753126

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C.L.
2-26-15

BECKER & POLIAKOFF

**Kevin L. Edwards, Esq.**
**Shareholder**
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**6230 University Parkway**
**Suite 204**
**Sarasota, Florida 34240**

February 20, 2015

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Amended and Restated Articles of Amendment to Articles of Incorporation – Casarina Condominium Association, Inc.
Client/Matter No. C02177-208196

Dear Sir/Madam:

Enclosed please find the original and one copy of the Amended and Restated Articles of Amendment to the Articles of Incorporation for the above-referenced Association. A check for $35.00 is also enclosed for the filing fee.

**Please file and return a copy to my attention. A self-addressed stamped envelope is enclosed for your convenience.**

Please feel free to call me should you have any questions regarding this matter.

Sincerely,

**KEVIN L. EDWARDS**
For the Firm

KLE/ms
Enclosures (as stated)

ACTIVE: C02177/208196:6750039_1

SECRETARY OF STATE
DIVISION OF CORPORATIONS

15 FEB 24 PM 3:01

# 2014 AMENDED AND RESTATED ARTICLES OF INCORPORATION of CASARINA CONDOMINIUM ASSOCIATION, INC.

**A Florida not-for-profit corporation**

**SUBSTANTIAL REWORDING OF ARTICLES - SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT**

753126

## ARTICLE I
## NAME OF CORPORATION

The name of this corporation is CASARINA CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "Association". For convenience, the Declaration of Condominium shall be referred to as the "Declaration," these 2014 Amended and Restated Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

## ARTICLE II
## PURPOSE

The purpose for which the Association is organized is to provide an entity for the operation, maintenance and management of the affairs and property of the Condominium known as CASARINA , located in Sarasota County, Florida, in accordance with the Declaration of Condominium and the Condominium Act, Chapter 718, Florida Statutes (2014), as the same may be amended from time to time.

## ARTICLE III
## POWERS AND DUTIES

The Association shall have all of the powers and duties described in the Florida Condominium Act (2014) and statutory powers of a Florida corporation not-for-profit and the powers specifically identified in the Declaration and Bylaws, all as the same may be amended from time to time. All funds and properties acquired by the Association and the proceeds thereof shall be held in trust for the Members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

## ARTICLE IV
## MEMBERS

All persons owning a vested present interest in the fee title to any of the Units of CASARINA, as evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be Members and after termination of the Condominium shall consist of those who were Members at the time of the termination and their successors and assigns.

## ARTICLE V
## VOTING RIGHTS

Each Unit shall be entitled to one (1) vote at Association meetings, notwithstanding that the same Owner may own more than one Unit or that Units may be joined together and occupied by one Owner. Such 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.

## ARTICLE VI
## INCOME DISTRIBUTION

The Association shall make no distribution of income to and no dividend shall be paid to its Members, directors or officers, except as reimbursement for out of pocket expenses incurred while serving as a director or officer, and for compensation for services rendered other than those services rendered as a director or officer. In addition, the Association shall not have or issue any shares of stock.

## ARTICLE VII
## EXISTENCE

The Association shall exist perpetually unless dissolved according to law.

## ARTICLE VIII
## REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be at 5880 Midnight Pass Road, Sarasota, Florida 34242, and the registered agent of the Association shall be as determined by the Board of Directors from time to time.

## ARTICLE IX
## NUMBER OF DIRECTORS

The business of the Association shall be conducted by a Board of Directors which shall consist of at least three (3) but no more than seven (7) directors, as determined by the Board of Directors from time to time.

## ARTICLE X
## OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association 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. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

## ARTICLE XI
## INDEMNIFICATION OF OFFICERS AND DIRECTORS

11.1 **Indemnity.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer, agent or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement and actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor 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 (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings 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 did not 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.

11.2 **Expenses.** To the extent that a director, officer, employee, agent or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit, investigation or proceeding referred to in Article 11.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees through the appellate level) actually and reasonably incurred by him in connection therewith.

11.3 **Advances.** Expenses incurred in defending a civil or criminal action, suit, investigation or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected director, officer, employee, agent or committee member to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

11.4 **Miscellaneous.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any law, agreement, vote of the Members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee, agent or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

11.5 **Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent or committee member of the Association, or is or was serving, at the request of the Association, as a director, officer, employee, agent or committee member 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 power to indemnify him against such liability, under the provisions of this Article.

11.6 **Amendment.** Anything to the contrary herein notwithstanding, the provisions of this Article 11 may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

## ARTICLE XII
## AMENDMENTS

12.1 **Proposal of Amendments.** An amendment may be proposed by either a majority of the Board of Directors or by a majority of the entire Voting Interests.

12.2 **Proposed Amendment Format.** Proposals to amend these Articles shall contain the full text of the article to be amended. New words shall be underlined and words to be deleted shall be ~~lined through~~ with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLES. SEE ARTICLE NUMBER FOR PRESENT TEXT."

12.3 **Notice.** Copies of proposed amendments shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.

12.4 **Adoption of Amendments.** A resolution for the adoption of a proposed amendment may be adopted by a vote, in person or by proxy, at a properly noticed meeting (or by written consent in lieu of a meeting) of not less than 75% of the entire Voting Interests present at such meeting. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for Association membership vote.

12.5 **Effective Date.** An amendment when adopted shall become effective after being recorded in the Sarasota County Public Records according to law.

**The date of each amendment(s) adoption:** December 9, 2014 ____________________, if other than the date this document was signed.

SECRETARY OF STATE
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**Effective date if applicable:** ______________________________
*(no more than 90 days after amendment file date)*

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**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 2-16-15

Signature Sandra DeFeo

(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)

Sandy DeFeo

(Typed or printed name of person signing)

President

(Title of person signing)