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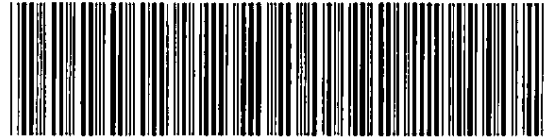
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September 26, 2023

Division of Corporations
Attn: Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Certificate of Amendment to the Articles of Incorporation
Imperial Oaks Condominium Association, Inc.
Our Matter No.: 10356-002

FILED
2023 OCT 12 PM 1:14
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Dear Sir/Madam:

Please find and record the enclosed original Certificate of Amendment to the Articles of Incorporation for the Imperial Oaks Condominium Association, Inc., originally filed with the Secretary of State of Florida on February 21, 1980, and assigned Document Number 751170. A check in the amount of \$35.00 is enclosed for the amendment recording fee.

Also, please stamp and return the enclosed copy of the Certificate of Amendment in the self-addressed stamped envelope provided.

Thank you for your assistance in this matter, and if you have any questions, please do not hesitate to contact me.

Sincerely,

Monique E. Parker, Esquire

MEP/mj
Enclosures
cc: Imperial Oaks Condominium Association, Inc.

2653 McCormick Drive
Clearwater, Florida 33759
(727) 475-5535
☒ Reply to this Address

WWW.RPGLAW.COM

8470 Enterprise Circle, Suite 309
Lakewood Ranch, Florida 34202
(941) 306-3964
☐ Reply to this Address
By appointment only

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
IMPERIAL OAKS CONDOMINIUM ASSOCIATION, INC.
(a corporation not for profit)

*Substantial rewording of the Articles of Incorporation.
Please see existing Articles of Incorporation for present text.*

This document restates, supersedes, replaces and amends, all previously recorded Articles of Incorporation of Imperial Oaks Condominium Association, Inc., which were originally filed with State of Florida, Department of State, on February 21, 1980, and recorded in Pinellas County, Florida Official Records Book 4980, page 1968 as Exhibit 2 of the Declaration of Condominium of Imperial Oaks.

ARTICLE 1. NAME AND ADDRESS. The name of this corporation is Imperial Oaks Condominium Association, Inc., hereinafter "Association." The principal place of business shall be designated from time to time by the Board of Directors.

ARTICLE 2. DEFINITIONS. The terms used herein shall be as defined in Chapter 718 of the Florida Statutes, hereinafter referred to as the "Condominium Act," and the Declaration of Condominium of Imperial Oaks.

ARTICLE 3. PURPOSE. The purpose for which the Association is organized is to provide an entity for the operation of the condominium property known as Imperial Oaks Condominium, created pursuant to the Condominium Act; to transact all business necessary and proper in connection with the operation of the condominium property for the mutual benefit of its members; to operate said condominium property for the sole use and benefit of its members; to perform any other act for the well-being of its members; and to perform any other act in maintaining an atmosphere of community and high standard of occupancy by and for its members. The Association shall also have such 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 Florida Statutes, Chapter 617, the "Florida Not-for-Profit Corporation Act" and the Condominium Act, both as amended from time to time. The Association shall not be operated for profit, no dividends shall be paid, and no part of the income of the Association shall be distributed to its members, directors, or officers.

ARTICLE 4. POWERS. The corporation shall have all of the common law and statutory powers of a corporation not-for-profit, and all of the powers of condominium associations under the Condominium Act, and all of the powers reasonably necessary to implement the purposes of the corporation, which are not in conflict with the terms of these Articles, the Declaration of Condominium, and the Bylaws of this corporation, all as amended from time to time.

ARTICLE 5. EXISTENCE. The Association shall have perpetual existence.

ARTICLE 6. BOARD OF DIRECTORS.

6.1 The affairs of the Association shall be managed by a Board of Directors. The number of Directors shall be as set forth in the Bylaws of the Association.

6.2 The Board of Directors shall be elected at the annual meeting of members in the manner determined by the Bylaws of the Association and applicable Florida Statutes.

ARTICLE 7. INDEMNIFICATION. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such director or officer in connection with any proceeding or the settlement of any proceeding to which such director or officer may be a party, or may be involved by reason of being or having been a director or officer of the Association, whether or not such individual is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of gross negligence or willful misfeasance in the performance of his or her duties, or in such cases where the proceeding arose out of actions taken outside the scope of the duties or office of the person involved. In the event of a settlement, the Board of Directors is entitled to make the determination of whether indemnification taken under this section is appropriate. 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.

ARTICLE 8. MEMBERS.

8.1 A person or persons or entity acquiring title to a unit in the condominium thereby becomes a member of the Association; membership in the Association ceases when a member's title to a unit is conveyed.

8.2 Each condominium unit is allocated one (1) vote, to be cast by the owner of the unit. In the event a unit shall be owned by more than one owner, the total owners of such unit shall collectively be entitled to cast the only vote attributed to such unit. Voting may be made by proxy in accordance with the provision of the Bylaws.

8.3 There shall be no cumulative voting.

8.4 The members of this Association shall be subject to all of the covenants, conditions, and restrictions contained in the Declaration of Condominium, these Articles of Incorporation, the Bylaws of the Association, and rules and regulations, as may be amended from time to time.

ARTICLE 9. BYLAWS. The operation of the Association shall be defined in the Bylaws.

ARTICLE 10. AMENDMENTS. Unit owners may propose an amendment to these Articles of Incorporation by instrument in writing directed to the president or secretary of the Board of Directors signed by not less than twenty percent (20%) of the total eligible voting interests in the condominium. Amendments may also be proposed by the Board of Directors by action of a majority of the Board of Directors at any regularly constituted meeting thereof. Any proposed amendments shall be subject to editing as to form and legality by the Association's legal counsel. Amendments must be approved by at least two-thirds (2/3) of the unit owners at a regular or special meeting called and noticed in accordance with the Bylaws or as evidenced by a consent executed by such number of unit owners. A copy of each amendment shall be attached to a document certifying that the amendment was duly adopted, and the said certificate shall be executed by the president or vice president of the Association and witnessed and notarized with

the formalities of a deed, and shall be effective upon recordation thereof in the Public Records of Pinellas County, Florida. Amendments to these Articles of Incorporation must also be filed with the Secretary of State.

ARTICLE 11. REGISTERED AGENT. The registered agent of the Association shall be determined by the Board of Directors from time to time, and shall be on file with the Florida Secretary of State.

END OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

Prepared by and return to:
Monique E. Parker, Esq.
Rubin Parker Gurley, P.A.
2653 McCormick Drive
Clearwater, Florida 33759

**CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF IMPERIAL OAKS CONDOMINIUM ASSOCIATION, INC.**

I hereby certify, in accordance with the requirements of the applicable Florida Statutes and the governing documents of the Association, the Articles of Incorporation of Imperial Oaks Condominium Association, Inc., originally recorded in Official Records Book 4980, Page 1968 et seq., in the Public Records of Pinellas County, Florida was amended at a duly called meeting of the members of the Imperial Oaks Condominium Association, Inc., on May 25, 2023. The adopted Amended and Restated Articles of Incorporation are attached hereto.

IN WITNESS WHEREOF, the Imperial Oaks Condominium Association, Inc., has caused this instrument to be signed by its duly authorized officer on this 14th day of September, 2023.

Michael Rivera
(Signature of Witness #1)
Michael Rivera
(Printed Name of Witness #1)
[Signature]
(Signature of Witness #2)
Sommer Trumb Lcam
(Printed Name of Witness #2)

IMPERIAL OAKS CONDOMINIUM
ASSOCIATION, INC.

By: William Croce
(Signature)
William Croce, President.
(Printed Name and Title)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 14th day of September, 2023, by William Croce as President of the Imperial Oaks Condominium Association, Inc., on behalf of the corporation, and ☒ is personally known to me or ☐ has produced _____ as identification.

My Commission Expires:

[Signature]
NOTARY PUBLIC - State of Florida at Large



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