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PAVESE LAW FIRM

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February 11, 2016

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

***Re: Articles of Incorporation of Veranda Condominium Association, Inc.
Our File No.: 84677.001***

Dear Sir or Madam:

Please be advised that this office represents Veranda Condominium Association, Inc. Enclosed are an original and one copy of the Amended and Restated Articles of Incorporation of Veranda Condominium Association, Inc. Please return a certified copy of the Amended and Restated Articles of Incorporation to the attention of the undersigned. Enclosed is our check for \$43.75 to cover the \$35.00 filing fee and the \$8.75 certified copy fee.

Thank you for your assistance.

Very truly yours,


Susan M. McLaughlin

SMM/lh
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
VERANDA CONDOMINIUM ASSOCIATION, INC.

Name of Corporation: VERANDA CONDOMINIUM ASSOCIATION, INC.

Document Number: 763677

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 (otherwise, all other provisions shall remain the same):

Amendment Adopted:

Language to be added is underlined. Language to be deleted is ~~struck through~~.

SEE ATTACHED AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR VERANDA CONDOMINIM ASSOCIATION, INC.

The date of Adoption of the Amendment(s) was: January 11, 2016

Adoption of Amendment(s) (check one):

X The amendment(s) was/were adopted by the members and the number of votes cast for the amendment was 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.

Signed this 9 day of Feb, 2016.

Sign:

Rosemary G. Stackhouse

- By the Chairman or Vice Chairman of the Board, President, or other Officer.
- If Directors have not been selected, then by an Incorporator.
- If in the hands of a Receiver, Trustee, or other Court appointed fiduciary, then that fiduciary

Print:

Rosemary G. Stackhouse

Title:

President

**NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION.
FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION.**

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

Veranda Condominium Association, Inc., a Florida corporation not-for-profit, was originally incorporated under the same name on June 18, 1982. The original Articles of Incorporation were recorded as an Exhibit to the original Condominium Declaration of Veranda Condominium, recorded on May 23, 1983 in Official Records Book 1671, Page 4645, *et seq.*, of the Public Records of Lee County, Florida, and are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.0201(4), Florida Statutes, and there is no discrepancy between the corporation's original Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles of Incorporation, other than the inclusion of amendments adopted pursuant to Section 617.0201(4), Florida Statutes, and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Veranda Condominium Association, Inc. shall henceforth be as follows:

ARTICLE I

NAME. The name of the corporation is Veranda Condominium Association, Inc., (hereinafter "Association"), and its address is currently c/o GPM, Inc., 1319 Miramar Street, Suite 101, Cape Coral, Florida 33904. The principal address of the Association may be changed from time to time at the discretion of the Board of Directors without the necessity of amending these Articles of Incorporation.

ARTICLE II

PURPOSE AND POWERS. The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Veranda Condominium, located in Lee County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not-for-profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or Officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not-for-profit under the laws of the State of Florida, except as expressly limited or modified by these Amended and Restated Articles of Incorporation (hereinafter "Articles"), the Amended and Restated Declaration of Condominium (hereinafter "Declaration"), the Amended and Restated Bylaws (hereinafter "Bylaws"), or the Florida Condominium Act; and it shall have all the powers and duties reasonably necessary to operate the Condominium pursuant to said Declaration, as it may hereafter be amended, including, but not limited to, the following:

- (A) To make and collect assessments against members of the Association to defray the costs, expenses, and losses of the Association, and to use the funds in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace, and operate the Condominium property and Association property.
- (C) To purchase insurance for the protection of the Association and its members.
- (D) To repair and reconstruct improvements after casualty loss, and to make further improvements of the Condominium property.
- (E) To make, amend, and enforce reasonable rules and regulations governing the use of the Units and common elements, and the operation of the Association.
- (F) To approve or disapprove the transfer, leasing, and occupancy of Units, as provided in the Declaration.
- (G) To enforce the provisions of the Condominium Act, the Declaration, these Articles, the Bylaws, and any Rules and Regulations of the Association, and to assess fines and impose suspensions of use and voting rights.
- (H) To contract for the management and maintenance of the Condominium and the Condominium property, and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by law or by the Declaration to be exercised by the Board of Directors or the membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- (J) To borrow money as necessary to perform its other functions hereunder.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles, and the Bylaws.

ARTICLE III

MEMBERSHIP.

- (A) The members of the Association shall be the record owners of Units in the Condominium, as further provided in the Bylaws.
- (B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner, except as an appurtenance to his Unit.

(C) The owners of each Unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM. The term of the Association shall be perpetual.

ARTICLE V

BYLAWS. The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS.

(A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than 3 Directors, and in the absence of such determination shall consist of 3 Directors.

(B) Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(C) The business of the Association shall be conducted by the Officers designated in the Bylaws. The Officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE VII

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

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by a written petition to the Board, signed by at least one-fourth (1/4) of the voting interest of the Association.

(B) Procedure. Upon any amendment to these Articles being proposed by said Board or Unit owners, such proposed amendment shall be submitted to a vote of the owners not later than the next annual meeting for which proper notice can be given.

(C) Vote Required. Except as otherwise provided by Florida law, a proposed amendment shall be adopted if it is approved by at least two-thirds (2/3) of the voting interest.

(D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida, with the formalities required by the Condominium Act.

ARTICLE VIII

INDEMNIFICATION.

(A) Indemnity. The Association shall indemnify any Director, Officer or committee member who was or is a party to, 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 service as a Director, Officer, or committee member of the Association, against expenses (including attorney fees and appellate attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding, unless: (1) a Court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued, that such person did not act in good faith or in a manner they 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 such conduct was unlawful, and (2) 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 did not act in good faith and in a manner that they 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 their 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 Directors, Officers, and committee members as permitted by Florida law.

(B) Advances. The Association shall pay any expenses described above upon presentation by the affected Director, Officer, or committee member, as they accrue and in advance of the final disposition of such action, suit, or proceeding, and shall then seek repayment of such amounts if it shall ultimately be determined that the Director, Officer, or committee member is not entitled to be indemnified by the Association.

(C) Miscellaneous. The indemnification provided herein may not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of the 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.

(D) Insurance. 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 power to indemnify him against such liability under the provisions of this Article.

(E) Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article may not be amended without the approval, in writing, of all persons whose interest would be adversely affected by such amendment.