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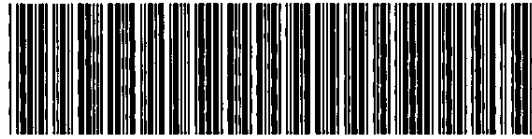
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GOEDE / ADAMCZYK / DeBOEST / CROSS  
ATTORNEYS AND PROFESSIONAL COUNSEL  
INFO@GADCLAW.COM / WWW.GADCLAW.COM

April 12, 2017

Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, FL 32314

Re: El Mirador Condominium Association, Inc. Amended and Restated Articles of Incorporation

Dear Sir/Madam:

Enclosed are an original and one copy of the Amended and Restated Articles of Incorporation of El Mirador Condominium Association, Inc., along with a check for \$43.75 to cover the filing fee, and fee to obtain a certified copy. Please return the certified copy to our office in the envelope provided.

If you have any questions or need additional information, please do not hesitate to contact me.

Very truly,  
GOEDE, ADAMCZYK, DEBOEST  
& CROSS, PLLC

Jean M. Morningstar-Drysch  
Paralegal to Attorney  
Richard D. DeBoest

/jmd

Enclosures as stated

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DIVISION OF CORPORATIONS

2017 APR 17 PM 4:15

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
EL MIRADOR CONDOMINIUM ASSOCIATION, INC.

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida not for profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

Amended and Restated Articles of Incorporation.  
See attached Exhibit "A" for full text.

SECOND: The date of adoption of the amendments was January 31, 2017.

THIRD: Adoption of Amendment (Check one):

The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the Board of Directors.

EL MIRADOR CONDOMINIUM ASSOCIATION, INC.

  
\_\_\_\_\_  
Signature of Officer

IRVIN HAWKES  
\_\_\_\_\_  
Print Name of Officer

President \_\_\_\_\_  
Title of Officer

FEB. 28, 2017  
\_\_\_\_\_  
Date

**NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION.  
FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**EL MIRADOR CONDOMINIUM ASSOCIATION, INC.  
(AN OVER 55 COMMUNITY)**

Pursuant to Section 617.0201(4), Florida Statutes, the Articles of Incorporation of El Mirador Condominium Association, Inc., a Florida corporation not for profit, originally incorporated under the same name on June 13, 1975 are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.0201(4), Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.0201(4) and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation shall henceforth be as follows:

**ARTICLE I**

**NAME:** The name of the corporation, herein called the "Association", is El Mirador Condominium Association, Inc., and its address shall be as listed with the Florida Department of State Division of Corporations.

**ARTICLE II**

**PURPOSE AND POWERS:** The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of El Mirador Condominium and El Mirador West Condominium, both of which are located in Lee County, Florida. The Association, as originally created, shall act as a multi-condominium association as provided in Chapter 718, Florida Statutes.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida and of a condominium association under the Florida Condominium Act, except as expressly limited or modified by these Articles, the Amended, Restated and Combined Declarations of Condominium, and the Amended and Restated Bylaws; and it shall have all of the powers and duties reasonable necessary to operate the Condominiums pursuant to the condominium documents as they may hereafter be amended, including but not limited to the following:

ARTICLES OF INCORPORATION  
EXHIBIT "C"

- (A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the condominium property and association property.
- (C) To purchase insurance for the protection of the Association and its members.
- (D) To repair and reconstruct improvements after casualty, and to make further improvements of the condominium property.
- (E) To make, amend and enforce reasonable rules and regulations governing the operation of the Association and the use, maintenance, occupancy, alteration, transfer and appearance of units, common elements and limited common elements, subject to any limits set forth in the Amended, Restated and Combined Declarations of Condominium.
- (F) To approve or disapprove the transfer, leasing and occupancy of units, as provided in the Amended, Restated and Combined Declarations of Condominium.
- (G) To enforce the provisions of the Condominium Act, the Amended, Restated and Combined Declarations of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.
- (H) To contract for the management and maintenance of the condominiums and the condominium property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Amended, Restated and Combined Declarations of Condominium to be exercised by the Board of Directors or the membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominiums.
- (J) To borrow money as necessary to perform its other functions hereunder.
- (K) To grant, modify or move any easement in the manner provided in the Amended, Restated and Combined Declarations of Condominium.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Amended, Restated and Combined Declarations of the Condominium, these Articles of Incorporation and the Bylaws.

### ARTICLE III

#### ARTICLES OF INCORPORATION EXHIBIT "C"

MEMBERSHIP:

- (A) The members of the Association shall be the record owners of a fee simple interest in one or more units in the Condominiums, as further provided in the Bylaws.
- (B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.
- (C) The owners of each unit, collectively, shall be entitled to one vote in Association matters as provided in the Amended, Restated and Combined Declarations of Condominium and Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

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

ARTICLE VI

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association shall be administered by a Board of Directors consisting of five (5) Directors as per the Bylaws.
- (B) Directors of the Association shall be elected by 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.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by a written petition to the Board, signed by at least one-fourth (1/4th) of the voting interests of the Association.
- (B) Procedure. Upon any amendment to these Articles being proposed by said Board or unit owners, such proposed amendment shall be submitted to a vote of the owners not later than the next annual meeting for which proper notice can be given.
- (C) Vote Required. Except as otherwise provided by Florida law, a proposed amendment shall be adopted if it is approved by at least two-thirds (2/3) of the voting interests of the Association who are present and voting, in person or by proxy, at any annual or special meeting called for the purpose. Amendments may also be approved by written consent of two thirds (2/3) of the total voting interests in the Association. The Board of Directors shall have the authority to amend these Articles to correct scrivener's errors or omissions, and amend and restate the Articles in order to consolidate into one document amendments previously adopted by the members or the Board. Amendments adopted by the Board shall occur at a duly noticed Board meeting (with adoption of the amendments set forth on the agenda).
- (D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a Certificate of Amendment in the Public Records of Lee County, Florida, with the formalities required by the Condominium Act.

#### ARTICLE VIII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer committee member or employee of the Association against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer, committee member or employee of the Association. The foregoing right of indemnification shall not be available if a judgement or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor.
- (B) A violation of criminal law, unless the individual had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the individual derived an improper personal benefit.

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. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which an individual may be entitled.