

APR. 20. 2009 5:17PM

KANETSKY MOORE DEBOER

NO. 4095 P. 2  
Page 1 of 1

# 729098

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H09000092523 3)))



H09000092523ABC/

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : KANETSKY, MOORE & DEBOER, P.A.  
Account Number : 075350000267  
Phone : (941) 485-1571  
Fax Number : (941) 484-7226

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2009 APR 21 AM 9:53

FILED

RECEIVED

2009 APR 21 AM 8:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

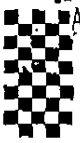
**VENICE PARK HOMEOWNERS ASSOCIATION, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing Menu

Help



APR. 20. 2009 5:17PM

KANETSKYMOOREDEBOER:29 PM PAGE

1/001

NO. 4095 P. 1  
Fax Server



April 17, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

VENICE PARK HOMEOWNERS ASSOCIATION, INC.  
101 PARK BLVD SOUTH  
VENICE, FL 34285

SUBJECT: VENICE PARK HOMEOWNERS ASSOCIATION, INC.  
REF: 729098

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The name of the entity must be identical throughout the document.

The document should have a statement that the number of votes cast by the members was sufficient for approval.

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 (850) 245-6925.

Teresa Brown  
Regulatory Specialist II

FAX Aud. #: H09000092523  
Letter Number: 109A00013047

FILED  
2009 APR 21 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**VENICE PARK HOMEOWNERS ASSOCIATION, INC.**

**WHEREAS**, the original Declaration of Condominium of The Venice Park, a Condominium was recorded in the Public Records of Sarasota County, Florida, in Official Records Book 1038, Page 106, et seq., as amended, and

**WHEREAS**, these Amended and Restated Articles of Incorporation were adopted by the members and the number of votes cast for the amendments were sufficient for approval at a Members' Meeting held on the 30th day of March, 2009.

**NOW, THEREFORE**, the following are the Amended and Restated Articles of Incorporation of THE VENICE PARK HOMEOWNERS ASSOCIATION, INC.

**(Substantial Rewrite of the Articles of Incorporation.  
See the Original Articles of Incorporation for Current Text.)**

(Additions Indicated by underlining, deletions by ~~strike through~~)

**ARTICLES OF INCORPORATION  
OF  
THE VENICE PARK HOMEOWNERS ASSOCIATION, INC.**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit, pursuant to Chapter 617 of the Laws of the State of Florida.

**ARTICLE I  
NAME, ADDRESS AND REGISTERED AGENT**

**1.1 Name.** The name of this ~~corporation~~ Association shall be: THE VENICE PARK HOMEOWNERS ASSOCIATION, INC.

**1.2 Address and Registered Agent.** The street address and name of the registered office of the Association shall be determined by the Board of Directors from time to time.

This instrument prepared by:  
Attorney Robert L. Moore  
Kanetsky, Moore & DeBoer, P.A.  
227 Nokomis Avenue South  
Venice, Florida 34288  
Bar #108640

H09000092523 3

## **ARTICLE II 2**

### **PURPOSE**

**2.1 Purposes.** ~~The purpose of this corporation are for which the Association is organized is to provide an entity pursuant to Section 718.11 of the Florida Condominium Act for the maintenance, operation and management of, maintain and manage common, social and recreational facilities for members of the corporation at THE VENICE PARK CONDOMINIUM, a Condominium, (herein the "Condominium"), situated in Sarasota County, Florida, to provide for and maintain lawns, walks, and driveways, laundry facilities, swimming pool, administration for the condominium, exterior painting and maintenance of each unit, maintenance of common stairways, balconies and roofs, utilities servicing common elements, garbage and trash collection for the benefit of each unit, water and sewer facilities to each unit, fire and extended coverage insurance to the value thereof on common elements and each unit, collection and transmittal of real property taxes and other common obligations, public liability insurance on common elements; to protect the aesthetic qualities and beauty of a Condominium, to promulgate rules and regulations governing the use of the common, recreational and social facilities and grounds of a Condominium, as well as use and occupancy of the units, to undertake such activities and projects as will unite in companionship its members, and insure the continuation of enjoyable living conditions at a Condominium. In order to carry out these purposes the corporation shall have the powers provided by Florida Statute 617.024 (1971) as well as all other express and implied powers of corporation not for profit, provided or allowed by or through the laws of the State of Florida.~~

**2.2 Distribution of Income.** ~~The Association shall make no distribution of income to and no dividend shall be paid to its members, Directors or officers.~~

**2.3 No Shares of Stock.** ~~The Association shall not have or issue shares of stock. The Association shall not be operated for profit.~~

## **ARTICLE III 3**

### **POWERS**

**3.1 Common Law and Statutory Powers.** ~~The Association shall have all of the common-law and statutory powers of a corporation not in conflict with the terms of these Articles of Incorporation or the Florida Condominium Act.~~

**3.2 Specific Powers.** ~~The Association shall have all of the powers and duties set forth in the Condominium Act of the State of Florida, these Articles of Incorporation, the Bylaws and by the Declaration of Condominium (hereinafter the "Declaration") and all of the powers and duties reasonably necessary to maintain, manage and operate the Condominium pursuant to such Declaration and as it may be amended from time to time.~~

**3.3 Assets Held in Trust.** ~~All funds and properties acquired by the Association and the proceeds thereof 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 of the Association.~~

**3.4 Limitation on Exercise of Powers.** 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 of the Association.

~~QUALIFICATIONS OF MEMBERS AND MANNER OF ADMISSION:~~ The members of the corporation shall consist of the undersigned subscribers and such other persons as may be from time to time admitted to membership by the Board of Directors of the corporation in accordance with the provisions of the By-Laws of the corporation.

#### **ARTICLE IV 4** **MEMBERS**

**4.1 Members.** The members of the Association shall consist of all the record owners of units in the Condominium from time to time, 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 Change of Membership.** After receiving any approval of the Association 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, of a deed or other instrument establishing a change of record title to a unit in the Condominium. The owner designated by such instrument thereby automatically becomes a member of the Association and the membership of the prior owner is terminated.

**4.3 Limitation on Transfer of Shares of Assets.** 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.

**4.4 Voting.** The owner of each unit shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the Bylaws of the Association. Each member shall be restricted to one (1) vote except in all elections for Directors when each member shall have the right to vote, by ballot, for as many persons as there are Directors to be elected, or to distribute them on the same principle among as many candidates as he shall see fit.

**4.5 Multiple Owner Voting.** A membership may be owned by more than one (1) unit owner, provided that membership shall be held in the same manner as title to the unit. In the event ownership is in more than one (1) person, all of the owners of such membership shall be entitled collectively to only one (1) vote or ballot in the management of the affairs of the Association in accordance with the Declaration of Condominium, and the vote may not be divided between plural owners of a single membership.

**TERM OF EXISTENCE:** The term for which this corporation is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statute 617, as amended.

## **ARTICLE V 5**

### **SUBSCRIBERS**

**5.1 Names and Addresses of Subscribers.** The name and residences of the subscribers to these Articles ~~are~~ were as follows:

NAME:	RESIDENCE:
Betsy L. Keaton	5617- 9 <sup>th</sup> Avenue Dr. W., Bradenton, Florida
Herb Blessing	1711 Spring Creek, Sarasota, Florida
Saramae C. Green	618 Magellan, Sarasota, Florida

## **ARTICLE VI 6**

### **OFFICERS AND DIRECTORS**

~~The affairs of this corporation shall be managed by a governing board called the Board of Directors who shall be elected at the regular meeting of the corporation. Vacancies of the Board of Directors may be filled until the next annual meeting, in such manner as provided by the By-Laws. The corporation shall have a Board of Directors of three (3) persons initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by shall never be less than three (3). The officers shall be: a President, Vice President, Secretary, Treasurer. They shall be selected by the Board of Directors. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such times as shall be provided in the By-Laws of the corporation.~~

**6.1 Board of Directors.** ~~The affairs of the Association shall be managed by a governing board called the Board of Directors. The number of Directors may be increased or diminished from time to time as adopted in the Bylaws, but shall never be less than three (3). The members of the Board of Directors shall perform such duties, hold office for such terms, and take office at such times as shall be provided in the Bylaws of the Association.~~

**6.2 Election of Directors.** ~~The Directors of the Association shall be elected at the Annual Members' Meeting in the manner determined by the Bylaws of the Association.~~

**6.3 Vacancies.** ~~Vacancies of the Board of Directors may be filled until the next Annual Members' Meeting, in such manner as provided by the Bylaws.~~

## **ARTICLE VII 7**

### **NAMES OF OFFICERS**

**7.1 Officers.** ~~The names of the officers who are to serve until the first appointment or election next following the filing of these Articles of Incorporation, pursuant to Florida Statutes Chapter 617, as amended, are as follows: The affairs of the Association shall be administered by a President, Vice President, Secretary, Treasurer and such other officers as may be designated in the Bylaws of the Association. The officers shall be elected by the Board of Directors at its first meeting following the Annual Members' Meeting of the Association and shall serve at the pleasure of the Board of Directors. The names of the original first officers who served are as follows:~~

**NAME:**

Betsy L. Keaton  
Herb Blessing  
Saramae C. Green

**OFFICE:**

President  
Vice President  
Secretary - Treasurer

**7.2 Powers.** The Directors and officers may lawfully and properly exercise the power set forth in Article 3, particularly those set forth in Section 3.2.

**ARTICLE 8**  
**INDEMNIFICATION**

**8.1 Indemnification.** Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of 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 at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement the Indemnification shall apply only when the Board of Directors approves 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. No officer, Director or member shall be personally liable for any debt or other obligation of the Association, except as provided in the Declaration of Condominium.

**ARTICLE VIII 9**  
**BOARD OF DIRECTORS**

~~**NAMES AND ADDRESSES OF DIRECTORS:** The first Board of Directors who shall served until all of the condominium units have been sold or until such time as they shall resign, whichever shall first occur, at which time a meeting shall be called for the purpose of electing a successor or successors, pursuant to Florida Statutes, Chapter 617, as amended are were:~~

**NAME:**

Betsy L. Keaton  
Herb Blessing  
Saramae C. Green

**RESIDENCE:**

5617- 9<sup>th</sup> Avenue Dr. W., Bradenton, Florida  
1711 Spring Creek, Sarasota, Florida  
618 Magellan, Sarasota, Florida

**ARTICLE IX 10**  
**BYLAWS**

**10.1 Bylaws.** The Bylaws of this Association may be amended, altered or rescinded as provided therein.

## **ARTICLE IX 11** **AMENDMENTS**

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

(a) Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of a meeting at which a proposed amendment is to be considered.

(b) Resolution. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than twenty percent (20%) of the voting interest of the Association.

(c) Adoption. These Articles of Incorporation can be amended, altered or replaced only upon an affirmative vote of not less than two-thirds (2/3rds) of the members who cast a vote, in person or by proxy, at a properly called Members' Meeting. Members not present in person at the Members' Meeting considering the amendment, may express their approval in writing, by limited proxy, provided such proxy vote is delivered to the Secretary prior to the Members' Meeting.

(d) Amendments. All amendments shall be in the form prescribed by Section 718.112, Florida Statutes.

(e) Execution and Recording. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment to the Declaration and Bylaws, which certificate shall be executed by the President or Vice President and attested by the Secretary or Assistant Secretary of the Association with the formalities of a deed. The amendment shall be effective when the certificate and a copy of the amendment is filed with the Florida Secretary of State and recorded in the Public Records of Sarasota County.

~~BY-LAWS: The By-Laws of this corporation may be made, altered or rescinded from time to time in whole or in part only by the affirmative vote of the Board of Directors. At such time as all the condominium units are sold the By-Laws of this corporation may then be made, altered or rescinded from time to time in whole or in part by the affirmative vote of two-thirds (2/3) of the members of the corporation at a regular annual meeting of the corporation or a meeting called for that purpose.~~

## **ARTICLE X 12** **TERM**

**12.1 Term.** The term for which this Association is to exist shall be perpetual, unless the Condominium is terminated pursuant to the provisions of the Declaration and, in the event of such termination, the Association shall be dissolved pursuant to the provisions of Florida Statute Chapter 718, as amended.

~~AMENDMENT OF ARTICLES OF INCORPORATION: These Articles of Incorporation may be amended only by the Board of Directors. At such time as all the condominium units are sold these articles may then be amended by a two-thirds (2/3) vote of the members present~~



and voting at any regular meeting of the corporation, provided, however, that these Articles of Incorporation shall not be amended unless written notice is first given of the proposed amendment to each corporate member of the corporation, not less than fifteen (15) days prior to the regular meeting of the corporation.

**ARTICLE XI 13**  
**MISCELLANEOUS**

~~Section 1.~~ **13.1 Liability.** No officer, ~~d~~Director or member shall be personally liable for any debt or other obligation of the corporation, except as provided in the Declaration of Condominium or as otherwise provided for in Florida law.

~~Section 2.~~ Each member shall be restricted to one (1) vote, except in all elections for Directors, each member shall have the right to vote, in person or by proxy, for as many persons as there are Directors to be elected, or to distribute them on the same principle among as many candidates as he shall see fit.

~~Section 3.~~ A membership may be owned by more than one owner, provided that membership shall be held in the same manner as title to the unit. In the event ownership is in more than one (1) person, all of the owners of such membership shall be entitled collectively to only one (1) vote or ballot in the management of the affairs of the corporation in accordance with the Declaration of Condominium, and the vote may not be divided between plural owners of a single membership.

~~Section 4.~~ The members of the corporation shall be subject to assessment for the costs and expenses of the corporation in operating the multi-unit buildings, in accordance with the Declaration of Condominium, these Articles of Incorporation, and the By-Laws of the corporation. The By-Laws of the corporation may not change or alter this Section 4, Article XI.

~~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.~~ Any manner or controversy or dispute between members or between a member and the corporation shall be settled by arbitration by and in accordance with the rules of the American Arbitration Association and the Statutes of the State of Florida.

~~Section 7.~~ **13.2 Subject to Terms.** The members of this corporation Association shall be subject to all of the terms, conditions, restrictions and covenants contained in the Declaration of Condominium, these Articles of Incorporation, and the By-Laws of the corporation Association.

IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their hands and seals and cause these Articles of Incorporation to be executed this 8<sup>th</sup> day of APRIL, 2009.

ATTEST:

THE VENICE PARK HOMEOWNERS  
ASSOCIATION, INC.By: Dolly BellettPrint Name: Dolly Grillett  
as SecretaryBy: Robert J. HoltgreinePrint Name: ROBERT J. HOLTGREINE  
as President

WITNESSES:

Joyce E. Williams  
JOYCE E. WILLIAMSSharon B. Johnson  
SHARON B. JOHNSONSTATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida at large, personally appeared ROBERT J. HOLTGREINE as President, and DOLLY BELLETT, as Secretary, of THE VENICE PARK HOMEOWNERS' ASSOCIATION, INC., and they acknowledge before me that they are such officers of said corporation; and they executed the foregoing Amended and Restated Articles of Incorporation on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that they are authorized to execute said Amended and Restated Articles of Incorporation and that the execution thereof is the free act and deed of said corporation. They are personally known to me or have produced their driver's licenses as identification and did not take an oath.

WITNESS my hand and official seal at Sarasota County, Florida this 8<sup>th</sup> day of APRIL, 2009.

Joyce E. Williams  
Printed Name of Notary:  
JOYCE E. WILLIAMS  
Notary Public  
Commission # \_\_\_\_\_

My Commission Expires:

