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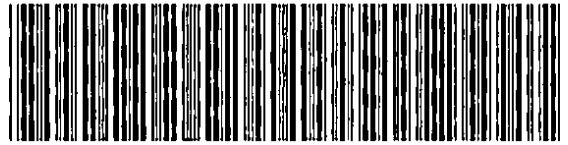
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SECRETARY OF STATE
TALLAHASSEE, FL

JUN 24 2019
C Kinsey

Robyn M. Severs, Esq.
Shareholder
Board Certified Specialist, Condominium and
Planned Development Law
Phone: (904) 201-3681 Fax: (904) 239-5938
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Becker

Becker & Poliakoff
100 Whetstone Place
Suite 302
St. Augustine, Florida 32086

June 4, 2019

Via First Class Mail

Florida Department of State
Attn: Amendment Section
PO BOX 6327
Tallahassee, FL 32314

**Re: Amended and Restated Articles of Incorporation
Intracoastal Villas Homeowners Association, Inc.**

To Whom It May Concern:

Please find enclosed the following items:

1. Check Number 22167 made payable to FL Department of State, in the amount of \$35.00
2. Amended and Restated Articles of Incorporation to be filed (7 pages total)

Should you have any questions, please do not hesitate to contact us.

Sincerely,



Robyn M. Severs

RMS1/ccm
Enclosures (as stated)
ACTIVE: 12384036_1

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
INTRACOASTAL VILLAS' HOMEOWNERS ASSOCIATION, INC.**

The undersigned officer of **Intracoastal Villas' Homeowners Association, Inc.**, does hereby certify that the following Amended and Restated Articles of Incorporation of said corporation are a true and correct copy of the Amended and Restated Articles of Incorporation, as approved by seventy-five (75%) the membership at a duly called and noticed meeting of the members held March 20, 2019 and by seventy-five percent (75%) of the members of the Board of Directors at a duly called and notice meeting of the Board also held on March 20, 2019, pursuant to Article XI of the Articles of Incorporation. The number of votes cast was sufficient for approval.

SEE ATTACHED

WITNESS my signature hereto this 9th day of May, 2019, at Port Orange [city], Volusia County, Florida.

**INTRACOASTAL VILLAS' HOMEOWNERS
ASSOCIATION, INC.**

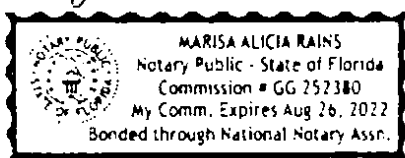
[Signature]
Witness
[Signature]
Witness

BY: [Signature] (SEAL)
Robert Sealise, Vice President

STATE OF FLORIDA :
COUNTY OF VOLUSIA COUNTY :

The foregoing instrument was acknowledged before me this 9th day of May, 2019, by Robert Sealise, as Vice President of Intracoastal Villas' Homeowners Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He ☒ is personally known to me or ☐ has produced as identification. If no type of identification is indicated, the above-named person is personally known to me.

WITNESS my hand in the County and State last aforesaid on this 9th day of May, 2019.



[Signature]
Notary Public-State of Florida
Print Name:
Commission No.:
My Commission Expires:

ACTIVE: 12297989_1

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SECRETARY OF STATE
TALLAHASSEE, FL

AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR
INTRACOASTAL VILLAS' HOMEOWNERS ASSOCIATION, INC.

SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION. SEE CURRENT ARTICLES OF INCORPORATION FOR PRESENT TEXT.

These are the Amended and Restated Articles of Incorporation of Intracoastal Villas' Homeowners Association, Inc., originally filed with the Florida Department of State on the 23rd day of April 1982, under Charter Number 762963.

For historical reference, the street address of the initial principal office and mailing address was 3152 South Peninsula Drive, Daytona Beach, Florida 32018. The names of the original incorporators, and their addresses at the time of incorporation, were Zdislaw S. Szarapka at 3152 South Peninsula Drive, FL 32018, Zopia Szacapka at 3152 South Peninsula Drive, FL 32018, and Enamuel Florio at 800 Palm Grove Court, South Daytona, FL 32019. The street address of the initial registered office was 3152 South Peninsula Drive, Daytona Beach, Florida 32018 and the name of the initial registered agent was Zdislaw S. Szarapka. The name and address of the current registered agent and office is Katherine Pass c/o Pinnacle Association Management, 430 NW Lake Whitney Place, Port St Lucie, Florida 34986. The Board of Directors may, from time to time, change the designation of the principal office, the mailing address of the corporation, the registered office and the registered agent, in the manner provided by law.

ARTICLE I

Name

The name of the corporation shall be INTRACOASTAL VILLAS' HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Covenants, Conditions and Restrictions for Intracoastal Villas as "Declaration," these Articles of Incorporation as the "Articles," and the By-Laws of the Association as the "By-Laws."

ARTICLE II

Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof. The purposes for which it was formed is to serve as a "Homeowners' Association," as described in Section 720.301, Florida Statutes, and to operate, administer, and manage the Common Areas in Intracoastal Villas in accordance with the Declaration and other Governing Documents; to promote the health, safety and welfare of the residents within the above described property; and to provide for the architectural control, administration, and enforcement of covenants and restrictions applicable to the Units and Improved Lots within that certain property located in Volusia County, Florida, more particularly described as follows:

Lot 3, MARY ROUTH SMITH SUBDIVISION, of record in Map Book 6, Page 53, Public Records of Volusia County, Florida, excepting the following described parcels thereof to-wit: Begin at a point in the North line of said Lot 3, at Point 203' Easterly from the Northwest corner of said Lot 3; thence Southerly and parallel to the West line of Lot 3, a distance of 80' to a point; thence Easterly and parallel to the North line of said lot, a distance of approximately 150', more or less, to the high-water mark of the Halifax River; thence Northerly along the West bank of said Halifax River, a distance of approximately 80' to a point where the highwater mark of said river intersects the North line of said Lot 3; thence Westerly 132.5' to the point of beginning; also except the Westerly 175' of the Northerly 20' of said Lot 3; and also except all that portion thereof used to widen Ridgewood Avenue. Together with any and all riparian and littoral rights appertaining thereto.

The Association shall have all the powers and duties set forth in Chapters 617 and 720, Florida Statutes, as amended from time to time, except as they may be limited by the Declaration, these Articles, and the Bylaws (all as they may be amended from time to time), including but not limited to the following:

(a) To fix, levy, collect, and enforce payment by any lawful means, all Assessments and other Charges against Members as Owners of Units within Intracoastal Villas, and to use the proceeds thereof in the exercise of its powers and duties;

(b) To buy, own, operate, lease, sell, and trade both real and personal property as may be necessary or convenient in the administration of the Association, subject to section (k) below;

(c) To maintain, repair, replace, reconstruct, add to, and operate the Common Areas and other property acquired or leased by the Association for use by Owners, as well as any improvements on the Improved Lots which are to be kept and maintained by the Association pursuant to the terms of the Declaration;

(d) To purchase insurance upon the Association's property and insurance for the protection of the Association, and its Officers, Directors, and other persons or entities deemed appropriate by the Association;

(e) To make and amend Rules and Regulations concerning the transfer, use, appearance, maintenance, and occupancy of the Improved Lots, the Units thereon, and the Common Areas, and to enact rules, policies, and resolutions pertaining to the operation of the Association, subject to any limitations contained in the Declaration;

(f) To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, the Rules and Regulations, and the policies of the Association;

(g) To contract for the management of the Association and any facilities used by the Owners, and to delegate to the party with whom such contract has been entered into all of the

powers and duties of the Association except those which require specific, non-delegable approval of the Board of Directors or the membership of the Association;

(h) To employ personnel to perform the services required for proper operation of the Association;

(i) To make contracts and incur liabilities, borrow money at such rates of interest as the Board may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, Assessments, Special Assessments, income or rights;

(j) To pay all expenses in connection with the operation of the Association and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(k) To dedicate, sell or transfer all or part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds of each class of members, agreeing to such dedication, sale or transfer;

ARTICLE III **Definitions**

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Covenants, Conditions and Restrictions for Intracoastal Villas, recorded in Official Records Book 2323, at Page 1098, *et seq.*, of the Public Records of Volusia County, Florida, and as subsequently amended (the "Declaration"), and as provided in the Act (as defined in the Declaration), unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV **Membership**

Every person or entity who (which) is the record owner of a fee or undivided fee interest in any Unit which is part of the subject property and subject to the terms and conditions of the Declaration, including contract sellers shall be a member of the Association. The foregoing is not intended to include persons or entities who (which) hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of a Unit. Each Owner shall notify the Association within thirty (30) days of recording in the Public Records of Volusia County, an instrument establishing ownership and shall transmit to the Association true copies of such instrument.

ARTICLE V
Voting Rights

Each Member shall possess one vote for any Unit owned by such Member. Each and every Member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the Governing Documents. When more than one person holds an interest in any Unit, all such persons shall be members. The vote for such Unit shall be exercised as they, among themselves, shall determine but in no event shall more than one vote be cast with respect to any Unit. There shall be no cumulative voting.

ARTICLE VI
Board of Directors

The property, business and affairs of this Association shall be managed by a Board of five (5) Directors who shall be members of the Association. All of the duties and powers of the Association existing under the Declaration, these Articles, the Bylaws, and the Rules and Regulations (all as amended from time to time) shall be exercised exclusively by or under the direction of the Board of Directors, or as may be delegated to its Officers, agents, contractors or employees, subject only to approval by Members when such approval is specifically required. Directors of the Association 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.

ARTICLE VIII
By-Laws

The 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.

ARTICLE IX
Indemnification

(a) The Association shall indemnify any Officer, Director, or Committee member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, Officer, or Committee member 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 (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or 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 (ii) such court also determines specifically 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 failed to 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. It is the intent of the membership of the Association, 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. In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association.

(b) 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 Section (a) 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.

(c) Reasonable 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, or Committee member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by this Article. However, if the Board, by majority vote, determines that the person seeking advancement did not act in good faith or 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, the Association shall not be obligated to pay for any expenses incurred prior to the final disposition of the subject action.

(d) 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, and shall continue as to a person who has ceased to be a Director, Officer, or Committee member and shall inure to the benefit of the heirs and personal representatives of such person.

(e) The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee member, employee, or agent of the Association, or 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 duty to indemnify him against such liability under the provisions of this Article.

ARTICLE X

Term

The term of this Association shall be perpetual.

ARTICLE XI
Amendments

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

- (a) An amendment may be proposed by the President of the Association, the Directors, or by twenty-five percent (25%) of the entire Voting Interests.
- (b) A notice of the subject matter of the proposed amendment shall be included in the notice of any meetings at which the proposed amendment is considered.
- (c) Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided that such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, amendments to these Articles shall require the assent of seventy-five percent of the entire membership of the Association and seventy-five percent (75%) of the members of the Board of Directors.
- (d) 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 shall be recorded in the Public Records of Volusia County, Florida.

ARTICLE XII
Officers

The affairs of the Association shall be administered by the Officers designated in the Bylaws. 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 Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers.