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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2017 FEB 13 P 3:23

FILED

FEB 15 2016
T. LEMEUX

*Am
Notated*

RABIN ♦ PARKER

ATTORNEYS AT LAW

BENNETT L. RABIN
MONIQUE E. PARKER

28163 U.S. HWY. 19 N., STE. 207, CLEARWATER, FL 33761
727.475.5535 PHONE ♦ 727.723.1131 FAX

February 9, 2017

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

Re: Certificate of Amendment to the Articles of Incorporation
Sea Breeze of Madeira Condominium Association, Inc.

Dear Sir/Madam:

Please find and record the enclosed original signed Certificate of Amendment to the Articles of Incorporation for Sea Breeze of Madeira Condominium Association, Inc., originally filed with the Secretary of State of Florida on April 22, 1981, and given Document Number 7576829. Our check in the amount of \$35.00 for the amendment recording fee is enclosed as well.

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,



Patti Britts

Assistant to Monique E. Parker

Enclosures

cc: Sea Breeze of Madeira Condominium Association, Inc.

Prepared by and return to:
Monique E. Parker, Esq.
RABIN ♦ PARKER, P.A.
28059 U.S. Hwy 19 North, Ste. 301
Clearwater, Florida 33761

CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
SEA BREEZE OF MADEIRA CONDOMINIUM ASSOCIATION, INC.

I hereby certify that at a duly called meeting of the members of Sea Breeze of Madeira Condominium Association, Inc., held on December 5, 2016, in accordance with the requirements of the applicable Florida Statutes and the governing documents, the Amended and Restated Articles of Incorporation of Sea Breeze of Madeira Condominium Association, Inc., attached hereto as Exhibit "A" were duly adopted by the membership. The Articles of Incorporation of Sea Breeze of Madeira Condominium Association, Inc., were originally filed with the State of Florida, Department of State, April 22, 1981, Document Number 757682, and recorded as Exhibit "C" to the Declaration of Condominium of Sea Breeze of Madeira, a Condominium, recorded in Official Records Book 5310, Page 822, Public Records of Pinellas County, Florida, and as subsequently amended.

IN WITNESS WHEREOF, the Sea Breeze of Madeira Condominium Association, Inc., has caused this instrument to be signed by its duly authorized officer on this 3 day of ~~December, 2016.~~ February, 2017

Nancy Burger
(Signature of Witness #1)
NANCY BURGER
(Printed Name of Witness #1)
Philip Bagwood
(Signature of Witness #2)
Philip Bagwood
(Printed Name of Witness #2)

SEA BREEZE OF MADEIRA CONDOMINIUM
ASSOCIATION, INC.

By: Clif Dell
(Signature)
Clif Dell, President
(Printed Name and Title)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 3 day of Feb 2017, by _____ as president of Sea Breeze of Madeira Condominium Association, Inc., on behalf of the corporation, who acknowledged that he/she executed this document on behalf of the corporation. He She is personally known to me or has produced _____ as identification.

Linda L. Lound
Notary Public/State of Florida
My commission expires:

EXHIBIT "A"

FILED

AMENDED AND RESTATED 2017 FEB 13 P 3: 23
ARTICLES OF INCORPORATION OF
SEA BREEZE OF MADEIRA CONDOMINIUM ASSOCIATION, INC.
(a corporation not for profit)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*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 Sea Breeze of Madeira Condominium Association, Inc., which were originally filed with State of Florida, Department of State, Charter Number 757682 on April 22, 1981 and recorded as Exhibit "C" of the Declaration of Condominium of Sea Breeze of Madeira, a Condominium, recorded in Pinellas County, Florida, Official Records Book 5310, page 822, November 20, 1987.

ARTICLE 1. NAME AND ADDRESS. The name of this corporation shall be Sea Breeze of Madeira Condominium Association, Inc., hereinafter "Association." The principal place of business shall be 13500 Gulf Boulevard, Madeira Beach, Pinellas County, Florida, or at such other place or places as may be designated from time to time.

ARTICLE 2. DEFINITIONS. The terms used herein shall be as defined in the Condominium Act, and the Declaration of Condominium of Sea Breeze of Madeira, a Condominium.

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 Sea Breeze of Madeira, created pursuant to Florida Statutes, Chapter 718, hereinafter "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. 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. EXISTENCE. The Association shall have perpetual existence.

ARTICLE 5. BOARD OF DIRECTORS.

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

5.2 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 6. INDEMNIFICATION. Every Board of Director member 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 Board of Director member or officer in connection with any proceeding or the settlement of any proceeding to which such Board of Director member or officer may be a party, or may be involved by reason of being or having been a Board of Director member or officer of the Association, whether or not such individual is a Board of Director member or officer at the time such expenses are incurred, except when the Board of Director member or officer is adjudged guilty of 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 Board of Director member or officer may be entitled.

ARTICLE 7. MEMBERS.

7.1 The members of the Association shall consist of all of the current unit owners of the Sea Breeze of Madeira condominium.

7.2 Membership shall be acquired by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing record title to a Sea Breeze of Madeira condominium unit. The unit owner(s) designated in such deed or other instrument shall thereupon become member(s) of the Association, and the membership of the prior owner(s) of the unit shall be terminated.

7.3 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 a unit.

7.4 The total number of votes ("voting interests") is equal to the total number of units in the Sea Breeze of Madeira condominium and is not divisible.

7.5 The members of the Association are entitled to one (1) vote for each unit owned and said vote may be exercised or cast in such manner as may be provided in the Bylaws, the Declaration, and/or the Condominium Act, all as amended from time to time. Any person or entity owning more than one (1) unit shall be entitled to one (1) vote for each unit owned, in the manner provided for in the Bylaws, the Declaration, and/or the Condominium Act, all as amended from time to time.

7.6 There shall be no cumulative voting.

7.7 Any matter of controversy or dispute between members or between a member and the Association shall be settled in accordance with applicable Florida Statutes.

7.8 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 8. BYLAWS. The operation of the Association shall be defined in the Bylaws.

ARTICLE 9. AMENDMENTS. Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

9.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered. A written notice of the subject matter of the proposed amendment shall be served upon the fee simple owners of the condominium parcels and upon owners of said leasehold estates, by United States mail to the address which they have registered with the condominium Association. Said notice shall be mailed at least thirty (30) days prior to the date of the meeting at which the proposed amendment is to be considered.

9.2 A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the members of the Association and shall be subject to editing as to form and legality by legal counsel for the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting.

9.3 Approval of an amendment must be by a majority of members of the Association. As to any amendments which are approved, a certificate of amendment signed by the president or vice president, with two witnesses and a notary, will be filed with the Secretary of State, and will be recorded in the Pinellas County Public Records together with the approved amendments.

9.4 No amendment shall make any change to the qualifications for membership nor the voting rights of the members, without the approval in writing by all members.

9.5 Notwithstanding anything to the contrary contained herein, the Association reserves the right to amend these Articles of Incorporation if necessary to correct any errors or omissions not materially and adversely affecting the rights of unit owners. Amendments enacted to correct errors or omissions may be approved by majority vote of the Board of Directors of the Association.

ARTICLE 10. This corporation shall provide and may contract for recreational facilities to be used by the condominium unit owners for recreational and social purposes.

END OF AMENDED AND RESTATED ARTICLES OF INCORPORATION