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Division of Corporations

752266

001/008

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Florida Department of State
Division of Corporations
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CASA SIERRA CONDOMINIUM ASSOCIATION, INC.**

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T. BROWN

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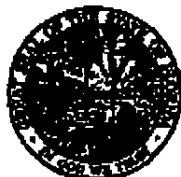
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9 pages



September 11, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CASA SIERRA CONDOMINIUM ASSOCIATION, INC.

5335 NORTH MERIDIAN STREET
INDIANAPOLIS, IN 46208US

SUBJECT: CASA SIERRA CONDOMINIUM ASSOCIATION, INC.
REF: 752266

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please correct the corporate name on the top of the page of the certificate.

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.

Teresa Brown
Regulatory Specialist II

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Letter Number: 413A00021343

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

(((H13000200979 3)))

AMENDED and RESTATED
ARTICLES OF INCORPORATION
OF
CASA SIERRA CONDOMINIUM ASSOCIATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
13 SEP 11 PM 2:45

Pursuant to the provisions of Chapter 617.1006 Florida Statutes, Casa Sierra Condominium Association, Inc., a Florida Not-For-Profit Corporation adopts the following as its Amended and Restated Articles of Incorporation. Substantial rewording of the entire Articles has been made from the original Articles Filed May 1, 1980 in the Florida Secretary of State's Office.

ARTICLE I. NAME AND ADDRESS

The name of this corporation is CASA SIERRA CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, hereinafter referred to as the "Association." The street address of the initial principal office of the Association, which is also the mailing address of the Association, is c/o Barnes Walker, Goethe & Hoonhout, Chartered, 3119 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE II. PURPOSE

The Association is organized as a corporation not for profit under the terms and provisions of Chapter 617 of the Florida Statutes, and is a condominium association, as referred to and authorized by Section 718.111 of the Florida Statutes. The specific purpose for which the Association is organized is to provide an entity responsible for the operation of a condominium located in Holmes Beach, Manatee County, Florida, known as CASA SIERRA Condominium, hereinafter referred to as the Condominium. The Declaration of Condominium, and any amendments thereto, whereby the Condominium has been or will be created is hereinafter

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referred to as the Declaration. The owners and sole member of the Condominium are Poseidon Adventures II, LLC, a Florida limited liability company.

The foregoing paragraph enumerates the specific purpose of the Association, but it is expressly provided hereby that such enumeration shall not be held to limit or restrict in any manner the purposes or powers of the Association otherwise permitted by law.

ARTICLE III. POWERS AND DUTIES

Section 1. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the Declaration and Chapter 718 of the Florida Statutes, hereinafter referred to as the Condominium Act.

Section 2. The Association shall have all of the powers and duties set forth in the Condominium Act, as lawfully modified by these Articles of Incorporation, the Bylaws of the Association, or the Declaration, including but not limited to the following specific powers and duties:

(a) To levy, collect and enforce Assessments against Members of the Association to defray the cost, expenses and losses of the Condominium, and to use the proceeds of Assessments in exercising the Association's powers and performing its duties.

(b) To operate the Condominium Property.

(c) To purchase insurance for the protection of the Association and its Members.

(d) To enforce by legal means the provisions of the Condominium Act, and the Condominium Documents.

(e) To grant, relocate or modify such easements with respect to the Common Elements or otherwise as may be not inconsistent with the Condominium Documents.

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(f) To employ personnel, including accountants, architects, attorneys, appraisers, surveyors, engineers and other professional personnel, to furnish services required for the operation of the Condominium.

(g) To borrow money if reasonably necessary to carry out the other powers and duties of the Association.

(h) To enter into agreements, or acquire leaseholds, memberships and other possessory, ownership or use interests in lands and facilities, if they are intended to provide enjoyment, recreation or other use or benefit to the Owners of the Units.

(i) To sue and be sued.

(j) To acquire, own, hold, improve, maintain, repair, replace, convey, sell, lease, transfer and otherwise dispose of property of any kind or nature.

(k) To exercise such other power and authority to do and perform every act or 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 and consistent with the Condominium Documents.

ARTICLE IV. LIMITATION ON ACTIVITIES

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any member, director or officer of the Association; provided, however, the Association may pay compensation in a reasonable amount for services rendered, may confer benefits on its members in conformity with its purposes, and may make rebates of excess membership dues, fees or assessments. The amount of earnings, if any, is not to be taken into account in any manner for the purpose of determining whether there should be a rebate or the amount of any rebate.

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ARTICLE V. TERM OF EXISTENCE

ARTICLE VI. MEMBERS

ARTICLE VII. BOARD OF DIRECTORS

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ARTICLE VIII. OFFICERS

Section 1. The officers of the Association shall be a President, one or more Vice Presidents (if determined to be necessary by the Board of Directors), a Secretary and a Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed from time to time as provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the Association until the first annual meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>
President	Robb Bauman
Vice President	Ronald Bauman
Secretary	John Cannon
Treasurer	John Cannon

Section 3. The officers shall be elected at each annual meeting of the Board of Directors or as provided in the Bylaws, and each shall serve until his or her successor is chosen and qualified, or until his or her earlier resignation, removal from office or death.

Section 4. The officers shall have such duties, responsibilities, and powers as provided in the Bylaws and the Florida Statutes.

ARTICLE IX. INDEMNIFICATION

To the extent permitted by law, the Association shall indemnify and hold harmless every Director and every Officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by, or imposed on, him in connection with any legal proceeding, or settlement or appeal of such proceeding to which he may be made a party because of his being or having been, a Director or Officer of the Association. The foregoing right to indemnification shall not be available if a judgment or other final adjudication

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establishes that the actions or omissions to act of such Director or Officer were material to the cause adjudicated and involved one or more of the following:

- (a) willful misconduct or a conscious disregard for the best interests of the Association; or
- (b) a violation of criminal law, unless the Director or Officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful; or
- (c) an act or omission which was committed in bad faith or with malicious purpose, or any manner exhibiting wanton or willful disregard for human rights, safety or property; in an action by or in the right of someone other than the Association or a Member.

In the event of a settlement the right to indemnification shall not apply unless a majority of the disinterested directors approves the settlement as being in the best interests of the Association. The foregoing right to indemnification shall be in addition to, and not exclusive of, all the rights to which a Director or Officer may be entitled.

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE XI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Association is c/o Barnes Walker, Goethe & Hoonhout, Chartered, 3119 Manatee Avenue West, Bradenton, Florida 34205, and the name of the initial registered agent of this Association located at that address is Robert A. Hoonhout.

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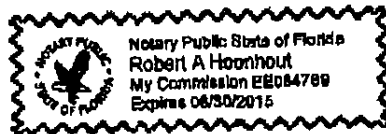
WHEREFORE, for the purpose of amending the Certificate of Incorporation under the provisions of Chapter 617 of the Florida Statutes, the undersigned, constituting the President hereof, has executed these Amended and Restated Articles of Incorporation this 27th day of August, 2013.



Robb A. Bauman, President

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 27th day of August, 2013, by Robb A. Bauman, who is personally known to me.

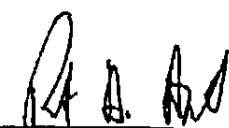

Notary Public

ROBERT A. HOONHOUT

Typed, Printed or Stamped Name of Notary

ACCEPTANCE

I hereby accept designation as Registered Agent of the above-named corporation, and I am familiar with and accept the obligations of the position.


Robert A. Hoonhout

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CASA SIERRA CONDOMINIUM ASSOCIATION, INC.**CERTIFICATE OF RESOLUTION**

Recorded with
Manatee County Florida Clerk
Access Official Records at
www.ManateeClerk.com

The undersigned, being the duly elected, qualified and serving Secretary of Casa Sierra Condominium Association, Inc. (the "Corporation"), hereby certifies that the following is a true and complete copy of a resolution adopted as of August 27, 2013 by the Board of Directors of the Corporation and Members by unanimous consent without a meeting in accordance with the provisions of the By-Laws of the Corporation:

WHEREAS, it is desirable and in the best interest of the Corporation that it amend its antiquated 1980 governing documents by amending and restating its Declaration, By-Laws, Articles of Incorporation, and add new rules which will require substantial rewording of all documents;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation be and it is hereby authorized to execute any and all documents necessary or desirable to amend and restate its governing documents;

BE IT RESOLVED,, that the President, Robb Bauman of the Corporation, be and is hereby authorized and instructed to execute and deliver for and on behalf of the Corporation all documents and instruments required or desirable in connection with the amendments and that he is authorized and directed in the name and on behalf of the Corporation to take such other action and execute and deliver such other documents as may be necessary or appropriate to consummate the transaction contemplated hereby and to carry out the intent and accomplish the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has set his hand and the official seal of the Corporation this 27th day of August, 2013.

Robert A. Hoonhout
ROBERT A. HOONHOUT

CASA SIERRA CONDOMINIUM ASSOCIATION, INC.

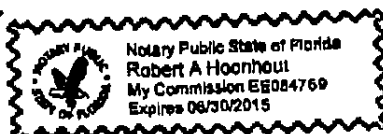
Kim H. Bennett
Kim H. Bennett

By:

John Cannon
John Cannon
Its Secretary

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was subscribed and sworn to before me this 27th day of August, 2013, by John Cannon, as Secretary of Casa Sierra Condominium Association, Inc., who ✓ is personally known to me or who has produced as identification, and who acknowledged to and before me that he executed the same freely and voluntarily for the purposes therein expressed under the authority duly vested in him by said corporation.



Robert A. Hoonhout
Notary Public - State of Florida.
My commission expires:

ROBERT A. HOONHOUT