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OFFICE OF STATE
CORPORATIONS
MAR 3 2021
11:16

Amended & Restated

MAR 22 2021

D CUSHING

DANIEL J. LOBECK*
MARK A. HANSON*
MICHELLE A. ROWE

THE LAW OFFICES OF
LOBECK & HANSON

LEAH E. ELLINGTON*
NICHOLAS E. RICHARDSON**

2033 MAIN STREET, SUITE 403
SARASOTA, FL 34237
(941) 955-5622
FAX (941) 951-1469

E-MAIL law@lobeckhanson.com
INTERNET www.lobeckhanson.com

PROFESSIONAL ASSOCIATION

CONDOMINIUM, COOPERATIVE
AND HOMEOWNERS
ASSOCIATIONS
CIVIL LITIGATION
PERSONAL INJURY
FAMILY LAW
LAND USE LAW
ESTATES AND TRUSTS
EMPLOYMENT LAW

* FLA. BOARD CERTIFIED SPECIALIST IN CONDOMINIUM
AND PLANNED DEVELOPMENT LAW

** ALSO LICENSED IN ILLINOIS

January 28, 2021

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

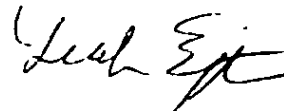
Re: Certificate of Amendment
Harbor Towers Owners Association, Inc.

Dear Sir or Madam:

Please find enclosed an original Certificate of Amendment and attached Amendment to the Articles of Incorporation for the above-referenced corporation and a check in the amount of \$35.00 for the filing fee.

Thank you for your assistance in this matter.

Sincerely,



Leah E. Ellington

LEE/pp
Enclosure

21 FEB 3 04 1:16
OFFICE OF THE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by and Return to:
Leah E. Ellington, Esquire
Lobeck & Hanson, P.A.
2033 Main Street, Suite 403
Sarasota, Florida 34237
(941) 955-5622 (Telephone)
(941) 951-1469 (Facsimile)

CERTIFICATE OF AMENDMENT

AMENDED AND RESTATED ARTICLES OF INCORPORATION

HARBOR TOWERS OWNERS ASSOCIATION, INC.

We hereby certify that the attached Amended and Restated Articles of Incorporation were approved and adopted at the Annual Meeting of the Membership held on December 7, 2020, by the affirmative vote of the members by not less than two-thirds (2/3rds) of the voting interests present and voting at the meeting, which is sufficient for adoption in accordance with Article XI of the Articles of Incorporation.

DATED this 7 day of December, 2020.

Witnesses:

HARBOR TOWERS OWNERS ASSOCIATION,
INC.

Sign Annie Marlow

Print Annie Marlow

Sign Rosa Esquivel

Print Rosa Esquivel

By: Patrick Palumbo
Patrick Palumbo, President

21 FEB 3 04 1:46

NOT
STAMP

Witnesses:

Sign Rosa Esquivel

Print Rosa Esquivel

Sign Annie Marlow

Print Annie Marlow

Attest: Leslie Novitsky
Leslie Novitsky, Secretary

STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 7 day of December 2020, by Patrick Palumbo as President of Harbor Towers Owners Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC

Sign Melissa Beachy

Print Melissa Beachy

State of Florida at Large (Seal)

My Commission expires: Feb. 12, 2023

STATE OF FLORIDA
COUNTY OF SARASOTA



The foregoing instrument was acknowledged before me this 7 day of December, 2020, by Leslie Novitsky as Secretary of Harbor Towers Owners Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

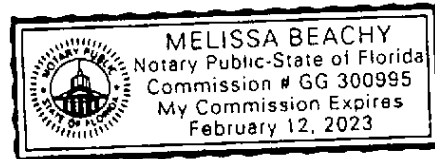
NOTARY PUBLIC

Sign Melissa Beachy

Print Melissa Beachy

State of Florida at Large (Seal)

My Commission expires: Feb 12, 2023



Prepared by and return to:
Leah E. Ellington, Esquire
Lobeck & Hanson, P.A.
2033 Main Street, Suite 403
Sarasota, Florida 34237
(941) 955-5622 (Telephone)
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21 FEB -3 PM 1:46
HARBOR TOWERS OWNERS ASSOCIATION, INC.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HARBOR TOWERS OWNERS ASSOCIATION, INC.

ARTICLE 1.
NAME OF CORPORATION AND PRINCIPAL OFFICE

The name of the corporation shall be HARBOR TOWERS OWNERS ASSOCIATION, INC. (herein "the Association"). The principal office of the Association shall be located at 5855 Midnight Pass Road, Sarasota, Florida 34242. The Association Board of Directors (herein "the Board") may change the location of the principal office of the Association from time to time.

ARTICLE 2.
PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, as amended, hereinafter called the "Condominium Act," for the operation of HARBOR TOWERS YACHT AND RACQUET CLUB, A CONDOMINIUM (herein "the Condominium"), located in Sarasota County, Florida, and to perform all acts provided in the Declaration of Condominium and Exhibits annexed thereto and in Chapter 718, Florida Statutes (herein the "Condominium Act"). The Association shall not be operated for profit.

ARTICLE 3.
DEFINITIONS

The terms used herein shall have the same definitions as stated in the Declaration of Condominium and the Condominium Act unless the context requires otherwise. If there is a dispute over the proper definition of a vague or ambiguous term which is not otherwise defined by the Declaration of Condominium or by the Condominium Act, the Board shall provide a reasonable definition of the term or may adopt any standard dictionary definition of the term.

ARTICLE 4. POWERS

4.1 GENERAL POWERS. The Association shall have all of the statutory and common law powers of a corporation not for profit and all of the powers and duties set forth in the Florida Not for Profit Corporation Act (Chapter 617, Florida Statutes), the Condominium Act, the Declaration of Condominium, these Articles of Incorporation, and Bylaws of the Association, all as amended from time to time, except as may be limited or otherwise provided by these Articles of Incorporation or by law. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and Bylaws.

4.2 SPECIFIC POWERS. The specific powers of the Association shall include but not be limited to those powers described in the Bylaws.

ARTICLE 5. MEMBERS AND VOTING RIGHTS

5.1 MEMBERSHIP AND VOTING RIGHTS. The Members of the Association shall consist of all of the record Owners of Units in the Condominium. Such membership shall automatically terminate when such person is no longer an Owner of a Unit in the Condominium. Each Condominium Unit shall be entitled to one (1) vote at Association membership meetings, regardless of the number of Owners. The manner of exercising voting rights shall be determined by the Bylaws.

5.2 CHANGE OF MEMBERSHIP. After receiving the written approval of the Board as required by the Declaration of Condominium, change of membership in the Association shall be established by the recording in the Public Records of Sarasota County, Florida, a deed or other instrument establishing title to a Unit in the Condominium and the delivery to the Association of a copy of such instrument. The Board may, in its sole discretion, require a certified copy of a deed or other instrument to be provided to it. The Owner designated by such instrument thus automatically and immediately becomes a Member of the Association and the membership of the prior Owner is terminated simultaneously.

ARTICLE 6. INCOME DISTRIBUTION

No part of the income of the Association shall be distributable to its Members, except as compensation for services rendered. The Association shall not issue shares of stock to its Members. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Member's Unit.

**ARTICLE 7.
TERM**

The term for which this Corporation shall exist shall be perpetual, unless dissolved according to law.

**ARTICLE 8.
BOARD OF DIRECTORS**

The affairs and operation of the Association shall be managed by a governing board called the Board of Directors. The Bylaws shall provide for the number, election, removal, qualification and resignation of the Directors and for filling vacancies on the Board.

**ARTICLE 9.
BYLAWS**

The Bylaws of the Association may be amended as provided in the Bylaws.

**ARTICLE 10.
AMENDMENTS**

These Articles may be amended by a two-thirds (2/3rds) vote of the Members present and voting at any Annual Meeting of the Association or a Special Meeting called for that purpose, provided, however, that these Articles of Incorporation shall not be amended unless written notice of the proposed amendment is first mailed, hand-delivered, or e-mailed to each and every Member of the Association, at least fourteen (14) days prior to the Association meeting at which it is to be considered.

The text of a proposed amendment shall be included in or with the notice of any meeting at which a proposed amendment is to be considered.

**ARTICLE 11.
INDEMNIFICATION**

11.1 INDEMNIFICATION. 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 or she is or was a Director, officer or committee member of the Association, against expenses (including reasonable attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person 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 the person did not act in good faith, nor in a manner 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 the person had reasonable cause to believe the 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 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 the conduct was unlawful. It is the intent of the membership, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, Directors and committee members as permitted by Florida law.

11.2 EXPENSES. To the extent that a Director, officer, 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 Article 11.1 above, or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred in connection therewith.

11.3 ADVANCES. Expenses incurred in defending a civil or criminal action, suit or administrative proceeding may 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, or committee member to repay such amount unless it shall ultimately be determined that the person is not entitled to be indemnified by the Association as authorized in this Article 11, or as otherwise permitted by law.

11.4 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 law, agreement, 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.

11.5 INSURANCE. The Association shall have the power to purchase and maintain insurance with reasonable deductibles on behalf of any person who is or was a Director, officer, or committee member against any liability asserted against the person and incurred in any such capacity, or arising out of the person's status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article. Notwithstanding anything in this Article 11 to the contrary, the provisions herein provided for indemnification shall only apply to the extent insurance coverage does not apply or is insufficient.

ARTICLE 12. REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be 5855 Midnight Pass Road, Sarasota,

Florida 34242, and the registered agent at such address will be Melissa A. Beachy. The Board may change the registered agent and office from time to time as permitted by law.