

728477

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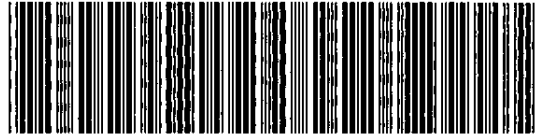
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
[Signature]

GOLDMAN TISEO STURGES
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Certified Circuit Civil Mediator*
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Our File No: 10060.001

March 9, 2009

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

Re: Edgewater Manor Association, Inc. / Edgewater Manor, a Condominium -
Document No. 728477 - Articles of Amendment

Gentlepersons:

Enclosed please find the original Cover Letter and Articles of Amendment to Articles of Incorporation (with appropriate attachments), along with our firm's check in the amount of \$43.75 which constitutes the filing fee for same. Also enclosed is a copy of the Articles of Amendment which we wish to have certified and returned in the envelope enclosed.

If you have any questions or concerns regarding this matter, please do not hesitate to contact the undersigned attorney.

Very truly yours,



Ernest W. Sturges, Jr., Esq.
Of Goldman, Tiseo & Sturges, P.A.

EWS/kfg

F:\Ernie\Edgewater Manor\Governing Documents\Dept of Corporations.03.09.09.ltr.wpd

Enclosures

PERSONAL INJURY ♦ WRONGFUL DEATH ♦ CRIMINAL DEFENSE ♦ MEDIATION
CIVIL LITIGATION ♦ REAL ESTATE LITIGATION ♦ COMMERCIAL LITIGATION
CONDOMINIUM & COMMUNITY ASSOCIATION LAW ♦ REAL ESTATE LAW ♦ BUSINESS / CORPORATE LAW



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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Edgewater Manor Association, Inc.

DOCUMENT NUMBER: 728477

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ernest W. Sturges, Jr.

(Name of Contact Person)

Goldman, Tiseo & Sturges

(Firm/ Company)

701 JC Center Court, # 3

(Address)

Port Charlotte, FL 33954

(City/ State and Zip Code)

For further information concerning this matter, please call:

Ernest W. Sturges, Jr., Esq.

(Name of Contact Person)

at (941) 625-6666

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED

Articles of Amendment
to
Articles of Incorporation
of

2009 MAR 12 AM 7:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edgewater Manor Association, Inc.

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

728477

(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)

_____, Florida
(City) (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

(Attach additional sheets, if necessary)

Please see attached

-6- M



1839 Cookman

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
EDGEWATER MANOR ASSOCIATION, INC.
(A Not-For-Profit Corporation)

ARTICLE 1.

NAME

The name of this Corporation shall be EDGEWATER MANOR ASSOCIATION, INC. For convenience, the Corporation shall be herein referred to as the "Association".

ARTICLE 2.

PURPOSE

2.1 The purpose for which this corporation is organized is to act as the governing association of EDGEWATER MANOR, a condominium, located in Charlotte County, Florida and to maintain and operate the property owned by the Association.

2.2 The Association shall make no distribution of income to its members, directors or officers.

ARTICLE 3.

POWERS

3.1 The Association shall have all of the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

- a. To make and collect assessment against members as apartment owners to defray the costs, expense and losses of the condominium.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. The maintenance, repair, replacement and operation of the condominium property.

d. The purchase of insurance upon the condominium property and insurance for the protection of the Association and its members as apartment owners.

e. The reconstruction of improvements after casualty and the improvement of the property.

f. To make and amend reasonable regulations respecting the use of the property in the condominium, provided, however, that all such amendments to these Articles shall be approved by not less than seventy-five percent (75%) of the votes of the entire membership of the Association before such shall become effective.

g. To approve or disapprove the transfer, mortgage and ownership of units as may be provided by the Declaration of Condominium and the Bylaws.

h. To enforce by imposition of a fine or by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the condominium.

i. To contract for the management of the condominium and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Association.

j. To contract for the management or operation of portions of the common elements susceptible to separate management or operation.

k. To employ personnel to perform the services required for the property operation of the condominium.

3.3 The Association shall not have the power to purchase an apartment of the condominium except at sales in foreclosure 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 and the joinder of all record owners of mortgages upon the condominium.

3.4 All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

3.5 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws.

ARTICLE 4.

MEMBERS

4.1 The Members of the Association shall consist of all of the record owners of a present vested interest in an apartment in the condominium; and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 After receiving approval of the Association as required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the Public Records of Charlotte County, Florida a deed or other instrument establishing a record title to an apartment in the condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 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 his apartment.

4.4 Owners of each unit shall collectively be entitled to one vote, and the person entitled to cast such vote shall be determined as follows:

A statement must be filed with the Secretary of the Corporation, in writing, signed under oath by members with a present interest in an apartment and shall state:

a. The respective percentage interest of every person (as recorded in the Public Records of Charlotte County, Florida) owning a vested present interest in the fee title of the unit in which the affiant owns an interest.

b. Which one of the owners of the apartment in which the affiant owns an interest is to represent all of the owners of that apartment at membership meetings and cast the vote to which they are entitled. The person so designated by the persons owning the majority present interest in an apartment shall be known as the Voting Member and shall be the only member owning an interest in that apartment eligible to cast the vote for said apartment at membership meetings. The person designated as the Voting Member may continue to cast the binding vote for all members owning an interest in the apartment in which he owns an interest until such time as another person is properly designated as the Voting Member by those members owning the majority present interest by a similar written statement filed with the Secretary.

c. There shall not be more than twenty-four (24) Voting Members at any one time and each may cast one vote. A corporation, or any individual with an interest in more than one apartment may be designated the Voting Member for each apartment in which he owns an interest. Failure by members of an apartment to file such statement under oath with the Secretary prior to a members' meeting will result in depriving the members with

an interest in such apartment of a vote at such meeting. If the Association acquires ownership of an apartment, the vote attached to that apartment is suspended and shall not be voted until the apartment is transferred to another bona fide owner.

ARTICLE 5.

DIRECTORS

5.1 The affairs of the Association will be managed by a Board consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, nor more than five (5) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors must be members of the Association.

5.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws, and shall continue to serve until their successors have been elected. Directors may be removed for good cause shown and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

ARTICLE 6.

OFFICERS

The affairs of the Association shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors 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.

ARTICLE 7.

INDEMNIFICATION

Every Director of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him, 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 Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty or willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approved such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE 8.

BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE 9.

AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

9.1 Written notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered and such notice shall be delivered to each member at least twenty (20) days prior to the meeting.

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and *members not present in person or by proxy* at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting.

a. Such approvals must be not less than seventy-five percent (75%) of the entire membership of the Board of Directors and by not less than seventy-five percent (75%) of the votes of the entire membership of the Association; or

b. By not less than eighty percent (80%) of the votes of the entire membership of the Association.

9.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of Article 3, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium. This provision shall not prevent amendments to the Declaration of Condominium in the manner provided therein.

9.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Charlotte County, Florida.

ARTICLE 10.

TERM

The term of the Association shall be perpetual.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Port Charlotte, Florida, this 24th day of February, 2009.

EDGEWATER MANOR ASSOCIATION,
INC.

By: Robert E. Leuther

ROBERT E. LEUTHER

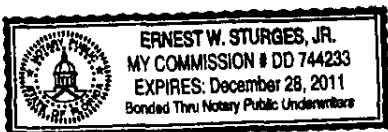
Its: President

STATE OF FLORIDA

COUNTY OF CHARLOTTE

Before me, the undersigned authority, personally appeared Robert E. Leuther, as President of EDGEWATER MANOR ASSOCIATION, INC., to me well known and known to me to be the person who executed the foregoing Articles of Incorporation of EDGEWATER MANOR ASSOCIATION, INC., and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth.

Witness my hand and official seal at Port Charlotte, Florida this 24th day of February, 2009.



[Signature]
Notary Public – State of Florida at large

The date of each amendment(s) adoption: February 15, 2009

Effective date if applicable: February 15, 2009

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

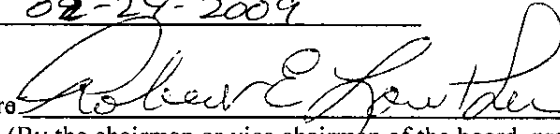
(CHECK ONE)

☒ 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 02-24-2009

Signature



(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)

Robert Lowther

(Typed or printed name of person signing)

President

(Title of person signing)