

# 760051

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(Address)

(City/State/Zip/Phone #)

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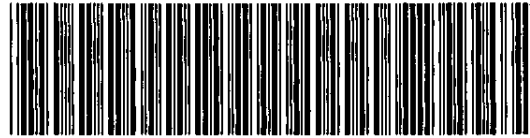
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DIVISION OF CORPORATION  
12 OCT 26 PM 2:51

*Amend & Restarted*

OCT 26 2012

T. BROWN

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: SAWMILL VILLAS CONDOMINIUM ASSOC., INC.

DOCUMENT NUMBER: 760051

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

DIANE LAPOSTA

(Name of Contact Person)

GSC, LLC - D/B/A GULF SHORE CAM

(Firm/ Company)

76 PONDELLA RD., SUITE 201

(Address)

N. FT. MYERS, FL 33903

(City/ State and Zip Code)

DLAPOSTA@GULFSHORECAM.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DIANE LAPOSTA

(Name of Contact Person)

at ( 239 ) 497-8114

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|---|--|---|--|

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

~~STRIKE THRU DENOTES DELETIONS~~  
UNDERLINING DENOTES ADDITIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 OCT 26 PM 2:51

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
SAWMILL VILLAS CONDOMINIUM ASSOCIATION, INC.

(Filed September 15, 1981)

We, the undersigned Directors of a nonprofit corporation under Chapter 617 of the Florida Statutes do hereby adopt the following Restated Articles of Incorporation for such corporation; said Restated Articles of Incorporation have been duly adopted by the Directors; said Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Corporation's Articles of Incorporation as theretofore amended, and that there is no discrepancy between those provisions and the provisions of the Restated Articles of Incorporation.

ARTICLE 1  
NAME

The name of the corporation shall be SAWMILL VILLAS CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the By-Laws of the Association

ARTICLE 2  
PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") as it exists on the date hereof for the operation of that certain Condominium located in Lee County, Florida, and known as SAWMILL VILLAS, A CONDOMINIUM (the "Condominium").

ARTICLE 3  
DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium to be recorded in the Public Records of Lee County, Florida, unless herein provided to the contrary, or unless the context otherwise required.

ARTICLE 4  
POWERS

The powers of the Association shall include and be governed by the following:

4.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the By-Laws, or the Act.

4.2 Enumeration. The Association shall have all of the powers and duties set forth in the Act, and as set forth in these Articles, the By-Laws, and the Declaration, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time, including but not limited to, the following:

EXHIBIT "4"

- (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 buy, own, operate, lease, sell, trade, and mortgage both real and personal property.
- (c) To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property, and other property acquired or leased by the Association.
- (d) To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its Officers, Directors, and Unit Owners.
- (e) To make and amend reasonable rules and regulations for the maintenance, conservation, and use of the Condominium Property and for the health, comfort, safety, and welfare of the Unit Owners.
- (f) To approve or disapprove the leasing, transfer, ownership, and possession of Units as may be provided by the Declaration.
- (g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominium Property, ~~subject, however, to the limitation regarding assessing Units owned by the Developer for fees and expenses relating in any way to claims or potential claims against the Developer as set forth in the Declaration and/or By-Laws.~~

(h) To contract for the management and maintenance of the Condominium Property and to authorize a management agent ~~(who may be an affiliate of the Developer)~~ to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals; collection of Assessments; preparation of records; enforcement of rules; and maintenance, repair, and replacement of the Common Elements with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the making of Assessments, promulgation of rules, and execution of contracts on behalf of the Association.

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

**4.3 Condominium Property.** All funds and the title to 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 By-Laws.

**4.4 Distribution of Income; Dissolution.** The Association shall make no distribution of income to its members, directors, or Officers; and upon dissolution, all assets to the Association shall be transferred only to another non-profit corporation or a public agency.

**4.5 Limitation.** The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws, and the Act.

**5.1 Membership.** The members of the Association shall consist of all of the record title Owners of Residential Units in the Condominium from time to time, and after termination of the Condominium, shall also consist of those who were members at the time of such termination, and their successors, and assigns.

**5.2 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 of the Unit for which that share is held.

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

5.4 Meetings. The By-Laws 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 6  
TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 7  
SUBSCRIBERS

~~The names and addresses of the subscribers to these Articles are as follows:~~

<u>NAME</u>	<u>ADDRESS</u>
Stephen H. Brooks	2110 Cleveland Avenue
	Fort Myers, Florida 33901
Carl A. Bieber	2110 Cleveland Avenue
	Fort Myers, Florida 33901
Henry S. Zalkin	2110 Cleveland Avenue
	Fort Myers, Florida 33901

ARTICLE 8  
OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. 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 By-Laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. ~~The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:~~

President:

Stephen H. Brooks	2110 Cleveland Avenue
	Fort Myers, Florida 33901

Vice-President

Carl A. Bieber	2110 Cleveland Avenue
	Fort Myers, Florida 33901

Secretary-Treasurer

Henry S. Zalkin	2110 Cleveland Avenue
	Fort Myers, Florida 33901

ARTICLE 9 8  
DIRECTORS

9 8.1 Number and Qualification. The property, business, and affairs of the Association shall be managed by a Board consisting of the number of Directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) Directors., but not more than five (5). ~~Directors need not be members of the Association or residents of Units in the Condominium.~~

9 8.2 Duties and Powers All of the duties and powers of the Association existing under the Act, the Declaration, these Articles, and the By-Laws 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.

9 8.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws, subject to the provisions contained in Chapter 718.112(d)(1). Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

9 8.4 Term of Developer's Directors. ~~The Developer of the Condominium shall appoint the members of the first Board of Directors and their replacements who shall hold office~~ Term of Directors. Directors shall hold office for the periods described in the By-Laws.

9.5 First Directors. ~~The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:~~

<u>NAME</u>	<u>ADDRESS</u>
Stephen H. Brooks	2110 Cleveland Avenue
	Fort Myers, Florida 33901
Carl A. Bieber	2110 Cleveland Avenue
	Fort Myers, Florida 33901
Henry S. Zalkin	2110 Cleveland Avenue
	Fort Myers, Florida 33901

ARTICLE 10 9  
INDEMNIFICATION

40-9.1. Indemnity. The Association shall indemnify any person who was or is a part or is threatened to be made a party to any threatened, pending, or contemplated action, suit, proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact

that he is or was a Director, employee, officer, or agent 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: (a) a court of competent jurisdiction determined, after all available appeals have been exhausted or not pursued by the proposed indemnity, 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 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 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.

40 9.2 Expenses. To the extent that a director, officer, employee, or agent of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 40.9.1 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.

40 9.3 Advances. 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, employee, or agent 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 10.

40 9.4 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 By-Law, agreement, vote of members or otherwise, shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs and personal representatives of such person.

40 9.5 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, or agent of the Association, or is or was serving, at the request of the Association, as 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 power to indemnify him against such liability under the provisions of this Article.



~~40~~ 9.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article~~40~~ 9 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

#### ARTICLE 41 10 BY-LAWS

The ~~first~~ By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the By-Laws and the Declaration.

#### ARTICLE 42 11 AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

~~42~~ 11.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

~~42~~ 11.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided the approval is delivered to the Secretary at or prior to the meeting. The approvals must be:

- (a) by not less than a majority of the votes of all of the members of the Association represented at a meeting at which a quorum thereof has been attained and by not less than sixty-six and two-thirds percent (66-2/3%) of the entire Board of Directors; or
- (b) ~~after control of the Association is turned over to Unit Owners other than the Developer~~, by not less than ~~eighty percent (80%)~~ two-thirds (66.66%) of the votes of all of the members of the Association represented at a meeting at which a quorum has been attained; or
- (c) By not less than one hundred percent (100%) of the entire Board of Directors.

~~42~~ 11.3 Limitation. No amendment shall make any changes in the qualifications for membership; nor in the voting rights or property rights of members; nor any changes in Sections 4.3, 4.4, or 4.5 of Article 4, entitled "Powers", without the

approval in writing of all members and the joinder of all record Owners of mortgages upon Units. No amendment shall be made that is in conflict with the Act, the Declaration, or the By-Laws. ~~Nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers, or options herein provided in favor of or reserved to the Developer, or an affiliate of the Developer, unless the Developer shall join in the execution of the amendment.~~ No amendment to this paragraph 12.3 shall be effective.

~~12.4 The Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.~~

~~12.5~~ 11.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law; and a copy certified by the Secretary of State shall be recorded in the public records of Lee County, Florida.

ARTICLE 13  
INITIAL REGISTERED OFFICE; ADDRESS  
AND NAME OF REGISTERED AGENT

~~—The initial registered office of this Corporation shall be at 2110 Cleveland Avenue, Fort Myers, Florida 33901, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Stephen H. Brooks.~~

12. Binding Effect. This Amended and Restated Articles of Incorporation and any further Amendments shall be binding upon the Owners, their successors and assigns.

The foregoing were adopted as the Articles of Incorporation of the Association on this 28 day of January, 2010.



President, Lee Craine

Articles of Amendment  
to  
Articles of Incorporation  
of

SAWMILL VILLAS CONDOMINIUM ASSOCIATION, INC.  
(Name of Corporation as currently filed with the Florida Dept. of State)

760051

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

*The new*

*name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

N/A

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

(Florida street address)

New Registered Office Address:

N/A

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

N/A

Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D = Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example;

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

*N/A*

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:  
(attach additional sheets, if necessary). (Be specific)

ALL ARTICLES ATTACHED

CHANGED ARTICLE NUMBERS FOLLOW:

ARTICLE 4.2 -

EXHIBIT 4 (9) (H)

ARTICLE 7 - STRUCK SUBSCRIBERS

ARTICLE 8 - CHANGED TO ARTICLE 7 - OFFICERS  
(STRUCK OFFICER DESIGNATION)

ARTICLE 9 CHANGED TO ARTICLE 8 - SEE  
DELETIONS - CHANGES TO SUB-PARAGRAPHS  
NOTED.

ARTICLE 10 CHANGED TO ARTICLE 9 AS OUR  
SUB-PARAGRAPHS

ARTICLE 11 - CHANGED TO 10; ARTICLE 12  
CHANGED TO 11 AS ARE SUB PARAGRAPHS

ARTICLE 13 - DELETED

I hope this is acceptable. By looking  
at attached, hopefully, this will suffice.

Thank you for your assistance in this  
matter.

The date of each amendment(s) adoption: January 28, 2010

Effective date if applicable: January 28, 2010  
(no more than 90 days after amendment file date)

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 October 2, 2012

Signature Lee Craine

(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)

Lee Craine  
(Typed or printed name of person signing)

PRESIDENT  
(Title of person signing)