknowledged that he/she executed this document on behalf of the corporation. He/she is personally known to me or has produced D.L. as identification.



Notary Public

Printed Name

ADOPTED AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

This instrument amends and restates the Articles of Incorporation of SEAMARK, INC., which were originally filed with the Secretary of State of Florida on January 19, 1973 and recorded in the Public Records of Pinellas County in Official Records Book 3994, Page 1172.

I

The name of this Corporation shall be SEAMARK, INC.

II

The purposes for which this Corporation is organized shall be to buy, sell, lease or sub-lease, or to acquire, maintain, or operate as fee owner or as owner of a leasehold interest, or solely to maintain, or operate without any interest in real property, the multi-unit residential condominium building and the land upon which said building is situated, in Pinellas County, State of Florida, which is known and identified as SEAMARK, a Condominium, and to transact all business necessary and proper in connection with the operation of said property for the mutual benefit of its members; to operate said property for the sole use and benefit of its members, without attempting to make any profit or other gains for the corporation; and to perform any other act for the well being of member residents, without partiality or undue inconvenience as between member residents; and to perform any other act in maintaining an atmosphere of congeniality and high standard of occupancy by and for its member residents; and to maintain a high standard of the physical appearance of the building; to formulate Bylaws rules and regulations, and to provide for the enforcement thereof. The corporation shall also have such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by Chapter 617, Florida Statutes, entitled "Corporations Not-for-Profit".

III

The term for which this corporation shall exist shall be perpetual.

IV

The affairs of the Corporation shall be managed by a Board of Directors, which shall consist of not less than five (5) nor more than seven (7) members, and shall be elected annually by the members of the Corporation in accordance with the provisions of the Bylaws and applicable Florida Statutes.

V

Section 1. No Officer, Director or member shall be personally liable for any debt or other obligation of the Corporation, except as provided in the Declaration of Condominium.

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TALLAHASSEE, FLORIDA

Every director and every officer of the Corporation shall be indemnified by the Corporation against any expenses and liabilities including counsel fees reasonably incurred by or imposed upon him in connection with 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 of the corporation or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

Section 2. Only record owners of units in the Condominium shall be members of the Corporation, and no other persons or entities shall be entitled to membership. Membership shall be established by the acquisition of record ownership of fee title to a unit, whether by conveyance, devise, judicial decree, or otherwise, subject to the provisions of the Declaration of Condominium, and by the delivery to the corporation of a true copy of the deed or other instrument transferring title. The new owner(s) designated in such deed or other instrument shall thereupon become member(s) of the Corporation, and the membership of the prior owner(s) as to the unit designated shall be terminated. The share of a member in the funds and assets of the corporation, and membership in this corporation, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the lot.

Section 3. The members of the Corporation are entitled to one (1) vote for each unit owned by them. The total number of votes ("voting interests") is equal to the total number of units and is not divisible. If a unit is owned by one natural person, individually or as trustee, his right to vote shall be established by the record title to the unit. If a unit is owned jointly by two or more persons, that unit's vote may be cast by any of the owners provided only one vote shall be cast. If the multiple owners cannot agree how to vote, and attempt to cast votes which are in conflict with those cast by another owner, the vote for that unit will not be counted. The vote of an owner which is not a natural person shall be cast by any officer of a corporation, or any partner or managing agent of another type of entity. There shall be no cumulative voting.

Section 4. The members of this Corporation shall be subject to assessment for the costs and expenses of the Corporation in operating the Condominium in accordance with the Declaration of Condominium, these Articles of Incorporation, and the Bylaws of the Corporation.

Section 5. The Corporation shall not be operated for profit, no dividends shall be paid, and no part of the income of the Corporation shall be distributed to its members, Directors, or Officers.

Section 6. The members of the Corporation, individually, are responsible for all maintenance and repair within and about their condominium units.

Section 7. Any matter of controversy or dispute between members or between a member and the Corporation shall be settled in accordance with the Statutes of the State of Florida.

Section 8. The members of this Corporation shall be subject to all of the terms, conditions, covenants and restrictions contained in the Declaration of Condominium, these Articles of Incorporation and the Bylaws of the Corporation.

## VI

Amendments to these Articles may be proposed by the Board of Directors or by a petition signed by at least twenty-five percent (25%) of the unit owners, provided that any amendment proposed by unit owners is subject to editing as to form and legality by legal counsel for the Corporation. Amendments must be approved by at least two-thirds (2/3) of the total eligible voting members. As to any amendments which are approved, a Certificate of Amendment signed by the President or Vice President, with two witnesses and a notary, will be recorded in the public records along with the approved amendments.

## VII

This Corporation shall provide and may contract for recreational facilities to be used by the condominium unit owners for recreational and social purposes.

## VIII

The principal place of business of this Corporation shall be 5396 Gulf Boulevard, St. Pete Beach, Pinellas County, Florida, or at such other place or places as may be designated from time to time.

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END OF ADOPTED AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

Prepared by and return to:  
Monique E. Parker, Esquire  
28163 U.S. 19 North, #207  
Clearwater, Florida 33761

FILED  
2012 APR 19 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF SEAMARK, INC.

This is to certify that at a duly called meeting of the members of Seamark, Inc. (the "Association") held on March 12, 2012, in accordance with the requirements of the applicable Florida Statutes and the governing documents, the Amended and Restated Articles of Incorporation attached hereto as Exhibit A, were duly adopted by the membership. Pursuant to F.S. Section 617.1006(3), the number of votes cast for the amendment was sufficient for approval. The original Articles of Incorporation were filed with the Secretary of State on January 19, 1973, bearing document number 725309.

IN WITNESS WHEREOF, SEAMARK, INC., has caused this instrument to be signed by its duly authorized officer on this 12 day of April, 2012.

[Signature]  
Signature of Witness #1

L. Strang  
Printed Name of Witness #1

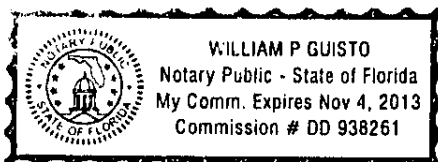
[Signature]  
Signature of Witness #2

Joseph PARRINO  
Printed Name of Witness #2

By: [Signature]  
Jean Marc Taillefer, President

STATE OF FLORIDA            )  
COUNTY OF PINELLAS        )

The foregoing instrument was acknowledged before me this 12 day of April, 2012, by Jean Marc Taillefer, as President of SEAMARK, INC., on behalf of the corporation, who acknowledged that he/she executed this document on behalf of the corporation. He/she is personally known to me or has produced D.C. as identification.



William P. Guisto  
Notary Public

William P. Guisto  
Printed Name