

747773

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300268412103

01/15/15--01015--016 **43.75

FILED
2015 JAN 15 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CC
Amended/Restated
@ 1.15.15

Joseph R. Cianfrone, Esq.
Stephan C. Nikoloff, Esq.*
Tiffany A. Grant, Esq.
Daniel J. Greenberg, Esq.
Jennifer M. Sinclair, Esq.

**also admitted in PA*

Neil E. Polster, Esq.
Of Counsel

**CIANFRONE, NIKOLOFF, GRANT
GREENBERG & SINCLAIR, P.A.**
ATTORNEYS AT LAW

1964 Bayshore Blvd., Suite A
Dunedin, Florida 34698
(727) 738-1100
Fax (727) 733-0042
www.attorneyjoe.com
law@attorneyjoe.com
Jennifer@attorneyjoe.com

January 12, 2015

VIA EXPRESS MAIL

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: The Harbour Condominium Association, Inc.
Document No. 74773**

Dear Sir/Madam:

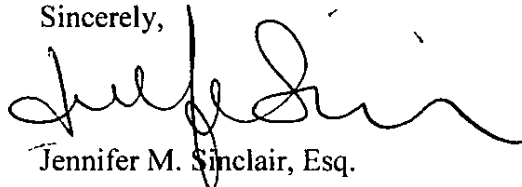
Enclosed please find the original and one copy of the Articles of Amendment for the Harbour Condominium Association, Inc., along with a check in the amount of \$43.75, payable to the Department of State, submitted for filing.

Please return all correspondence and a requested certified copy to the following:

Jennifer M. Sinclair, Esq.
Cianfrone, Nikoloff, Grant, Greenberg & Sinclair, P.A.
1964 Bayshore Boulevard, Suite A
Dunedin, FL 34698

For further information concerning this matter, please contact the undersigned at (727) 738-1100.

Sincerely,



Jennifer M. Sinclair, Esq.

JMS:mab

cc: Board of Directors

Enclosures: Original and Copy of Articles of Amendment

Cianfrone, Nikoloff, Grant,
Greenberg & Sinclair, P.A.
1964 Bayshore Boulevard, Suite A
Dunedin, Florida 34698

FILED
2015 JAN 15 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE
AS TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
THE HARBOUR CONDOMINIUM ASSOCIATION, INC.**

Pursuant to the provisions of Sections 617.1006 and 617.1007, Florida Statutes, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation. Pursuant to Article II of the Articles of Incorporation, the members are entitled to vote on the proposed amendments and amendments to the Articles may be adopted by not less than fifty-one (51%) percent of the total voting interests of the entire membership of the Association. We hereby certify that the attached Amended and Restated Articles of Incorporation for The Harbour Condominium Association, Inc., a corporation not-for-profit, organized pursuant to the laws of the State of Florida, were duly adopted by at least fifty-one (51%) of the total voting interests of the entire membership of the Association, at a duly called meeting of the Members on December 10, 2014.

These Amended and Restated Articles of Incorporation of The Harbour Condominium Association, Inc. relate to the Association referenced in the Declaration of Condominium of The Harbour – A Condominium, as originally recorded in O.R. Book 4975, Page 802 et seq. of the Public Records of Pinellas County, Florida, as same has been amended from time to time.

IN WITNESS WHEREOF, THE HARBOUR CONDOMINIUM ASSOCIATION, INC., has caused this Certificate to be executed in accordance with the authority hereinabove expressed this 8th day of January, 2014. 5

THE HARBOUR CONDOMINIUM ASSOCIATION,
INC.

By:

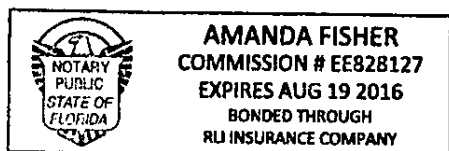
Michael Novak
Michael Novak, President

ATTEST:

Steven A. Schell
Steven Schell, Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

2015 The foregoing instrument was acknowledged before me this 8th day of January, 2014, by Michael Novak, as President, and Steven Schell, as Secretary, of THE HARBOUR CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me or have produced FL Drivers Licenses as identification.



Amanda Fisher
NOTARY PUBLIC
State of Florida at Large
My Commission Expires: 8/19/16

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

TABLE OF CONTENTS

<u>ARTICLE 1. NAME</u>	1
<u>ARTICLE 2. PURPOSE</u>	1
<u>ARTICLE 3. POWERS</u>	1
<u>ARTICLE 4. MEMBERSHIP</u>	2
<u>ARTICLE 5. EXISTENCE</u>	2
<u>ARTICLE 6. OFFICERS</u>	3
<u>ARTICLE 7. DIRECTORS</u>	3
<u>ARTICLE 8. INDEMNIFICATION</u>	3
<u>ARTICLE 9. BY-LAWS</u>	3
<u>ARTICLE 10. AMENDMENT</u>	3
<u>ARTICLE 11. RESIDENT AGENT AND REGISTERED AGENT</u>	4

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

FILED
2015 JAN 15 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the original Articles of Incorporation were recorded as Exhibit No. 4 to the Declaration of Condominium recorded at Official Records ("O.R.") Book 4975, Page 802, et. seq., of the Public Records of Pinellas County, Florida, and were amended by that Certificate of Amendment to the Declaration of Condominium and By-Laws and Articles of Incorporation of The Harbour Condominium Association, Inc. recorded in O.R. Book 10695, Page 285, Public Records of Pinellas County, Florida, (collectively the "Articles"); and

WHEREAS, the Board of Directors and the membership have voted to amend and restate the Articles by a vote of not less than fifty-one percent of the total voting interests of the Association pursuant to the Amendment provisions of the Articles.

NOW THEREFORE, the Articles of The Harbour Condominium Association, Inc., is hereby amended and restated in its entirety to read as follows:

1. NAME

The name of the corporation shall be THE HARBOUR CONDOMINIUM ASSOCIATION, INC. Hereinafter the corporation shall be referred to as the "Association", with its principal registered office located at 1591 Gulf Boulevard, Sand Key, Clearwater, Florida 33515. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

2. PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes 1975, and as thereafter amended, hereinafter called the "Condominium Act", for the operation of The Harbour, a Condominium created pursuant to the provisions of the Condominium Act by that Declaration of Condominium originally recorded at O.R. Book 4975, Page 802, et. seq. of the Public Records of Pinellas County, Florida ("condominium").

3. POWERS

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles of Incorporation or the Condominium Act.

3.2 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 and as it may be amended from time to time.

3.3 All funds and the titles to all properties acquired by the Association, and their proceeds, shall be held in trust for the use and benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the By-Laws of the Association.

3.4 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 By-Laws.

3.5 The Association shall have the power and authority to levy, charge, assess and collect fees, charges and assessments from the Unit Owners as allowed by the Declaration of Condominium.

3.6 Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(7) of the Internal Revenue Code and its regulations as the same now exist or as they may be hereinafter amended from time to time.

3.7 The corporation shall have no power to declare dividends, and no part of its net earnings shall inure to the benefit of any member or director of the corporation or to any other private individual. The corporation shall have no power or authority to engage in activities which consist of carrying on propaganda or otherwise attempting to influence legislation or to participate in, or intervene in, any political campaign on behalf of any public office, except that nothing herein shall be deemed to prohibit the Board of Directors in its judgment, to determine to pay regular dues to a voluntary or neighborhood civic association which operates, at least in part, for the purpose of increasing and preserving property values within the geographic location of Sand Key in which The Harbour is located.

3.8 The corporation shall have no capital stock.

4. MEMBERSHIP

4.1 The members of the Association shall consist of all of the record owners of Units in the Condominium, hereinafter referred to as "Units", 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 Membership shall be acquired by recording in the Public Records of Pinellas County, a deed or other instrument establishing record title to a Unit in the Condominium, the Owner designated by such instrument thus becoming a member of the Association, and the membership of the prior Owner being thereby terminated, provided, however, any party who owns more than one Unit shall remain a member of the Association so long as he shall retain title to or a fee ownership interest in any Unit.

4.3 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 his Unit.

4.4 On all matters upon which the member shall be entitled to vote, there shall be one vote for each Unit, which vote may be exercised or cast in such manner as may be provided in the By-Laws of the Association. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit he owns.

5. EXISTENCE

The Association shall have perpetual existence.

6. OFFICERS

The affairs of the Association shall be administered by a President, a Vice President, and by a Secretary and a Treasurer, or by a Secretary/Treasurer, and such other officers as the Board of Directors may from time to time designate. No person may hold the office of President and Secretary simultaneously. Officers of the Association shall be those set forth herein or elected by the Board of Directors 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.

7. DIRECTORS

7.1 The affairs of the Association shall be managed by a Board of Directors who shall be members of the Association. The Board shall consist of not less than three (3) nor more than five (5) Directors; provided, however, that the Board shall consist of an odd number of members.

7.2 Directors of the Association shall be elected at the annual meeting of the membership in the manner provided by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

8. INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceedings or the 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 of the Association, whether or not he is a Director or officer at the time such expense are incurred, except when the Director or officer is adjudged guilty of willful misfeasance, malfeasance, or nonfeasance, in the performance of his duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or officer may be entitled.

9. BY-LAWS

The By-Laws of the Association have been adopted and may be altered, amended or rescinded in the manner provided therein.

10. AMENDMENT

These Articles of Incorporation shall be amended in the following manner:

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

10.2 A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Association or by the members of the Association. A member may propose such an amendment by instrument in writing directed to any member of the Board of Directors signed by not less than ten (10%) percent of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President, or, in the event of his refusal or failure to act, the Board of Directors, shall call a meeting of the membership to be held not sooner than fourteen (14) days nor later than sixty (60) days thereafter for the purpose of considering said amendment. Amendments to these Articles must be approved by the affirmative vote of not less than fifty-one percent (51%) of the voting

interests of the Association who are present, in person or by proxy, and voting at a meeting of the members at which a quorum has been obtained.

10.3 Provided, however, that no amendment shall make any material changes in the qualification for membership nor the voting rights of the members, nor any change in Paragraph 3.3, without approval in writing by all members and the joinder of all record Owners of mortgages on the Condominium Units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

10.4 A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Pinellas County, Florida.

11. RESIDENT AGENT AND REGISTERED AGENT

The corporation hereby appoints Joseph R. Cianfrone, of Cianfrone, Nikoloff, Grant, Greenberg, and Sinclair, P.A., located at 1964 Bayshore Boulevard, Suite A, Dunedin, FL 34698, as its Resident and Registered Agent to accept service of process within this State. The Association's Board of Directors may change such registered agent, from time to time, by filing appropriate notice of such change with the Florida Secretary of State.

IN WITNESS WHEREOF, THE HARBOUR CONDOMINIUM ASSOCIATION, INC., has caused these Amended and Restated Articles of Incorporation, as properly approved by the membership at that meeting held on December 10, 2014, to be executed in accordance with the authority hereinabove expressed this 8th day of January, 2014.

THE HARBOUR CONDOMINIUM ASSOCIATION, INC.

By: Michael Novak
Michael Novak, President

ATTEST: Steven A. Schell
Steven Schell, Secretary