

730868

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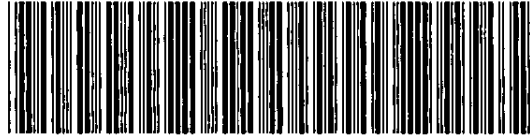
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15 MAY 18 AM 11:21
STATE OF MISSISSIPPI
DEPARTMENT OF REVENUE

MAY 26 2015
C LEWIS



Law Office of Craig B. Hill, P.L.
625 East Lime Street, Suite 5 | Lakeland, Florida 33801
phone 863.937.9381 | fax 863.937.9382 | www.chill-law.com

Craig B. Hill
cbhill@chill-law.com

May 14, 2015

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

Via First Class U.S. Mail

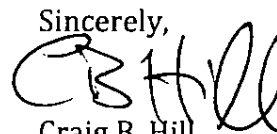
RE: Amended and Restated Articles of Incorporation – The Bluffs of Christina
Condominium Association, Inc.
Document Number: 730868

To whom it may concern:

Please file the enclosed Amended and Restated Articles of Incorporation and furnish us a certified copy once filed.

Also enclosed is this firm's check #2776 in the amount of \$43.75 for processing and a self-addressed, stamped envelope for mailing the certified copy to us. Please do not hesitate to contact me should you have any questions in this regard.

Thank you for your assistance.

Sincerely,

Craig B. Hill

CBH/cmg
Enclosures (as noted)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
15 MAY 18 AM 11:21

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE BLUFFS OF CHRISTINA CONDOMINIUM ASSOCIATION, INC.**

Document Number 730868

The undersigned officer of **The Bluffs of Christina Condominium Association, Inc.**, a Florida not for profit corporation, does hereby certify that the attached Amended and Restated Articles of Incorporation of said corporation are a true and correct copy of the Amended and Restated Articles of Incorporation, as amended pursuant to Article XIV of the Articles of Incorporation, by the corporation's membership at a duly called and noticed meeting of the members held March 19, 2013. The attached Amended and Restated Articles of Incorporation were adopted by the members and the number of votes cast was sufficient for approval.

SEE ATTACHED AMENDED AND RESTATED ARTICLES OF INCORPORATION

WITNESS my signature hereto this 22 day of January, 2015, at Lakeland, Polk County, Florida.

**THE BLUFFS OF CHRISTINA
CONDOMINIUM ASSOCIATION, INC.**

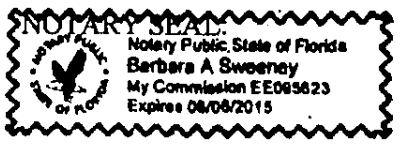
BY: Nancy M. Cote

Print Name: Nancy M. Cote

Title: President

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 22 day of January, 2015, by NANCY M. COTE (print name), as the President of **THE BLUFFS OF CHRISTINA CONDOMINIUM ASSOCIATION, INC.**, a Florida not for profit corporation, on behalf of the corporation. He is ~~personally known to me~~, or has produced _____ as identification and did take an oath.



Barbara A Sweeney
Notary Public, State of Florida
Print Name: Barbara A Sweeney
My Commission No.: EE095623
My Commission Expires: 06/06/2015



**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

THE BLUFFS OF CHRISTINA CONDOMINIUM ASSOCIATION, INC.

FILED
FLORIDA STATE
DIVISION OF CORPORATIONS
15 MAY 18 AM 11:21

These are the Amended and Restated Articles of Incorporation for The Bluffs of Christina Condominium Association, Inc. originally filed with the Florida Department of State the 4th day of October, 1974, under Charter Number 730868. Matters of only historical interest have been omitted.

1. NAME. The name of the corporation is THE BLUFFS OF CHRISTINA CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Condominium of The Bluffs of Christina I - XIV, a Condominium as "Declaration," these Articles of Incorporation as the "Articles," and the By-Laws of the Association as the "Bylaws."

2. PURPOSE. The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718 of the Florida Statutes, commonly referred to as the Florida Condominium Act (the "Act"), as it may be amended and/or renumbered from time to time, for the operation of those certain condominiums located in Polk County, Florida, and known as the following: The Bluffs of Christina I, a Condominium; Bluffs of Christina II, a Condominium; Bluffs of Christina III, a Condominium; Bluffs of Christina IV, a Condominium; Bluffs of Christina V, a Condominium; Bluffs of Christina VI, a Condominium; Bluffs of Christina VII, a Condominium; Bluffs of Christina VIII, a Condominium; Bluffs of Christina IX, a Condominium; Bluffs of Christina X, a Condominium; Bluffs of Christina XI, a Condominium; Bluffs of Christina XII, a Condominium; Bluffs of Christina XIII, a Condominium; and Bluffs of Christina XIV, a Condominium (collectively, the "Condominiums"). Said Condominiums shall be operated on a not-for-profit basis for the mutual use, benefit, enjoyment and advantage of the individual residents of said Condominiums; to make such improvements, additions and alterations to said Condominiums as may be necessary or desirable from time to time as authorized by the respective Declarations of said Condominiums and the Bylaws of the Association; to purchase and own real or personal property; and to conduct and transact all business necessary and proper in the management, operation and maintenance of said Condominiums; all as agents of the Owners of the Condominium Parcels of the said Condominiums.

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BECKER & POLLAKOFF, P.A.
2500 MAITLAND CENTER PARKWAY, SUITE 209
MAITLAND, FLORIDA 32751
(407) 875-0955

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 and/or of the Act.

4.2 **Enumeration.** The Association shall have all the powers set forth in the Act except as limited by the Declaration, these Articles, and the Bylaws (all as amended and/or supplemented from time to time), and all of the powers reasonably necessary to operate the Condominiums, including but not limited to, the following:

4.2.1 To make and collect assessments and other charges against Members as Owners of any Unit, 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 Condominiums.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property, Association Property and/or other property (whether real or personal) acquired and/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 Owners.

4.2.5 To make and amend reasonable Rules and Regulations for the maintenance, conservation and use of the Condominium Property and/or for the recreation, comfort, and welfare of the Owners, and the administration of the Association.

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, other applicable laws, the Declaration, these Articles, the Bylaws, the Rules and Regulations, and/or the policies of the Association.

4.2.8 To contract for the management of the Condominiums 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.

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4.2.9 To employ personnel to perform the services required for proper operation of the Condominiums.

4.2.10 To make contracts and incur liabilities, borrow money at such rates of interest as the Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income, including but not limited to assessments.

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 and/or Officers. This provision shall not apply to the distribution of insurance proceeds as provided in the Declaration, nor the distribution of proceeds affiliated with termination or condemnation, as provided in the Declaration and the Act, nor reimbursement for expenses as may be authorized by the Board of Directors.

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

5. MEMBERS. The Members of the Association shall consist of all of the record Owners of Units in the Condominiums, and after termination of any of the Condominiums 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, pledged 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 (1) 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. Those Members whose voting rights are suspended pursuant to the terms of the Condominium Documents and/or Florida law shall not be entitled to cast the vote assigned to the Unit for which the suspension was levied during the period of suspension and such Voting Interests shall be subtracted from the required number of votes when calculating any required vote or quorum for the period during which such suspension exists. The term "Voting Interests", as used in these Articles and/or in the Bylaws, means and refers to the arrangement established in the Condominium Documents by which the Owners of each Unit collectively are entitled to one (1) vote in the Association matters. There are 150 Units, so the total number of Voting Interests of the Association is 150. Matters affecting the entire Association (all Condominiums), as determined by the Board of Directors, shall be decided by

the Voting Interests of the Association. By way of example, but not limitation, the election of Directors, the recall of Directors, the waiver of financial reporting requirements, alterations of Association Property, certain alterations of Common Elements, certain amendments to the Declaration of Condominium, amendments to the Articles of Incorporation, and amendments to the Bylaws, are decided by the Voting Interests of the Association.

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; however, if the Association is dissolved, the property consisting of the surface water management system will be conveyed to an appropriate agency of local government. If this is not accepted, then the surface water management system will be dedicated to a similar non-profit corporation.

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, but which shall consist of not less than three (3) Directors.

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/or the Rules and Regulations (all as amended and/or supplemented from time to time) shall be exercised exclusively by the Board of Directors, subject only to approval by Members 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 twenty-five percent (25%) 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. Written notice setting forth the proposed amendment or a summary of the changes 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. A resolution for the adoption of a proposed amendment may be adopted by the approval of a majority of the entire Voting Interests of the Association, either in person or by proxy, and the vote being taken at a duly noticed meeting at which a quorum is present, or by the written agreement of two-thirds (2/3^{rds}) of the entire Voting Interests. Amendments correcting errors, omissions or scrivener's errors may be executed by the Officers of the Association, upon Board approval, without need for a vote of the Association's membership.

10.5 Effective Date. An amendment when adopted shall become effective after being recorded in the Public Records of Polk County, Florida 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 the Act, Chapter 617 of the Florida Statutes and/or other applicable statutes or administrative regulations, as each may be amended and/or renumbered 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 without the need to change these Articles. The Board of Directors without a vote of the Members, may also 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, 718, and/or such other statutes or administrative regulations as required for the operation of the Association, all as amended and/or renumbered 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 an 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 Unit shall join in the execution of the amendment, and all other Owners approve the amendment.

11. INDEMNIFICATION.

11.1 Indemnity. The Association shall indemnify any Officer, Director, or Committee Member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, Officer, or Committee Member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, unless: (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she 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 he or she had reasonable cause to believe his conduct was unlawful; and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding 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 failed to act in good faith and in a manner which he or she 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 his or her conduct was unlawful. It is the intent of the membership of the Association, 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. In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association.

11.2 Defense. 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 Section 11.1 above, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

11.3 Advances. Reasonable expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, or Committee Member to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Association as authorized by this Article 11.

11.4 Miscellaneous. The indemnification provided by this Article 11 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or Committee Member 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 on behalf of any person who is or was a Director, Officer, Committee Member, employee, or agent of the Association, or a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the duty to indemnify him or her against such liability under the provisions of this Article 11.

12. 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.

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