

743254

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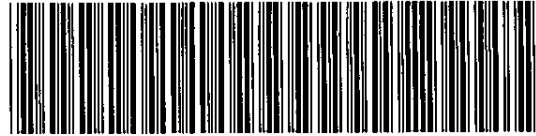
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*Amended &  
Restated*



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2014 NOV 12 PM 3:04

FILED

*DR*  
11/20/14

**BECKER &  
POLIAKOFF**

Yeline Goin, Esquire  
Phone: (239) 433-7707 Fax: (239) 433-5933  
ygoin@bplegal.com

November 10, 2014

Six Mile Corporate Park  
12140 Carissa Commerce Court, Suite 200  
Fort Myers, Florida 33966

4001 Tamiami Trail North, Suite 410  
Naples, Florida 34103

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

**Re: Sandalfoot Condominium Association, Inc.**

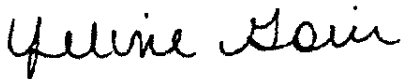
To Whom It May Concern:

Enclosed please find Articles of Amended and Restated Articles of Incorporation for the above-referenced Corporation along with check number 6082 in the amount of \$35.00 to cover the cost of filing.

Please return a copy of the filed document to my attention. An extra copy of the document is enclosed herewith for your use.

Thank you for your attention to this matter.

Very truly yours,



Yeline Goin, Esquire  
For the Firm

YG/sdi  
Enclosures (as stated)  
ACTIVE: 6408198\_1

**SECOND AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**SANDALFOOT CONDOMINIUM ASSOCIATION, INC.**

FILED  
2014 NOV 12 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These are the Amended and Restated Articles of Incorporation for the Sandalfoot Condominium Association, Inc. originally filed with the Florida Department of State the 14<sup>th</sup> day of June 1978 under Charter Number 743254. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapter 617, Florida Statutes.

**1. NAME.** The name of the corporation is SANDALFOOT CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Condominium as "Declaration," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

**2. PURPOSE.** The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of that certain Condominium located in Lee County, Florida, and known as Sandalfoot Condominium (the "Condominium").

**3. DEFINITIONS.** The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration as amended from time to time, and the Florida Condominium Act (Chapter 718, Florida Statutes) as it exists on the date of recording these Articles, or as it may be amended from time to time, unless herein provided to the contrary, or unless the context in the public records, otherwise requires. References to other Florida statutes or administrative rules shall mean the version as it exists on the date of recording these Articles in the public records, or as it may be amended from time to time.

**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 or of the Act.

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

**4.2.1** To make and collect Assessments and other Charges against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

Exhibit "B" to the Second Amended and Restated Declaration of Condominium  
(Second Amended and Restated Articles of Incorporation)

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**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 Condominium.

**4.2.3** To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property and other property acquired 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 Unit Owners.

**4.2.5** To make and amend reasonable Rules and Regulations for the maintenance, conservation and use of the Condominium Property and for the recreation, comfort, and welfare of the Unit 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 the policies of the Association.

**4.2.8** To contract for or hire an employee for the management of the Condominium and any facilities used by the Unit Owners, and to delegate to the party with whom such contract has been entered into or who is so employed 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.

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

**4.2.10** To make contracts and incur liabilities, borrow money at such rates of interest as the Board 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 or Officers. This provision shall not apply to the distribution of its 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.

Exhibit "B" to the Second Amended and Restated Declaration of Condominium  
(Second Amended and Restated Articles of Incorporation)

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**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 Condominium, and after termination of the Condominium 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 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 only be one weighted vote for each Unit, which vote shall be exercised or cast in the manner provided by the Condominium Documents. Any person or entity owning more than one Unit shall be entitled to one weighted 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.

**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.

**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. Directors must be a Unit Owner or the spouse of a Unit Owner.

**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 the Rules and Regulations (all as amended 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.

Exhibit "B" to the Second Amended and Restated Declaration of Condominium  
(Second Amended and Restated Articles of Incorporation)

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**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 ten percent (10%) 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.** Copies of proposed amendments 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 a vote of two-thirds ( $2/3^{\text{rds}}$ ) of the Voting Interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present, or by the written agreement of two-thirds ( $2/3^{\text{rds}}$ ) 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 Association membership vote.

**10.5 Effective Date.** An amendment when adopted shall become effective upon being recorded in the Lee County Public Records 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, Florida Statutes or other applicable statutes or administrative regulations, as amended 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, if approved at a properly noticed Board meeting. The Board of Directors, at a duly noticed Board meeting, without a vote of the Members, may adopt by

Exhibit "B" to the Second Amended and Restated Declaration of Condominium  
(Second Amended and Restated Articles of Incorporation)

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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, and the Act, or such other statutes or administrative regulations as required for the operation of the Association, all as amended from time to time.

**11. 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.

ACTIVE: 5023787\_5

Exhibit "B" to the Second Amended and Restated Declaration of Condominium  
(Second Amended and Restated Articles of Incorporation)

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LAW OFFICES  
BECKER & POLIAKOFF, P.A.  
SIX MILE CORPORATE PARK • 12140 CARISSA COMMERCE COURT, SUITE 200 • FORT MYERS, FL 33966  
TELEPHONE (239) 433-7707

**ARTICLES OF AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Sandalfoot Condominium Association, Inc.

SECOND: The attached Second Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Second Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 4<sup>th</sup> day of September 2014.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:  
(TWO)

SANDALFOOT CONDOMINIUM  
ASSOCIATION, INC.

*[Signature]*  
Signature  
KENNETH LANGE  
Printed Name

*[Signature]*  
Signature  
Graciela Bell  
Printed Name

BY: *[Signature]*  
Ken Morrison, President

Date: 10/23/14

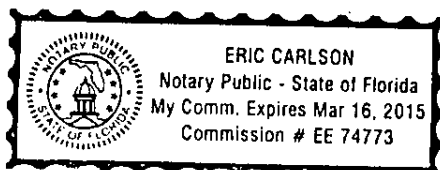
ATTEST: *[Signature]*  
Harry Fleck, Secretary

Date: 10/23/14

(CORPORATE SEAL)

STATE OF FL  
COUNTY OF Lee ) SS:

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of October 2014, by Ken Morrison as President of Sandalfoot Condominium Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) MI DL FL DL as identification.



*[Signature]*  
Notary Public  
Eric Carlson  
Printed Name

My commission expires: 3-16-15