

724167

**Palma Sola Harbour Condominium, Inc.**

9410 Catalina Drive \* Bradenton, Florida 34210  
(941) 792-3532

December 5, 1996

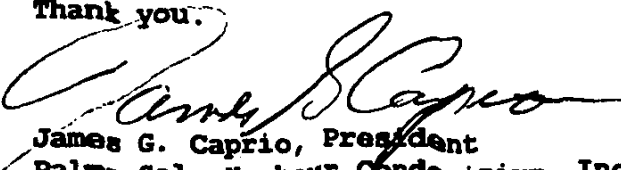
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

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-01/16/97--01001--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Enclosed are the following: Certificate of Amended and Restated Articles of Incorporation, Amended and Restated Articles of Incorporation and Proposed Amendments Articles of Incorporation for Palma Sola Harbour Condominium, Inc., a Florida corporation.

Please acknowledge the filing of the Amended and Restated Articles of Incorporation for the corporation.

Thank you.

  
James G. Caprio, President  
Palma Sola Harbour Condominium, Inc.

FILED  
97 JAN 15 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SH  
1/22

Re Susan,  
file as an amendment

RECEIVED  
96 DEC 9 PM 3:32  
DIVISION OF CORPORATIONS



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

**December 13, 1996**

**James G. Caprio**  
**9410 Catalina Dr.**  
**Bradenton, FL 34210**

**SUBJECT: PALMA SOLA HARBOUR CONDOMINIUM, INC.**  
**Ref. Number: 724167**

**This will acknowledge receipt of your correspondence which is being returned for the following reason(s):**

**The fee to file amended and restated articles is \$35. A declaration of condominium is not filed with our office. Please remove any reference to it from the document. If there are any amendments to be filed, please include them in the amended and restated articles. Please provide original signatures in the document, we cannot accept a photocopy.**

**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 (904) 487-6908.**

**Steven Harris**  
**Corporate Specialist**

**Letter Number: 496A00055853**

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PALMA SOLA HARBOUR CONDOMINIUM, INC.  
A Corporation Not-for-Profit

FILED  
97 JAN 15 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned do hereby make, subscribe, acknowledge and file with the Secretary of State these Articles of Amendment in accordance with the vote of not less than two-thirds of the entire voting interests of the Association, in writing, in lieu of a membership meeting, after unanimous adoption of a resolution proposing said amendments by the Board of Directors.

The Articles of Incorporation of Palma Sola Harbour Condominium, Inc., are, and shall hereby be, amended in accordance with the Schedule of Amendments to the Articles of Incorporation attached hereto as Exhibit A and by reference made a part thereof.

IN WITNESS WHEREOF, PALMA SOLA HARBOUR CONDOMINIUM, INC., has caused these Articles of Amendment to be executed in accordance with the authority hereinabove expressed this 15th day of November, 1996.

(CORPORATE SEAL)

PALMA SOLA HARBOUR CONDOMINIUM, INC.

ATTEST;

  
Secretary

By:

  
President

STATE OF FLORIDA     )  
COUNTY OF MANATEE    )

On this January 2, 1996, personally appeared James G. Caprio, President, and acknowledged before me that he executed this instrument for the purposes herein expressed.

  
Notary Public

SHARON L. CHARRON  
MY COMMISSION # 0034447 EXPIRES  
January 20, 1998  
I HAVE SO TRULY FORGOTTEN, INC.



SHARON L. CHARRON  
MY COMMISSION # 0034447 EXPIRES  
January 20, 1998  
I HAVE SO TRULY FORGOTTEN, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## PROPOSED AMENDMENTS

### ARTICLES OF INCORPORATION PALMA SOLA HARBOUR CONDOMINIUM, INC.

(Additions are indicated by underline, deletions by ~~strikeout~~)

The owners of Palma Sola Harbour, a Condominium do, by these Articles,  
~~undersigned hereby~~ associate themselves as ~~to~~ form a corporation not for  
profit under Chapter 617, Florida Statutes.

1. **NAME.** The name of this ~~the~~ corporation is ~~shall be~~ PALMA SOLA  
HARBOUR CONDOMINIUM, INC. The principal office and registered agent of the  
corporation shall be ~~2051 Main Street, Sarasota, Florida, but it may be~~  
changed as determined from time to time by the Board of Directors.

2. **PURPOSE.** The purposes of the corporation are:

(a) To perform all acts and duties normally performed by ~~a an apartment~~  
~~complex manager and condominium association for the property included in the~~  
~~Declaration of Condominium for the condominium~~ known as PALMA SOLA HARBOUR, a  
Condominium, herein called the condominium, in Manatee County, Florida,  
~~herein called the Declaration,~~ including but not limited to, the following:

(1) To establish and collect assessments from the members for  
operating operations, maintaining, repairing, improving and  
administering the condominium property ~~and collect and enforce liens for~~  
~~the assessments.~~

(2) To provide for the operation, administration, maintenance,  
repair, improvement, replacement, insurance and utilities for the  
condominium property from the proceeds of the assessments ~~and purchase~~  
~~and maintain the personal property as provided by the by laws.~~

(3) ~~(b)~~ To carry out the obligations ~~and duties~~ required of and  
exercise the powers granted to the corporation and accept the benefits  
conferred on it by the Declaration of Condominium.

(b) ~~(c)~~ To accomplish the foregoing purposes, the corporation shall  
have all corporate powers authorized by Florida law and the powers  
authorized for a condominium association by Chapter 718 ~~711~~, Florida  
Statutes, and particularly, but not by way of limitation, the following  
additional powers:

(1) To enter into agreements whereby the corporation ~~it~~ acquires  
leaseholds, memberships or other possessory or use interests in lands or  
facilities, including but not limited to country clubs, golf courses,  
marinas, and other recreational facilities to provide for the enjoyment,

recreation or other use or benefit of the members, whether or not contiguous to the lands of the condominium.

(2) To contract with a third party for the management of the condominium and delegate to such manager any or him all powers and duties of the corporation except those that are specifically required of by the Declaration and Bylaws by-laws, or either, to be approved or performed by the Board of Directors or the members of the corporation.

3. NONPROFIT CORPORATION. As a nonprofit corporation, ~~(d)~~ no part of the income of the corporation shall be distributed to its members, directors or officers except to reimburse them for reasonable expenses paid by them for the corporation.

~~(e) The corporation shall have a lien on all condominium units, herein called units, to guarantee payment of all assessments and performance of all agreements under the Articles of Incorporation and by-laws.~~

4 3 MEMBERS. (a) Each All persons owning a vested present interest in the fee title to a unit in the condominium, evidenced by recordation of an instrument in the public records of Manatee County, Florida, shall be a members of the corporation after approval of the transfer as provided in the Declaration of Condominium. ~~and their~~ A person's membership shall automatically terminate when that person they no longer owns a record ownership the interest in the unit.

(b) The owners of a unit shall collectively be entitled to one vote, ~~but when a unit is owned by the managing corporation, no vote shall be allocated for it.~~

5 4. TERM. The corporation shall have perpetual existence.

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

| <u>Name</u>        | <u>Residence</u>                                           |
|--------------------|------------------------------------------------------------|
| Irving Z. Mann     | 12995 Arch Creek Terrace<br>North Miami, Florida           |
| Herbert J. Salzman | 365 Morningside Drive<br>Sarasota, Florida                 |
| Stanley M. Robbins | Apt. 307B, 450 Gulf of Mexico Dr. S1.<br>Sarasota, Florida |

7 6. DIRECTORS. The affairs and property of the corporation shall be managed and governed by a Board of Directors. Each All directors shall be an unit owners or a spouse of an owner or an officer of a corporate owner, of a unit in the condominium, or a trustee or beneficiary of a trust which owns such a unit. Directors shall be elected by the members in accordance with

the Bylaws ~~By-Laws~~ at the annual meetings of the members of the corporation. ~~In the event of a vacancy, the directors shall appoint a director to fill the vacancy.~~

87. OFFICERS. The Board of Directors shall elect by secret ballot from among its members a President, Vice President, Secretary, Treasurer and such other officers as it deems proper at the annual meeting of the Board of Directors to be held immediately following the annual meeting of the members.

Any two offices may be held by the same person, except that the offices of President and Secretary may not be held by the same person and the President may not serve more than four (4) successive years as President. The names of the officers who shall serve until the first election under these articles are:

|                     |                    |
|---------------------|--------------------|
| President           | Irving E. Mann     |
| Vice President      | Stanley M. Robbins |
| Secretary-Treasurer | Herbert J. Salzman |

9 8. EXCULPATION. The directors and officers may lawfully and properly exercise the powers of the corporation given in Article 2 notwithstanding that some or all of them who may be directly or indirectly concerned in the exercise of the powers and in the negotiation and consummation of agreements, or either, are some or all of the persons with whom the corporation enters into the agreements or who own part or all of the entity with which the corporation enters into the agreements, provided that any decision or agreement made by the board of directors in which a director has an interest shall be made without the vote of the interested director and only after the interest of that director has been disclosed to the other directors, and provided that the decision or agreement is in the best interests of the corporation and its members.

10 9. BYLAWS. The initial Bylaws of the corporation shall be adopted by the incorporators. ~~Thereafter bylaws may be adopted, amended in the manner provided in the Bylaws or repealed by the members of the corporation.~~

11 10. AMENDMENT. ~~Any member of the corporation may propose amendments to~~ These articles may be amended by the affirmative vote of (66 2/3%) two-thirds of the members of the corporation, upon proposal by the Board of Directors shall be necessary to adopt the proposed amendments.

**EXHIBIT B**

**AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION  
PALMA SOLA HARBOUR CONDOMINIUM, INC.**

The owners of Palma Sola Harbour, a Condominium, do by these Articles, associate themselves as a corporation not for profit under Chapter 617, Florida Statutes.

1. **NAME.** The name of this corporation is PALMA SOLA HARBOUR CONDOMINIUM, INC. The office and registered agent of the corporation shall be as determined from time to time by the Board of Directors.

2. **PURPOSE.** The purposes of the corporation are:

(a) To perform all acts and duties normally performed by a condominium association for the property known as PALMA SOLA HARBOUR, a Condominium, herein called the condominium, in Manatee County, Florida including but not limited to, the following:

(1) To establish and collect assessments from the members for operating, maintaining, repairing, improving and administering the condominium.

(2) To provide for the operation, administration, maintenance, repair, improvement, replacement, insurance and utilities for the condominium from the proceeds of the assessments.

(3) To carry out the duties required of and exercise the powers granted to the corporation and accept the benefits conferred on it by the Declaration of Condominium.

(b) To accomplish the foregoing purposes, the corporation shall have all corporate powers authorized by Florida law and the powers authorized for a condominium association by Chapter 718, Florida Statutes, and particularly, but not by way of limitation, the following additional powers:

(1) To enter into agreements whereby the corporation acquires leaseholds, memberships or other possessory or use interests in lands or facilities, including but not limited to country clubs, golf courses, marinas, and other recreational facilities to provide for the enjoyment, recreation or other use or benefit of the members, whether or not contiguous to the lands of the condominium.

EX-1203-PB JUL 48 OF 50

## Articles of Incorporation

(2) To contract with a third party for the management of the condominium and delegate to such manager any or all powers and duties of the corporation except those that are specifically required by the Declaration and Bylaws, or either, to be approved or performed by the Board of Directors or the members of the corporation.

3. **NONPROFIT CORPORATION.** As a nonprofit corporation, no part of the income of the corporation shall be distributed to its members, directors or officers except to reimburse them for reasonable expenses paid by them for the corporation.

4. **MEMBERS.** (a) Each person owning a vested present interest in the fee title to a unit in the condominium, evidenced by recordation of an instrument in the public records of Manatee County, Florida, shall be a member of the corporation after approval of the transfer as provided in the Declaration of Condominium. A person's membership shall automatically terminate when that person no longer owns a record ownership interest in the unit.

(b) The owners of a unit shall collectively be entitled to one vote.

5. **TERM.** The corporation shall have perpetual existence.

6. **SUBSCRIBERS.** The names and residences of the subscribers are as follows:

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| Stanley M. Robbins | Apt. 307B, 450 Gulf of Mexico Dr.<br>Sarasota, Florida |

7. **DIRECTORS.** The affairs and property of the corporation shall be managed and governed by a Board of Directors. Each director shall be an owner or a spouse of an owner or an officer of a corporate owner, of a unit in the condominium, or a trustee or beneficiary of a trust which owns such a unit. Directors shall be elected by the members in accordance with the Bylaws at the annual meetings of the members of the corporation.

## Articles of Incorporation

8. **OFFICERS.** The Board of Directors shall elect by secret ballot from among its members a President, Vice President, Secretary, Treasurer and such other officers as it deems proper at the annual meeting of the Board of Directors to be held immediately following the annual meeting of the members. Any two offices may be held by the same person, except that the offices of President and Secretary may not be held by the same person and the President may not serve more than four (4) successive years as President.

9. **EXCULPATION.** The directors and officers may lawfully and properly exercise the powers of the corporation notwithstanding that some or all of them who may be directly or indirectly concerned in the exercise of the powers and in the negotiation and consummation of agreements, or either, are some or all of the persons with whom the corporation enters into the agreements or who own part or all of the entity with which the corporation enters into the agreements, provided that any decision or agreement made by the board of directors in which a director has an interest shall be made without the vote of the interested director and only after the interest of that director has been disclosed to the other directors, and provided that the decision or agreement is in the best interests of the corporation and its members.

10. **BYLAWS.** The Bylaws of the corporation may be amended in the manner provided in the Bylaws .

11. **AMENDMENT.** These articles may be amended by the affirmative vote of two-thirds of the members of the corporation, upon proposal by the Board of Directors

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R.B. SHORE CLERK OF CIRCUIT COURT HAWAII COUNTY FL