

748208

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

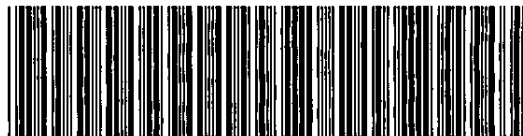
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Special Instructions to Filing Officer:

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per
Jennifer Daley
on
7-5-16
DC

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06/14/16--01047--024 **35.00

16 JUL -5 PM 4:05
DIVISION OF CORPORATIONS
SECRETARY OF STATE

JUL 05 2016
C McNAIR

JUN 23 2016
C McNAIR



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 JUL -5 PM 4:05

June 23, 2016

JENNIFER L. DALY, ESQ.
HILL LAW FIRM, P.A.
456 S. TAMiami TrL
OSPREY, FL 34229

SUBJECT: TOWN 'N COUNTRY CONDOMINIUM ASSOCIATION, INC.
Ref. Number: 748208

We have received your document for TOWN 'N COUNTRY CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair
Regulatory Specialist II

Letter Number: 216A00013242

COVER LETTER

TO: Amendment Section
Division of Corporations

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 JUL -5 PM 4:05

NAME OF CORPORATION: TOWN 'N COUNTRY CONDOMINIUM ASSOCIATION, INC.

DOCUMENT NUMBER: 748208

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JENNIFER L. DALY, ESQ.

(Name of Contact Person)

HILL LAW FIRM, P.A.

(Firm/ Company)

456 S. TAMiami TRL.

(Address)

OSPREY, FL 34229

(City/ State and Zip Code)

LILL@LILLDENHAM.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JENNIFER L. DALY, ESQ.

941-244-0098

(Name of Contact Person)

at

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

HILL LAW FIRM

Cindy A. Hill, Esq.

456 S. Tamiami Trail
Osprey, FL 34229

Jennifer L. Daly, Esq.

www.hill-lawpa.com

Telephone: (941) 244-0098

Facsimile: (941) 244-0548

June 10, 2016

Via: U.S. Mail

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

16 JUL -5 PM 4:55
DIVISION OF CORPORATIONS
STATE OF FLORIDA

Re: Town 'N Country Condominium Association, Inc. Amended Articles

Dear Secretary of State:

Enclosed please find the Amendments to the Articles of Incorporation of Town 'N Country Condominium Association. Also, enclosed is a check in the amount of \$35.00 for the filing fee for the documents.

Please record the Amendments in the Records of the State of Florida and return the original filed documents in the enclosed self-addressed stamped envelope.

If you have any questions regarding this matter, please feel free to contact me at your earliest convenience.

Sincerely,



Jennifer L. Daly, Esq.
For the Firm

Enclosure

2 This instrument prepared by:
Hill Law Firm, P.A.
456 S. Tamiami Trail
Osprey, FL 34229

SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 JUL -5 PM 1:05

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF TOWN 'N COUNTRY CONDOMINIUM ASSOCIATION, INC.
A Florida Not-For-Profit Corporation**

KNOW ALL MEN BY THESE PRESENTS:

That heretofore, TOWN 'N COUNTRY CONDOMINIUM ASSOCIATION, INC. was formed by the recording of Declaration of Condominium of Town 'N Country (the "Original Declaration"), in Official Records Book 1328, Pages 1820 et seq. in the Public Records of Sarasota County, Florida.

These are the Amended and Restated Articles of Incorporation of Town 'N Country Condominium Association, Inc. The original Articles of Incorporation were recorded as an exhibit to the Original Declaration, in Official Records Book 1328, Pages 1820, et seq. as subsequently amended in the Public Records of Sarasota County, Florida. Town 'N Country Condominium Association, Inc., has been organized pursuant to Chapter 718, Florida Statutes, for the maintenance, operation, and management of Town 'N Country Condominium, located in Sarasota County, Florida.

Pursuant to Section 718.112, Florida Statutes, the Articles of Incorporation of Town 'N Country Condominium Association, Inc. are hereby amended and restated in their entirety by the recording of this Amended and Restated Articles of Incorporation of Town 'N Country Condominium Association, Inc. ("Articles of Incorporation").

This is a substantial rewording of the Articles of Incorporation. See original Articles of Incorporation text and prior amendments for text that is amended by this document.

I. NAME

The name of the corporation shall be TOWN 'N COUNTRY CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as "the Association."

II. GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the Condominium known as Town 'N Country, located in Sarasota County, Florida, and to perform all acts provided in the Original Declaration of said Condominium, originally recorded in Official Records Book 1328, Pages 1820 et seq. of the Public Records of Sarasota County and pursuant to Chapter 718, Florida Statutes as amended ("the Condominium Act").

III. POWERS

The Association by and through its Board of Directors ("Board") shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Condominium Act and the Declaration and Bylaws, including, but not limited to the following:

1. To make, amend and collect annual and special assessments against members as unit owners to defray the cost, expenses and losses of the Condominium, and to make special assessments against members as unit owners for maintenance or repair which is the responsibility of the unit owner.

2. To use the proceeds of assessments in the exercise of its powers and duties.

3. To maintain, repair, replace and operate the condominium property, which right shall include the irrevocable right to access each unit during reasonable hours as may be necessary for such maintenance, repair or replacement of any of the common elements therein, or accessible therein or there from, or for making an emergency repair therein, that may be necessary to prevent damage to the common elements, or to another unit or units.

4. To purchase insurance upon the condominium property, and insurance for the protection of the Association and its members as unit owners.

5. To reconstruct the improvements after casualty and to further improve the property.

6. To make and amend reasonable rules and regulations regulating the use of the Condominium property.

7. To approve or disapprove the transfer, mortgage, ownership and lease of units in the Condominium, as provided in the Declaration and Bylaws.

8. To enforce by legal means the provisions of the Condominium Act, the Declaration, these Articles of Incorporation, Bylaws and the rules and regulation for the use of the Condominium property.

9. To levy fines for violation of approved condominium rules and regulations, or violations of the provisions of the Declaration, these Articles of Incorporation or Bylaws, all as set forth in the Bylaws.

10. To contract for the management, operation and administration of the Condominium and to delegate to such contractor all powers and duties of the Association, except as specifically required by the Declaration to be performed by or have the approval of the Board or the membership of the Association.

11. To employ personnel for reasonable compensation to perform the services as required for the proper administration of the purposes of the Association.

12. To pay taxes and assessments which are liens against any part of the Condominium, other than the individual units, unless the individual unit or units are owned by

the Association, and to assess the same against the unit and the owner of the unit which is subject to such liens.

13. To purchase a unit or units in the Condominium in accordance with the provisions of the Declaration and to hold, lease, mortgage and convey the same.

14. To enter into agreements for construction of recreation facilities, buildings, or master television or telecommunication systems, and other amenities or facilities for the benefit of the unit owners and to borrow money for the purpose of carrying out such construction, and to mortgage, lease or otherwise provide security for the repayment of said funds.

15. In the event of a structural and safety emergency, the Board may exercise the emergency powers and any other powers authorized by the provisions of the Condominium Act and Sections 718.1265, 617.0207 and 617.0303, Florida Statutes, all as amended from time to time.

IV. MEMBERS

The members of the Association shall consist of all persons owning a condominium unit of Town 'N Country Condominium as evidenced by a duly recorded deed or other appropriate instrument of conveyance, in the Public Records of Sarasota County, Florida. Membership in the Association shall terminate automatically and immediately as a member's interest in the title terminates, except that upon termination of the entire Condominium then membership shall consist of those who were members at the time of each conveyance of the respective units to the trustee as provided in the Declaration.

Each change of membership in the Association shall be established by both securing the approval of the Association as required by the Declaration, and delivery to the Secretary of a copy of the recorded deed or other instrument of conveyance.

The share of a member in the funds and assets of the corporation cannot be assigned or transferred in any manner except as an appurtenance to his unit.

V. VOTING RIGHTS

Each condominium unit shall be entitled to one vote at Association meetings, as provided in the Bylaws or Declaration, notwithstanding that the same owner may own more than one unit. The manner of exercising voting rights shall be determined by the Bylaws.

VI. EXISTENCE

The Association shall exist perpetually unless dissolved according to law.

VII. REGISTERED OFFICE AND REGISTERED AGENT

The office of the Association is located at 3380 Magic Oak Ln., Sarasota, Florida 34232. The Association's Registered Agent is currently Lill Dunham, 3380 Magic Oak Ln., Sarasota, Florida 34232. The Board may change the Association's registered agent and office in the manner provided by law.

VIII. BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) directors. The Board shall always consist of an odd number of directors. Directors must be members of the Association.

Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the Bylaws and by the Condominium Act. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws and by the Condominium Act.

IX. OFFICERS

The affairs of the Association will be managed by the officers whose positions and duties are set forth in the Bylaws. The officers shall be elected by the Board at its first meeting following the annual meeting of the Association, and shall serve at the pleasure of the Board. The Board shall elect from its members a President, Vice President, Secretary, Treasurer and other such officers they shall deem desirable, consistent with the By-Laws.

X. INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses, liabilities, and settlements, including attorney's fees reasonably incurred by or imposed upon him in connection with any legal or administrative proceeding to which he may become involved by reason of him being or having been a director or officer of the Association, whether or not he is a director or officer at the time of the expenses, unless the director or officer is adjudged by a Florida court of competent jurisdiction to have committed gross negligence, fraud, willful misfeasance and/or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all right of indemnification to which such director or officer may be entitled whether by statute, by common law, or otherwise.

The Association may also elect to indemnify any committee member or other appointee or volunteer if it believes such indemnification shall be in the best interests of the Association and the membership. The indemnification provided by this Article shall inure to the benefit of the heirs and personal representatives of such person.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

Anything to the contrary herein notwithstanding, the provisions of this Article X may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

XI. BYLAWS

The Bylaws of the Association may be amended, altered or rescinded by the Board at any duly called meeting of the members provided that the notice of meeting contains a full statement of the proposed amendment, a quorum is in attendance, and there be an affirmative vote of the majority of the qualified voting members of the Association.

XII. SUBSCRIBERS

The names and addresses of the original subscribers to the Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joseph Dziemianzuk	7766 S. Tamiami Trail Sarasota, Florida 33581
Joseph Cleary	7766 S. Tamiami Trail Sarasota, Florida 33581
Barbara A. Davis	7766 S. Tamiami Trail Sarasota, Florida 33581

XIII. AMENDMENTS

The Association may amend any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of the members. Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by any of the voting members. Such proposals shall set forth the proposed alteration, amendment or rescission and shall be in writing, filed by the members, and delivered to the President not less than twenty (20) days prior to the membership meeting at which such proposal is voted upon.

The Secretary shall give notice to each voting member setting out the proposed alteration, amendment or rescission and the time of the meeting at which such proposal will be voted upon. Such notice shall be given not less than fifteen (15) days prior to the date set for such meeting. Notice shall be given in the manner provided for in the By-Laws.

Any voting member may waive any or all of the requirements of this Article as to notice by the Secretary or proposals to the President for alteration, amendment or rescission of these Articles either before, at or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

No amendment shall be made which is in conflict with the Condominium Act or the Declaration.

[SEE CERTIFICATE FOR SIGNATURE PAGE]

APRIL 8, 2016

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

MAY 27, 2016

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated

June 7, 2016

Signature

[Signature]

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

(Typed or printed name of person signing)

Bill Donham

Treasurer

(Title of person signing)