

# 760403

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TALLAHASSEE, FLORIDA

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**C. LEWIS**  
AUG 27 2013  
EXAMINER

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: QUIET WATERS CONDOMINIUM ASSOCIATION, INC.

DOCUMENT NUMBER: 760403

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

Please return all correspondence concerning this matter to the following:

Anne M. Hathorn, Esq.

(Name of Contact Person)

Becker & Poliakoff, P.A.

(Firm/ Company)

311 Park Place Blvd, Suite 250

(Address)

Clearwater, FL 33759

(City/ State and Zip Code)

shakerkc@gmail.com]

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

For further information concerning this matter, please call:

Charlotte Toth

(Name of Contact Person)

at 727 712-4008

(Area Code & Daytime Telephone Number)

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

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is 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

**QUIET WATERS CONDOMINIUM ASSOCIATION, INC.  
DOCUMENT NO. 760403**

**The date of the amendments incorporated into the Amended and Restated Articles of Incorporation attached hereto as Exhibit "A" were adopted by the membership on January 19, 2013.**

Dated August 14, 2013

X Signature Chandrashekar, President

(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)

KASINATHAN CHANDRASHEKAR

(Typed or printed name of person signing)

President, Quiet Waters Condominium Association, Inc.

(Title of person signing)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
QUIET WATERS CONDOMINIUM ASSOCIATION, INC.**

BY THESE ARTICLES, the undersigned hereby associate themselves for the purpose of forming a Florida corporation not for profit under and pursuant to the provisions of Chapter 617, Florida Statutes, 1979, as amended, or as may be amended, and certify and adopt the following Articles of Incorporation.

760403

**I  
NAME**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name of this corporation and its principal place of business shall be and is:

Quiet Waters Condominium Association, Inc.  
19931 Gulf Boulevard  
Indian Shores, Fl 33535

For the purposes of convenience, this corporation shall be referred to in this instrument as the "Association".

**II  
TERM OF EXISTENCE**

The existence of this corporation shall be perpetual.

**III  
PURPOSE**

The purpose for which the Association is organized is to provide a non-profit entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes, 1979, as amended, or as may be hereinafter amended, and for the operation of Quiet Waters Condominium, a Condominium to be created pursuant to the provisions of the Condominium Act and according to the Declaration of Condominium now or hereinafter filed and recorded in the public records of Pinellas County, Florida, located upon land in Pinellas County, Florida. This corporation and this Association is not for profit, shall have no capital stock, and shall have no power to declare dividends or make any distribution of income to any of its members, directors, officers or any other private individuals.

**IV  
POWERS**

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

1. The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.
2. The Association shall have all of the powers and these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration as may be amended from time to time, including but not limited to the following:

a. To make and collect assessments against members as apartment owners to defray the costs, expenses and losses of the Condominium, and to account to each member for assessments against that member's apartment.

b. To use the proceeds of assessments in the exercise of its powers and duties.

c. The maintenance, repair, replacement and operation of the property of the Condominium, including easements.

d. The purchase of insurance upon the property of the Condominium and insurance for the protection of the Association and its members as apartment owners.

e. The reconstruction of improvements after casualty and the further improvement of the property.

f. To make and amend reasonable regulations respecting the use of the property in the Condominium.

g. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the Condominium.

h. To contract for the management of the Condominium and to delegate to such Manager all such powers and duties of the Association that are necessary in the opinion of the directors of the Association for Manager to manage same effectively.

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

3. All funds and titles of all properties acquired by the Association and their proceeds shall be held in trust for the members of the Condominium in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the Bylaws.

## V MEMBERSHIP

1. The members of the Association shall consist of all of the record owners of Units in the Condominium which have adopted these Articles, hereinafter referred to as "Units", and after termination of the Condominium shall consist of those who are members at the time of such termination, and their successors and assigns.

2. Membership shall be acquired by recording in the public records of the county within which the Condominium is situate, a deed or other instrument establishing record title to a Unit in the Condominium, the Owner designated by such instrument thus becoming a member of the Association, and the membership of the prior Owner being thereby terminated; provided, however, any party who owns more than one Unit shall remain a member of the Association so long as he shall retain title to or a fee ownership interest in any Unit.

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 the Unit.

4. On all matters upon which the member shall be entitled to vote, there shall be one vote for each Unit, which vote may be exercised or cast in such manner as may be provided in the Bylaws of the Association. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit he owned.

## VI SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are:

Howard L. MacDonald	2000 Main Street, #203 Dunedin, FL 33528
Robert L. Matthews	632 George Street Tarpon Springs, FL 33689
Daniel J. Tibma	2709 Rocky Point Drive Tampa, FL 33607

## VII OFFICERS

The affairs of the Association shall be administered by a President, a Vice President and a Secretary/Treasurer and such other officers as the Board of Directors may from time to time designate. Any person may hold two offices, excepting that the same person shall not hold the office of President and Secretary. Officers of the Association shall be those set forth herein or elected by the Board of Directors 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 names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Howard L. MacDonald	2000 Main Street, #203 Dunedin, FL 33528
Secretary:	Robert L. Matthews	632 George Street Tarpon Springs, FL 33689
Treasurer:	Daniel J. Tibma	2709 Rocky Point Drive Tampa, FL 33607

## VIII DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors who shall be members of the Association and the membership of the Board shall consist of an odd number of members, the exact number to be determined from time to time by the Board.

2. Directors of the Association shall be elected at the annual meeting of the members in the manner provided by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

3. The names and addresses of the initial members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Howard L. MacDonald	2000 Main Street, #203 Dunedin, FL 33528
Robert L. Matthews	632 George Street Tarpon Springs, FL 33689
Daniel J. Tibma	2709 Rocky Point Drive Tampa, FL 33607

## **IX INDEMNIFICATION**

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceedings or the settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance, malfeasance, or nonfeasance, or found to have breached his fiduciary duty, in the performance of his duties. The foregoing right of indemnification shall be in addition to and exclusive of all rights and remedies to which such director or officer may be entitled.

## **X BYLAWS**

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided therein.

## **XI AMENDMENTS**

These Articles of Incorporation shall be amended in the following manner:

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.

2. A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Association or by the members of the Association. A member may propose such an amendment by instrument in writing directed to any member of the Board of Directors signed by not less than ten (10%) percent of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President, or in the event of his refusal or failure to

act; the Board of Directors shall call a meeting of the membership to be held not sooner than fourteen (14) days nor later than sixty (60) days thereafter for the purpose of considering said amendment. Directors and members not present in person at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the Secretary at or prior to the meeting. Except as provided herein, such approval must be by not less than a majority of the votes of the entire membership of the Association.

3. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members nor any change in Paragraph IV.3, without approval in writing by all members and the joinder of all record Owners of mortgages on the Condominium Units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

4. A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the public records of Pinellas County, Florida.

## **XII REGISTERED AGENT**

The corporation hereby appoints the following named individual, who is located at the following address, as its resident agent to accept service of process within this state, to wit:

Daniel J. Tibma  
2709 Rocky Point Road  
Tampa, Florida 33607

## **XIII ACTION WITHOUT A MEETING**

Whenever the vote of the members as a meeting is required or permitted by any provision of these Articles of Incorporation, the Declaration, the Bylaws, or the laws of the State of Florida to be taken in connection with any action of the Association, the meeting and vote of members may be dispensed with if all of the members, who would have been entitled to vote upon the action of such meeting if such meeting were held, shall consent in writing to such action being taken. Provided, however, this shall not dispense with the requirement of an annual meeting of the members. Members may waive notice of specific meetings and may take action by written agreement without meetings.