

750911

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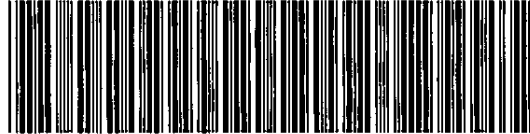
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SEP 8 2016

C LEWIS

**Harbortown Condominium Association of the Landings, Inc.**

c/o Suitor, Middleton, Cox & Associates  
15751 San Carlos Blvd. #8, Fort Myers, FL 33908  
Phone: 239-437-0340 \* Fax: 239-437-9378

August 8, 2016

Department of State  
Division of Corporations  
P O Box 6327  
Corp. Filing  
Tallahassee, FL 32314

To Whom It May Concern:

750911

Please be advised at a recent Special Owner Meeting, the Owners have voted to amend their Articles of Incorporation (attached).

Please file at your earliest convenience.

If you have any questions and/or concerns, please feel free to contact me.

Sincerely,

*Cindy Sprenger*

Cindy Sprenger, CAM  
Office Manager



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 22, 2016

HARBORTOWN CONDOMINIUM ASSOC OF THE LANDINGS INC  
C/O SUITOR MIDDLETON COX & ASSOCIATES  
15751 SAN CARLOS BLVD #8  
FORT MYERS, FL 33908 US

SUBJECT: HARBORTOWN CONDOMINIUM ASSOCIATION OF THE  
LANDINGS, INC.  
Ref. Number: 750911

We have received your document for HARBORTOWN CONDOMINIUM ASSOCIATION OF THE LANDINGS, 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):

You need to list the document as restated articles.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Restated Articles of Incorporation should include the manner in which directors are to be elected or appointed. The restated articles may provide that the method of election of the directors is as stated in the bylaws.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis  
Regulatory Specialist II

Letter Number: 216A00017702

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2016 AUG 23 AM 8:18

**HARBORTOWN CONDOMINIUM ASSOCIATION  
OF THE LANDINGS, INC.**

A Corporation Not-for Profit

750911

These are the Amended and Restated Articles of Incorporation for the HARBORTOWN CONDOMINIUM ASSOCIATION OF THE LANDINGS, INC. originally filed with the Florida Department of State the 4th day of February, 1980 under Charter Number 750911 and Amended and Restated the 7<sup>th</sup> day of 1990 and recorded in the public records of Lee County, Florida the 11<sup>th</sup> day of July 1990 in Official Records Book 2161 Page 2263. Matters of only historical interest have been omitted. Amendments included have been added pursuant to F.S. 617.

**ARTICLE I NAME: DEFINITIONS**

The name of the Condominium Association is HARBORTOWN CONDOMINIUM ASSOCIATION OF THE LANDINGS, INC. (Herein after sometimes referred to as Association). All capitalized terms contained in this instrument shall have the same defined meaning as contained in the Declaration of Condominium for HARBORTOWN CONDOMINIUM OF THE LANDINGS. ("Declaration"), unless otherwise provided to the contrary.

**ARTICLE II PURPOSE AND POWERS**

**Section 1 Purpose** - The purpose for which the Condominium Association is organized is to provide an entity for the operation and governance of Harbortown at the Landings, A Condominium (the "Condominium"), located upon lands in Lee County, Florida and said property being described in the recorded Declaration.

The Condominium Association shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

**Section 2 Powers** - The Condominium Association shall have all of the common law and statutory powers of a Florida Corporation not-for-profit which are not in conflict with the terms of these Articles.

The Condominium Association shall have all of the powers and duties contemplated in the Declaration of Condominium and the Florida Condominium Act, together with all of the powers and the duties reasonably necessary to operate the Condominium pursuant to the Declaration and the Act as they may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Condominium.

The powers and duties, which the Bylaws may set forth in more detail, shall include, but shall not be limited to, the following specific powers and duties:

(a) 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.

(b) To approve or disapprove the leasing, transfer, ownership, mortgaging and possession of units as may be provided by the Declaration.

(c) To maintain, repair, replace, reconstruct, add to, and operate the Condominium property and other property acquired or leased by the Association for use by Unit Owners.

(d) To purchase insurance and enter into contracts for services, utilities and other purposes as may be deemed appropriate.

(e) To make and amend reasonable Rules and Regulations.

(f) To enforce by legal means the provisions of the Florida Condominium Act, these Articles, the Declaration of Condominium, the Bylaws and any Rules and Regulations of the Condominium Association.

(g) To employ personnel to perform the services required for proper operation of the Condominium.

(h) To buy, own, operate, lease, sell, and trade both real and personal property, including Units, as may be necessary or convenient in the administration of the Association and the operation of the Condominium

(i) To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by the applicable laws of the State of Florida.

(j) To contract 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 the powers and duties of the Association except those which require specific approval of the Board of Directors or the membership of the Association.

(k) To bring suit as may be necessary to protect the Association's interests, the interests of the Association's Members, or the Condominium Property, and to be sued.

(l) 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, Assessments, special assessments, income or rights.

**Section 3 Condominium's 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 Declaration, these Articles and the Bylaws.

**Section 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 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.

**Section 5 Limitation** - The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws and the Act.

### **ARTICLE III TERM**

The Association shall have perpetual existence.

### **ARTICLE IV OFFICERS**

The officers of the Condominium Association shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time determine. The officers of this Condominium Association shall be elected for a term of one (1) year (unless otherwise provided in the Bylaws), and until a successor shall be elected and qualified, by the Board of Directors at their annual meeting and in accordance with the provisions provided therefor in the Bylaws of the Condominium Association.

### **ARTICLE V DIRECTORS**

**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 shall consist of not less than three (3) Directors. Directors must be members or the spouse of a member of the Association.

**Duties and powers** - All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.

**Election and 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.

### **ARTICLE VI MEMBERS**

**Membership** - The members of the Association shall consist 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.

**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.

**Voting** - On all matters which the membership shall be entitled to vote upon, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one unit shall be entitled to one vote for each Unit owned.

**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.

## **ARTICLE VII AMENDMENTS**

Amendments to these Articles of Incorporation shall be made in the following manner:

The Board of Directors shall adopt a resolution setting forth the proposed amendment and shall direct that it be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting.

Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided herein for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the total voting interests present in person or by proxy in the Association.

An amendment when adopted shall become effective after being recorded in the Lee County Public Records according to law and filed with the Secretary of State according to law.

These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Declaration. 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 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, 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.

Amendment, alteration or repeal of the Declaration or Bylaws shall be as provided therein.

## **ARTICLE VIII PRINCIPAL PLACE OF BUSINESS**

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.

## **ARTICLE IX INDEMNIFICATION**

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 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 did not act in good faith or in a manner he 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 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 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 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.

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

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 is not entitled to be indemnified by the Association as authorized by this Article 11.

However, if the Board, by majority vote, determines that the person seeking advancement did not act in good faith or in a manner he 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 had reasonable cause to believe his conduct was unlawful, the Association shall not be obligated to pay for any expenses incurred prior to the final disposition of the subject action.

The indemnification provided herein, 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.

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 and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the duty to indemnify him against such liability under the provisions of this Article.



CERTIFICATE OF AMENDMENT TO THE  
DECLARATION OF CONDOMINIUM OF  
HARBORTOWN CONDOMINIUM ASSOCIATION OF THE LANDINGS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2016 AUG 23 AM 8:18

WE HEREBY CERTIFY that the attached amendments to the Declaration of Condominium of Harbortown Condominium, amendments to the By-Laws, amendments to Exhibit "B", amendments to the Articles of Incorporation and Rules and Regulations of Harbortown Condominium Association of the Landings, Inc., which Declaration was originally recorded at O. R. Book 1403, Page 001, of the Public Records of Lee County, Florida), and subsequently amended and recorded April 16, 1980 Book 1421 Pages 1999-2005; February 14, 1990 Book 2128 Pages 2345 - 2353; July 11, 1990, Book 2161 Page 2214 - 2283; January 16, 1991, Book 2197 Pages 4669 - 4682; May 6, 1992 Page 2297 Page 3476; January 12, 1994, Book 2462 Pages 536 - 599; January 25, 1995 Book 2570 Page 1169 - 1186; December 30, 1996, Book 2776 Pages 3402 - 3404; March 30, 1998 Book 2939 Page 296 - 304; January 10, 2002, Book 3556 Page 4593 - 4594; July 25, 2008, Official Records 2008000200772 Pages 1 - 3; and December 17, 2008, Official Records 2008000328202 Pages 1 - 2, were duly adopted by the Association membership at the duly noticed members' meeting of the Association on the 20<sup>th</sup> day of July, 2016. Said amendments were passed by the proper percentage of votes of the voting interests of the Association.

IN WITNESS WHEREOF, we have affixed our hands this 20<sup>th</sup> day of July, 2016, at Lee County, Florida.

WITNESSES: *D*

HARBORTOWN CONDOMINIUM  
ASSOCIATION OF THE LANDINGS, INC.

*David W. Carlson*

Witness: Printed name

*David W. Carlson*

Witness: Printed Name

*Ann L. Dunlap*

*Ann L. Dunlap*

STATE OF FLORIDA )

) SS:

COUNTY OF LEE )

*Mark R. Benson*  
Mark R. Benson, President

*Jeffrey A. James*  
Jeffrey A. James, Secretary

(CORPORATE SEAL)

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of July, 2016 by Mark R. Benson as President and Jeffrey A. James as Secretary of Harbortown Condominium Association of the Landings, Inc., a Florida Corporation, on behalf of the corporation. They are personally known to me and did not take an oath.

*Cynthia J. Sprenger*  
Notary Public

*Cynthia J. Sprenger*  
Printed Name:

My commission expires:



CYNTHIA J. SPRENGER  
MY COMMISSION # FF 122505  
EXPIRES: July 11, 2018  
Bonded Thru Budget Notary Services