

761188

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

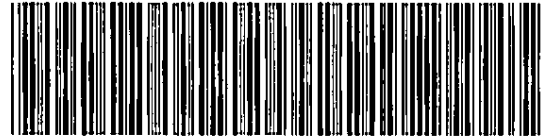
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200324531002

02/15/19--01019--002 **35.00

FILED
2019 FEB 15 AM 10:46
SCL
FALLS CHURCH, VA

Amended
Restated

FEB 21 2019

LALBRITTON

DANIEL J. LOBECK*
MARK A. HANSON**
MICHELLE A. ROWE

THE LAW OFFICES OF
LOBECK & HANSON

PROFESSIONAL ASSOCIATION

LEAH E. ELLINGTON*
KEVIN F. COLEMAN

2033 MAIN STREET, SUITE 403
SARASOTA, FL 34237
(941) 955-5622
FAX (941) 951-1469

E-MAIL law@lobeckhanson.com
INTERNET www.lobeckhanson.com

CONDOMINIUM
COOPERATIVE AND
COMMUNITY
ASSOCIATIONS
CIVIL LITIGATION
PERSONAL INJURY
FAMILY LAW
LAND USE LAW
ESTATES AND TRUSTS

* FLA. BOARD CERTIFIED SPECIALIST IN CONDOMINIUM
AND PLANNED DEVELOPMENT LAW

** FLA. SUPREME COURT CERTIFIED MEDIATOR

February 12, 2019

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

Re: Certificate of Amendment
Longboat Cove Condominium Association, Inc.

To Whom It May Concern:

Please find enclosed an original Certificate of Amendment and attached Amendment to the Articles of Incorporation for the above-referenced corporation and a check in the amount of \$35.00 for the filing fee.

Thank you for your assistance in this matter.

Sincerely,



Leah E. Ellington

LEE/pft
Enclosure

CERTIFICATE OF AMENDMENT

AMENDED AND RESTATED ARTICLES OF INCORPORATION

LONGBOAT COVE CONDOMINIUM ASSOCIATION, INC.

We hereby certify that the attached Amended and Restated Articles of Incorporation were approved and adopted at a meeting of the membership held on January 12, 2019, by the affirmative vote of not less than two-thirds (2/3) of the voting interests of the entire membership of the Association, which is sufficient for adoption under Article 10 of the Articles of Incorporation.

DATED this 31 day of January, 2019.

Signed, sealed and delivered
in the presence of:

sign: A-McGonigal
print: Alexandrina McGonigal
sign: Sandy StClair
print: Sandy StClair

LONGBOAT COVE CONDOMINIUM
ASSOCIATION, INC

By:

Daniel Woods
Daniel Woods, President

FILED
2019 FEB 15 AM 10:46
OFFICE OF THE CLERK
STATE OF FLORIDA

Signed, sealed and delivered
in the presence of:

sign: A-McGonigal
print: Alexandrina McGonigal
sign: Sandy StClair
print: Sandy StClair

Attest:

Charles Gorham
Charles Gorham, Secretary

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 31 day of January, 2019,
by Daniel Woods, as President of Longboat Cove Condominium Association, Inc., a Florida

corporation, on behalf of the corporation. He is personally known to me or has produced
FL Dr. Licence as identification.

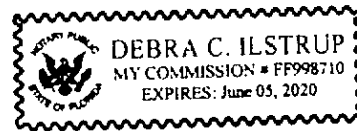
NOTARY PUBLIC

sign Debra C. Ilstrup

print Debra C Ilstrup

State of Florida at Large (Seal)

My Commission expires:



STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 31 day of January, 2019,
by Charles Gorham, as Secretary of Longboat Cove Condominium Association, Inc., a Florida
corporation, on behalf of the corporation. He is personally known to me or has produced
FL Dr. Licence as identification.

NOTARY PUBLIC

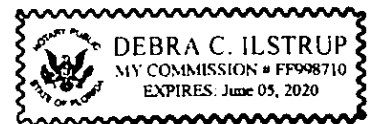
sign Debra C. Ilstrup

print Debra C Ilstrup

State of Florida at Large (Seal)

My Commission expires:

Prepared by: Leah E. Ellington, Esq.
2033 Main Street, Suite 403
Sarasota, FL 34237



Prepared by and return to:
Leah E. Ellington, Esquire
Lobeck & Hanson, P.A.
2033 Main Street, Suite 403
Sarasota, Florida 34237
(941) 955-5622 (Telephone)
(941) 951-1469 (Facsimile)

FILED
2019 FEB 15 AM 10:46
CLERK OF DISTRICT COURT
SARASOTA COUNTY, FLORIDA

AMENDED AND RESTATED

**ARTICLES OF INCORPORATION
OF
LONGBOAT COVE CONDOMINIUM ASSOCIATION, INC.**

**ARTICLE 1.
NAME OF CORPORATION AND PRINCIPAL OFFICE**

The name of the corporation shall be LONGBOAT COVE CONDOMINIUM ASSOCIATION, INC. (herein "the Association"). The principal office of the Association shall be located at 4134 Gulf of Mexico Drive, Suite 203, Longboat Key, Florida 34228. The Association Board of Directors (herein "the Board") may change the location of the principal office of the Association from time to time.

**ARTICLE 2.
PURPOSE**

In accordance with the provisions of Chapter 718, Florida Statutes, the "Condominium Act", a condominium has been created upon certain Lands in Manatee County, Florida, and it is known as: LONGBOAT COVE, a Condominium (herein "the Condominium") according to a Declaration of Condominium (herein "the Declaration") recorded in the Public Records of Manatee County, Florida. This Corporation is organized for the purpose of operating, governing, administering and managing the property and affairs of the Condominium and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, the Bylaws of the Corporation, these Articles of Incorporation, the Declaration and the Condominium Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in this Corporation's capacity as a Condominium Association.

**ARTICLE 3.
DEFINITIONS**

The terms used herein shall have the same definitions as stated in the Declaration of Condominium and the Condominium Act unless the context requires otherwise. If there is a dispute over the proper definition of a vague or ambiguous term which is not otherwise defined by the Declaration of Condominium or by the Condominium Act, the Board shall provide a reasonable definition of the term or may adopt any standard dictionary definition of the term.

ARTICLE 4. POWERS

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

4.1 The Association shall have all of the statutory and common law powers of a corporation not for profit and all of the powers and duties set forth in the Florida Not for Profit Corporation Act (Chapter 617, Florida Statutes), the Condominium Act, the Declaration, these Articles of Incorporation, and Bylaws of the Association, all as amended from time to time, except as may be limited or otherwise provided by these Articles of Incorporation or by law. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and Bylaws.

4.2 The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

A. To operate and manage the Condominium and Condominium Property in accordance with the purpose and intent contained in the Declaration;

B. To make and collect Assessments against Members to defray the costs of the Condominium and to refund Common Surplus to Members;

C. To use the proceeds of Assessments in the exercise of its powers and duties;

D. To maintain, repair, replace and operate the Condominium Property;

E. To reconstruct improvements upon the Condominium Property after casualty and to further improve the property;

F. To make and amend Bylaws for the Association and regulations respecting the use of the Condominium Property;

G. To enforce by legal means the provisions of the Declaration, these Articles of Incorporation, the Bylaws and the rules and regulations for the use of the Condominium Property;

H. To provide for the management and maintenance of the Condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of Assessments, preparation of records, enforcement of rules and maintenance of the Common Elements. The Association shall, however, retain at all times the powers and duties granted it 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 possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey, and deal in real and personal property.

4.3 All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Condominium Documents. No part of the income, if any, of the Association shall be distributed to the Members, Directors, and officers of the Association.

4.4 The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration which governs the use of the Condominium Property.

ARTICLE 5. MEMBERS AND VOTING RIGHTS

5.1 All Owners in the Condominium who have been approved by the Association shall automatically be Members of the Association, and their membership shall automatically terminate when they are no longer Owners of a Unit. If a Member should transfer his Unit under the provisions of the Declaration, the grantee from such Member will automatically acquire membership in the Association. Membership certificates are not required and may not be issued.

5.2. Each Owner is entitled to one (1) vote for each Unit owned by said Owner. An entity or several individuals owning a Unit shall designate a voting agent for that Unit, as set forth in the Declaration and Bylaws.

5.3. The share of a Member in the funds and assets of the Association shall not be assigned, hypothecated, or transferred in any manner except as an appurtenance to said Member's Unit.

ARTICLE 6. TERM

The term for which this Association is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of Chapter 617 of the Florida Statutes, as amended from time to time, or other pertinent law.

ARTICLE 7. BOARD OF DIRECTORS

The affairs and operation of the Association shall be managed by a governing board called the Board of Directors. The Bylaws shall provide for the number, election, removal, qualification and resignation of the Directors and for filling vacancies on the Board.

ARTICLE 8. OFFICERS

Subject to the direction of the Board, the affairs of the Association shall be administered by the officers designated in the Bylaws, who shall serve at the pleasure of the Board.

ARTICLE 9. BYLAWS

The Bylaws of the Association may be amended as provided in the Bylaws.

ARTICLE 10. AMENDMENTS

A majority of the Board or a majority of the Association voting interests may propose amendments to these Articles of Incorporation, so long as the proposals do not conflict with the Condominium Act or the Declaration. An affirmative vote of two-thirds (2/3) of the Board and an affirmative vote of two-thirds (2/3) of the Members shall be required for the adoption of a proposed amendment.

ARTICLE 11. INDEMNIFICATION

11.1 INDEMNIFICATION. 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 or she is or was a Director, officer or committee member of the Association, against expenses (including reasonable attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person 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 the person did not act in good faith, nor in a manner 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 the person had reasonable cause to believe the 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 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 the conduct was unlawful. It is the intent of the membership, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, Directors and committee members as permitted by Florida law.

11.2 EXPENSES. To the extent that a Director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article 11.1 above, or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred in connection therewith.

11.3 ADVANCES. Expenses incurred in defending a civil or criminal action, suit or administrative proceeding may 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, or committee member to repay such amount unless it shall ultimately be determined that the person is not entitled to be indemnified by the Association as authorized in this Article 11, or as otherwise permitted by law.

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, or otherwise, and 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.

11.5 INSURANCE. The Association shall have the power to purchase and maintain insurance with reasonable deductibles on behalf of any person who is or was a Director, officer, or committee member against any liability asserted against the person and incurred in any such capacity, or arising out of the person's status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article. Notwithstanding anything in this Article 11 to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

ARTICLE 12. REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Association shall be 4134 Gulf of Mexico Drive, Suite 203, Longboat Key, Florida 34228. The name of the registered agent at this address shall be Daniel Woods. The Board may change the registered agent and office from time to time as permitted by law.