

761960

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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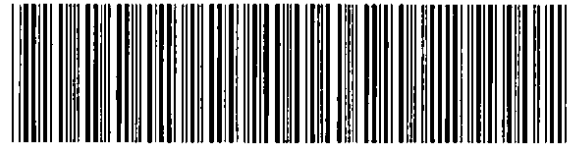
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R. HUNT

06/14/23

Steven H. Mezer  
Shareholder  
Board Certified in Real Estate and  
Condominium/Planned Development Law  
Phone: 813.527.3906 Fax: 813.286.7683  
smezer@beckerlawyers.com

# Becker

Becker & Poliakoff  
1511 N. Westshore Blvd.  
Suite 1000  
Tampa, FL 33607

June 8, 2023

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

Re: Articles of Amendment to Articles of Incorporation – Imperial Pines Condominium  
Association, Inc. / Document Number 761960  
Client/Matter No. 104099-231957

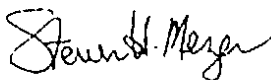
Dear Sir/Madam:

Enclosed please find the original and one copy of the 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 the filed 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,



Steven H. Mezer, Esq.  
For the Firm

SHM/am  
Enclosures (as stated)

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL  
JUN 14 PM 2:22

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Imperial Pines Condominium Association, Inc.

DOCUMENT NUMBER: 761960

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

Please return all correspondence concerning this matter to the following:

Steven H. Mezer

(Name of Contact Person)

Becker & Poliakoff, P.A.

(Firm/ Company)

1511 N. Westshore Blvd., Suite 1000

(Address)

Tampa, FL 33607

(City/ State and Zip Code)

mreardon@progressivem.com

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

For further information concerning this matter, please call:

Steven H. Mezer

813

527-3906

at

(Name of Contact Person)

(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  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Articles of Amendment  
to  
Articles of Incorporation  
of

Imperial Pines Condominium Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

761960

(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

*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.*

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

Type of Action (Check One)	Title	Name	Address
1) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	N/A	N/A	N/A
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)

Please see attached.

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REC'D  
MAY 16 PM 2:22  
DEPT. OF STATE  
TALLAHASSEE, FL

The date of each amendment(s) adoption: May 3, 2023, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records

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 June 8, 2023

Signature Deborah V Woodard  
(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)

Deborah V Woodard  
(Typed or printed name of person signing)

President  
(Title of person signing)

FILED  
JUN 14 PM 2:22  
CLERK OF STATE  
TALLAHASSEE, FL

**ARTICLES OF AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Imperial Pines Condominium Association, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 3<sup>rd</sup> day of May, 2023.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:  
(TWO)

IMPERIAL PINES CONDOMINIUM  
ASSOCIATION, INC.

Margaret Jackson  
Signature

BY: Deborah Woodard  
Deborah Woodard, President

Margaret Jackson  
Printed Name

Date: 5-18-23

Laura Frazier  
Signature

(CORPORATE SEAL)

Laura Frazier  
Printed Name

STATE OF FLORIDA       )  
  ) SS:  
COUNTY OF PINELLAS   )

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 18<sup>th</sup> day of MAY 2023, by Deborah Woodard as President of Imperial Pines Condominium Association, Inc., a Florida Corporation, on behalf of the corporation. She is ☒ personally known to me or ☐ has produced \_\_\_\_\_ (type of identification) as identification.

Patti Battista  
Notary Public



PATTI BATTISTA  
Commission # GG 327025  
Expires August 21, 2023  
Bardot Thru Budget Notary Services

My commission expires: \_\_\_\_\_



AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

IMPERIAL PINES CONDOMINIUM ASSOCIATION, INC.

The undersigned by these Articles of Incorporation, Associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes and certify as follows:

ARTICLE I

Name

The name of the corporation shall be IMPERIAL PINES CONDOMINIUM ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the Association.

ARTICLE II

Purpose

2.1. The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act of the State of Florida for the operation of IMPERIAL PINES CONDOMINIUM.

2.2. The condominium is a phase condominium which will consist of not less than one nor more than eight phases.

2.3. The Association shall make no of distribution of income to its members, directors or officers.

ARTICLE III

Power

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

3.1. 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.

3.2. The Association shall have all of the powers and duties set forth in the Condominium Act except as permissively limited by these Articles and the Declaration of Condominium, for IMPERIAL PINES CONDOMINIUM, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration as from time to time amended, if not inconsistent with the Condominium Act, including but not limited to the following:

- a. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. To maintain, repair, replace and operate the condominium property, including easements.
- d. To purchase insurance upon the condominium property and insurance for the protection of the Association and its members.
- e. To reconstruct improvements after casualty and to further improve the property.
- f. To make and amend reasonable regulations respecting the use of the property in the condominium; provided however that all such regulations and their amendments shall be approved by not less than 75% of the votes of the entire membership of the Association before such shall become effective.

g. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the regulations for the use of the property in the condominium.

h. To contract for the management and maintenance of the condominium property.

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

j. To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities, including but not limited to country clubs, golf courses, marinas, and other recreational facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use or benefit of the unit owners.

k. To acquire by purchase or otherwise condominium parcels of the Condominium.

l. To approve or disapprove the transfer, mortgaging, leasing or ownership of units as may be provided by the Declaration of Condominium and the By-Laws.

m. To enter into agreements with the Developer, other Condominium Associations or any other legal entity for the maintenance, replacement or repair of properties of any kind or nature used in common with others, such as but not limited to recreation areas and subdivision-type improvements.

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

## ARTICLE IV

### Members

4.1. The members of the Association shall consist of all of the record owners of units in the condominium, and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2. After receiving approval of the Association required by the Declaration of Condominium, change of membership of the Association shall be established by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing a record title to a unit in the condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3. 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 his unit.

4.4. The owner of each unit shall be entitled to one vote as a member of the Association. The manner of exercising voting shall be determined by the By-Laws of the Association.

## ARTICLE V

### Directors

5.1. The affairs of the Association will be managed by a Board consisting of the number of directors determined by the By-Laws. All directors shall be members of the Association.

5.2. Directors of the Association, other than the initial Directors and Directors elected pursuant to Section 5.3 shall be elected at the annual meeting of the members in the manner

determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

5.3. The fee owner of the land and developer of the condominium property is Rutenberg Communities, Inc., a Florida corporation.

Association control shall be transferred from the Developer to unit owners, other than the Developer, in the manner provided for in Florida Statutes 718.301. The Directors named in these Articles and Directors elected pursuant to the provisions of said 718.301 shall serve until the first annual election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

5.4. The names and addresses of the 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:

<u>Names</u>	<u>Addresses</u>
Marc Rutenberg	2566 – I McMullen Booth Road Clearwater, Florida 33519
Craig Sher	2900 U.S. Highway 19 North P.O. Box 6875 Clearwater, Florida 33518
Jacqueline Hoegler	2566 – I McMullen Booth Road Clearwater, Florida 33519

#### ARTICLE VI

##### Officers

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be 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 officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	Marc Rutenberg	2566 – I McMullen Booth Road Clearwater, Florida 33519
Vice President, Treasurer	Craig Sher	2900 U.S. Highway 19 North P.O. Box 6875 Clearwater, Florida 33518
Secretary	Jacqueline Hoegler	2566 – I McMullen Booth Road Clearwater, Florida 33519

## ARTICLE VII

### Indemnification

The Association shall, and does hereby, indemnify any person ("Indemnitee") for any and all liability arising from his official capacity or from any acts committed or failure to act by him in his official capacity as an officer or director of the Association, including acts which are adjudged by a court of law to have constituted negligence or misconduct in the performance of his duty to the Association, and resulting from judgments, fines, or amounts paid in settlement which are incurred in any action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether such action, suit or proceeding is brought by or in the right of the Association, or other parties, and whether such action, suit or proceeding is commenced during or subsequent to his tenure as an officer or director of the Association ("Proceedings").

The Association will reimburse Indemnitees for any and all actual and reasonable expenses, including, without limitation, attorney's fees and court costs ("Expenses") as Expenses are incurred by Indemnitees in Proceedings. Notwithstanding anything to the contrary herein, the Association will not indemnify Indemnitees for any liability or expenses for actions which constitute gross negligence or willful misconduct, as such terms are used in Section 607.014(6) of the Florida Statutes, except where such actions are undertaken at the request of the Association. The indemnification provided in this Article shall be in addition to and shall not limit or modify any other rights to indemnity to which Indemnitees are entitled including,

without limitation, those conferred by the Florida Statutes or the By-Laws, Articles or any agreement executed by the Association.

#### ARTICLE VIII

##### By-Laws

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by a vote of 75% of the members as provided in the By-Laws.

#### ARTICLE IX

##### Amendments

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

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

9.2. The resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or the members of the Association. Such approval shall be by not less than 75% of the votes cast by the members present in person or by proxy at a meeting of the members at which a quorum of the membership is represented.

9.3. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of Article III without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4. A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Pinellas County, Florida.

## ARTICLE X

### Subscribers

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

<u>Names</u>	<u>Addresses</u>
Marc Rutenberg	2566 - I McMullen Booth Road Clearwater, Florida 33519
Craig Sher	2900 U.S. Highway 19 North P.O. Box 6875 Clearwater, Florida 33518
Jacqueline Hoegler	2566 - I McMullen Booth Road Clearwater, Florida 33519

## ARTICLE XI

### Association Address

The office of the corporation shall be c/o Rutenberg Management Corporation, 2566 - I McMullen Booth Road, Clearwater, Florida 33519.

## ARTICLE XII

### Registered Office - Registered Agent

The registered office of the Association is at 2566 - I McMullen Booth Road, Clearwater, Florida 33519. The registered Agent is Marc Rutenberg, whose address is the same as that of the registered office.

## ARTICLE XIII

### Term

The term for which this corporation shall exist is perpetual.

IN WITNESS WHEREOF the subscribers have affixed their signature this \_\_\_\_\_ day of \_\_\_\_\_, A. D. 1982.



**ARTICLES OF AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Imperial Pines Condominium Association, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 3<sup>rd</sup> day of May, 2023.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:  
(TWO)

IMPERIAL PINES CONDOMINIUM  
ASSOCIATION, INC.

Margaret Jackson  
Signature

Margaret Jackson  
Printed Name

Laura Frayne  
Signature

Laura Frayne  
Printed Name

BY: Deborah Woodard  
Deborah Woodard, President

Date: 5-18-23

(CORPORATE SEAL)

STATE OF FLORIDA       )  
  ) SS:  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 18<sup>th</sup> day of May 2023, by Deborah Woodard as President of Imperial Pines Condominium Association, Inc., a Florida Corporation, on behalf of the corporation. She is ☒ personally known to me or ☐ has produced \_\_\_\_\_ (type of identification) as identification.

Patti Battista  
Notary Public

Patti Battista  
Printed Name



PATTI BATTISTA  
Commission # GG 327025  
Expires August 21, 2023  
Bonded Thru Budget Notary Services

My commission expires: \_\_\_\_\_