

727392

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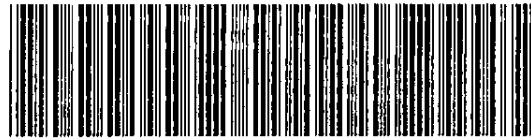
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Amended & Restated

JBrown 5-18-11



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Sarasota, Florida 34240  
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May 3, 2011

Reply To:  
Sarasota  
Kevin L. Edwards, Esq.  
KEdwards@becker-poliakoff.com

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

Re: Amended and Restated Articles of Amendment to Articles of  
Incorporation – Sea Grape Villas Condominium Association, Inc.  
Client/Matter No. S12633-120657

Dear Sir/Madam:

Enclosed please find the original and one copy of the Amended and Restated  
Articles of Amendment to the Articles of Incorporation of Sea Grape Villas  
Condominium Association, Inc. A check for \$35.00 is also enclosed for the filing  
fee.

**Please file and return a 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,

Kevin L. Edwards  
For the Firm

KLE/ms  
Enclosure (as stated)

ACTIVE: 3351009\_1

FLORIDA OFFICES

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- FORT MYERS
- FORT WALTON BEACH
- HOLLYWOOD
- HOMESTEAD
- KEY WEST\*
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\* by appointment only

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

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**FILED**  
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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**SEA GRAPE VILLAS CONDOMINIUM ASSOCIATION, INC.**

**FILED**  
2011 MAY -9 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

These are the Amended and Restated Articles of Incorporation for the Sea Grape Villas Condominium Association, Inc. originally filed with the Florida Department of State on or about August 10, 1973. Matters of only historical interest have been omitted.

**1. NAME.** The name of the corporation is SEA GRAPE VILLAS 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", all as may be amended from time to time.

**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 Sarasota County, Florida, and known as Sea Grape Villas Condominium Association, Inc. (the "Condominium").

**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 and duties 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 and duties reasonably necessary to operate the Condominium including but not limited to the power:

**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 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, Committee Members, and Members as Unit Owners.

**4.2.5** To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety, and welfare of the Unit Owners.

**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, the Declaration, these Articles, the Bylaws, and the Rules and Regulations of the Association.

**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 approval of the Board of Directors 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, borrow money and incur liabilities. Secure lines of credit that may be accessed in the event of emergencies resulting from storms.

**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 or Officers.

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

**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.

**5.1 Assignment.** 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 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.

**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.

**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 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.

**8. DIRECTORS.**

**8.1 Number and Qualification.** The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws.

**8.2 Duties and Powers.** All of the duties and powers of the Association existing under the Act, the Declaration, these Articles, the Bylaws and the Rules and Regulations (all as amended from time to time) shall be exercised exclusively by the Board of Directors, subject only to approval by Unit Owners when such approval is specifically required.

**8.3 Election; Removal.** Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors 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, a majority of the Directors, or by ten percent (10%) 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.** Copies of proposed amendments 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.** These articles may be amended by a majority vote of the members present, in person or by proxy, and voting at any regular Annual Meeting or Special Meeting of the corporation.

**10.5 Effective Date.** An amendment when adopted shall become effective after being recorded in the Sarasota 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 of Condominium. Whenever Chapter 718, Florida Statutes (2011) Chapter 617, Florida Statutes (2011) 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. The Board of Directors without a vote of the Unit Owners, may 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 718 of the Florida Statutes (2011), 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.** Provided, however, that 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 mortgages on such apartment shall join in the execution of the amendment, and all other Unit Owners approve the amendment.

**11. REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT.** The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

ACTIVE: 3247600\_1

**Articles of Amendment  
to  
Articles of Incorporation  
of**

Sea Grape Villas Condominium Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

727392

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

*(Principal office address MUST BE A STREET ADDRESS)*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**C. Enter new mailing address, if applicable:**

*(Mailing address MAY BE A POST OFFICE BOX)*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

*Name of New Registered Agent:*

\_\_\_\_\_

*New Registered Office Address:*

*(Florida street address)*

\_\_\_\_\_

*(City)*

*Florida*

*(Zip Code)*

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*



**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/> <hr/>	<input type="checkbox"/> Add <input type="checkbox"/> Remove
<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/> <hr/>	<input type="checkbox"/> Add <input type="checkbox"/> Remove
<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/> <hr/>	<input type="checkbox"/> Add <input type="checkbox"/> Remove

**E. If amending or adding additional Articles, enter change(s) here:**

*(attach additional sheets, if necessary). (Be specific)*

Please see attached Amended and Restated Articles of Incorporation.

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The date of each amendment(s) adoption: April 6, 2011  
(date of adoption is required)

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated April 29, 2011

Signature Carol Baldassarri  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee; or other court appointed fiduciary by that fiduciary)

Carol Baldassarri  
(Typed or printed name of person signing)

Vice President  
(Title of person signing)