

# 729804

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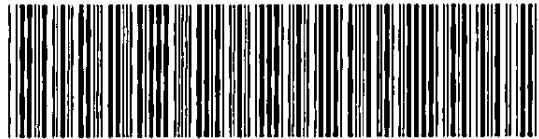
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2024 MAY 21 AM 11:41

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**VIA FIRST-CLASS MAIL ONLY**

May 16, 2024

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

Re: Certificate of Amendment to the Articles of Incorporation  
Sanseair, Inc.  
Our Matter No.: 10199-002

Dear Sir/Madam:

Please find enclosed a copy of the recorded Certificate of Amendment to the Articles of Incorporation for Sanseair, Inc., originally filed with the Secretary of State of Florida on May 30, 1974, and assigned Document Number 729804. Our check number 303400094 in the amount of \$35.00 is enclosed for the amendment filing fee.

Also, please stamp and return the enclosed copy of the Certificate of Amendment in the self-addressed stamped envelope provided.

Thank you for your assistance in this matter, and if you have any questions, please do not hesitate to contact me.

Sincerely,

Monique E. Parker, Esquire  
MEP/cm  
Enclosures

cc: Sanseair, Inc., *via e-mail only*

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2024 MAY 21 AM 11:41

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF SANSEAIR, INC.  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

This instrument amends and restates the Articles of Incorporation of SanSeair, Inc., which were originally filed with the Secretary of State of Florida, May 30, 1974, and recorded in the Public Records of Pinellas County in Official Records Book 4213, Page 1094.

ARTICLE 1. The name of this corporation shall be SanSeair, Inc.

ARTICLE 2. The purpose for which this corporation is organized shall be to maintain and operate the multi-unit residential building and the land upon which said building shall be situated, in Pinellas County, State of Florida, a condominium, known as SanSeair, a Condominium, and the land on which said building shall be located being more particularly described in the Declaration of Condominium thereto; and to transact all business necessary and proper in connection with the operation of said property for the mutual benefit of its members; to operate said property for the sole use and benefit of its members, without attempting to make any profit or other gains for the corporation; and to perform any other act for the well-being of member residents, without partiality or undue inconvenience as between member residents; and to perform any other act in maintaining an atmosphere of congeniality and a high standard of occupancy by and for its member residents; and to maintain a high standard of the physical appearance of the building; to formulate Bylaws, rules and regulations, and to provide for the enforcement thereof. The corporation shall also have such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein, and as permitted by Chapter 617, Florida Statutes, entitled "Corporations Not For Profit."

ARTICLE 3. The term for which this corporation shall exist, shall be perpetual.

ARTICLE 4. The affairs of the corporation shall be managed by a Board of Directors, which shall consist of not less than (3) and not more than (7) members who shall be elected annually in accordance with the Bylaws. The officers of the corporation shall also be elected annually by the Board of Directors of the corporation in accordance with the Bylaws.

ARTICLE 5. The powers of SanSeair, Inc., (herein after "the Association"), shall include and be governed by the following provisions:

- 5.1 The Association shall have all of the common law and statutory powers of a corporation not for profit and not in conflict with the terms of these Articles of Incorporation or the Condominium Act.
- 5.2 The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles of Incorporation and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium, pursuant to the Declaration as it may be

amended from time to time. Without limiting the generality of the foregoing, the Association shall have all of the powers reasonably necessary to implement the purposes of the corporation, including, but not limited to, the following:

- (A) To make, establish and enforce reasonable rules and regulations governing the use of units, common elements, limited common elements, and other condominium property, as said terms are defined in the Declaration of Condominium.
- (B) To make, levy and collect assessments against owners and others to provide the funds to pay for common expenses of the condominium, as such terms are defined in the Declaration of Condominium, and to use and expend the proceeds of assessments in the exercise of the powers and duties of the corporation.
- (C) To maintain, repair, replace and operate the condominium property, including without limitation, all portions of the property which the corporation has the right and power to maintain, repair, replace and operate in accordance with the Declaration of Condominium, and to borrow money when necessary for the purpose of same in the manner set forth in the Bylaws.
- (D) To reconstruct improvements on the property after casualty or other loss, and to further improve the property.
- (E) To enforce by legal means the provisions of the Declaration of Condominium, the Bylaws, any rules and regulations adopted by the Board of Directors, and all documents, rights or obligations referred to therein.
- (F) To contract for the management of the property, and to delegate to such contractors all powers and duties of the corporation to the extent permitted by the Declaration of Condominium.
- (G) To acquire leaseholds, memberships or other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the condominium intended to provide for the enjoyment, recreation or other use or benefit of the owners.
- (H) To acquire by purchase or otherwise land pursuant to, and as defined in the provisions of the Declaration of Condominium.
- (I) To approve or disapprove the transfer, mortgage and ownership of units as provided by the Declaration of Condominium.
- (J) To employ personnel to perform the services required for proper operation of the condominium.

5.3 All funds and the titles to 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 of the Association.

5.4 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 6. The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE 7. No officer, director, or member shall be personally liable for any debt or other obligation of the corporation, except as provided in the Declaration of Condominium and the Florida Statutes. Every director and every officer of the corporation shall be indemnified by the corporation against any expenses and liabilities including counsel fees reasonably incurred by or imposed upon him in connection with 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 of the corporation or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE 8. Membership and voting rights in the corporation shall be governed by the following provisions:

8.1 Only record owners of dwelling units in the condominium shall be members of the corporation, and no other persons or entities shall be entitled to membership. Membership shall be established by the acquisition of record ownership of fee title to a unit (excluding cabana units), whether by conveyance, devise, judicial decree, or otherwise, subject to the provisions of the Declaration of Condominium, and by the delivery to the corporation of a true copy of the deed or other instrument transferring title. The new owner(s) designated in such deed or other instrument shall thereupon become member(s) of the corporation, and the membership of the prior owner(s) as to the unit designated shall be terminated. The share of a member in the funds and assets of the corporation, and membership in this corporation, cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to the unit.

8.2 The members of the corporation are entitled to one (1) vote for each unit owned by them. The total number of votes ("voting interests") is equal to the total number of units (excluding cabana units) and is not divisible. If a unit is owned by one natural person, individually or as trustee, his right to vote shall be established by the record title to the unit. If a unit is owned jointly by two or

more persons, that unit's vote may be cast by any of the owners provided only one vote shall be cast. If the multiple owners cannot agree how to vote, and attempt to cast votes which are in conflict with those cast by another owner, the vote for that unit will not be counted. The vote of an owner which is not a natural person shall be cast by any officer of a corporation, or any partner or managing agent of another type of entity. There shall be no cumulative voting.

- 8.3 The members of this corporation shall be subject to assessment for the costs and expenses of the corporation in operating the condominium in accordance with the Declaration of Condominium, these Articles of Incorporation, and the Bylaws of the corporation.
- 8.4 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.
- 8.5 The members of the corporation, individually, are responsible for all maintenance and repair within and about their condominium units.
- 8.6 Any matter of controversy or dispute between members or between a member and the corporation shall be settled in accordance with Florida Statutes as amended from time to time.
- 8.7 The members of this corporation shall be subject to all the terms, conditions, covenants and restrictions contained in the Declaration of Condominium, these Articles of Incorporation, and the Bylaws of the corporation.

ARTICLE 9. Amendments to these Articles of Incorporation may be proposed by the Board of Directors, or by a petition signed by at least twenty-five percent (25%) of the unit owners, provided that any amendment proposed by the unit owners is subject to editing as to form and legality by legal counsel for the Association. The specific wording of any proposed amendments must be provided to all owners at least fourteen (14) days prior to the meeting where the voting will take place, together with a notice of the membership meeting where the proposed amendments will be discussed and voted upon, and a proxy form for the owners to allow someone else to vote on their behalf if they are unable to attend the meeting. Approval of any amendments must be as follows:

- (A) At least a majority of all members (52 members) must participate in the voting process in person or by proxy for the vote to be valid.
- (B) Proposed amendments must be approved by at least two-thirds (2/3) of those members who cast a vote.
- (C) As to any amendments which are approved, a Certificate of Amendment signed by the president or vice president, with two witnesses and a notary, will be recorded in the Pinellas County Public Records with the approved amendments.

ARTICLE 10. This corporation shall provide and may contract for recreational facilities to be used by the condominium unit owners for recreational and social purposes.

ARTICLE 11. The principal place of business of this corporation shall be at such place or places as may be designated by the Board of Directors from time to time.

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END OF THE AMENDED AND RESTATED ARTICLES OF INCORPORATION

FILED  
2024 MAY 21 AM 11:41  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

Prepared by and return to:  
Monique E. Parker, Esq.  
Rabin Parker Gurley, P.A.  
2653 McCormick Drive  
Clearwater, Florida 33759

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF  
INCORPORATION OF SANSEAIR, INC.

I hereby certify, in accordance with the requirements of the applicable Florida Statutes and the governing documents of the Association, the Articles of Incorporation of SanSeair, Inc., recorded in Official Records Book 4213, Page 1094, Public Records of Pinellas County, Florida, were adopted at a duly called meeting of the members of the SanSeair, Inc., on February 27, 2024. The Amended and Restated Articles of Incorporation are attached hereto. The Declaration of Condominium Ownership of SanSeair, Inc., a Condominium, was originally recorded in Official Records Book 4213, Page 1025, Public Records of Pinellas County, Florida.

IN WITNESS WHEREOF, the SanSeair, Inc., has caused this instrument to be signed by its duly authorized officer on this 16<sup>th</sup> day of April, 2024.

[Signature]  
(Signature of Witness #1)  
GARY GRIGLAK  
(Printed Name of Witness #1)  
[Signature]  
(Signature of Witness #2)  
BRANKA SEKULIC  
(Printed Name of Witness #2)

SANSEAIR, INC.

By: [Signature]  
(Signature)  
Jennifer Griglak President  
(Printed Name and Title)

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 16<sup>th</sup> day of April, 2024, by JENNIFER GRIGLAK, as PRESIDENT of the SanSeair, Inc., on behalf of the corporation, and ☒ is personally known to me or ☐ has produced \_\_\_\_\_ as identification.

[Signature]  
NOTARY PUBLIC - State of Florida at Large  
My Commission Expires: April 10, 2025

