

765787

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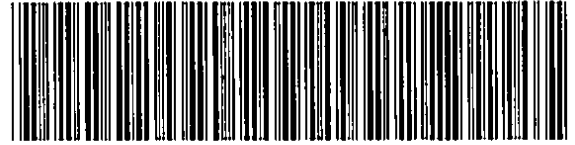
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2018 AUG -3 PM 12:42
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TALLAHASSEE, FLORIDA

Amended Restated

AUG 06 2018

I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Palm Island Village Property Owners Association, Inc.

DOCUMENT NUMBER: 765787

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

Please return all correspondence concerning this matter to the following:

Ernest W. Sturges, Jr., Esq.

(Name of Contact Person)

Goldman, Tiseo & Sturges, P.A.

(Firm/ Company)

701 JC Center Court, Suite 3

(Address)

Port Charlotte Florida 33954

(City/ State and Zip Code)

esturges@gtslawfirm.com

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

For further information concerning this matter, please call:

Ernest W. Sturges, Jr., Esq.

941

625-6666

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:

☒ \$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



COPY

FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 18, 2018

ERNEST W. STURGES, JR., ESQ.
GOLDMAN, TISEO & N STURGES, P.A.
701 JC CENTER COURT - STE. 3
PORT CHARLOTTE, FL 33954

SUBJECT: PALM ISLAND VILLAGE PROPERTY OWNERS ASSOCIATION,
INC.

Ref. Number: 765787

We have received your document for PALM ISLAND VILLAGE PROPERTY OWNERS ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 118A00014750

RECEIVED
18 AUG -3 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
PALM ISLAND VILLAGE PROPERTY OWNERS ASSOCIATION, INC.**

THIS CERTIFICATE is made to reflect and document an Amendment, Restatement and Modification of the Articles of Incorporation of Palm Island Village Property Owners Association Inc. The Articles of Incorporation of Palm Island Village Property Owners Association, Inc. have been recorded in the Public Records of Charlotte County as follows:

<u>Instrument and Date</u>	<u>O.R. Book/Page(s)</u>
a. Articles of Incorporation of Palm Island Village Property Owners Association, Inc.	0740/1204 <i>et seq.</i>

The undersigned officers of the Board of Directors of Palm Island Village Property Owners Association, Inc., a Florida not-for-profit corporation, hereby certify as follows:

1. The Articles of Incorporation of Palm Island Village Property Owners Association, Inc. is hereby amended in accordance with Exhibit "1" attached hereto and entitled Amended and Restated Articles of Incorporation.

2. The amendment was adopted by the Members of the Association and the number of votes cast for the amendment was sufficient for approval at a duly noticed meeting held on March 20, 2004.

Executed this 26th day of July, 2018, at Dos Moscos, Town.

PALM ISLAND VILLAGE PROPERTY OWNERS
ASSOCIATION, INC., a Florida not-for-profit corporation

By: Paul F. Bognanno
Name: Paul F. Bognanno
Its: President

2018 AUG - 3 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

PALM ISLAND VILLAGE I PROPERTY OWNERS ASSOCIATION, INC.

***SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION -
SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT***

FILED
2018 AUG -3 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These are the Amended and Restated Articles of Incorporation for Palm Island Village Property Owners Association, Inc. originally filed with the Florida Department of State on November 22, 1982, under Chapter Number 617 as Palm Island Village Property Owners Association, Inc. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapter 617, Florida Statutes (2017).

1. Name. The name of the corporation shall be PALM ISLAND VILLAGE I PROPERTY OWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Condominium as "Declaration," these Amended and Restated Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

2. Purpose. The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of that certain condominium located in Charlotte County, Florida, and known as Palm Island Village, a Condominium (the "Condominium").

3. Definitions. The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium recorded in the Public Records of Charlotte County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

4. Powers. The powers of the Association shall include and be governed by the following powers:

4.1. General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles or of the Act.

4.2. Enumeration. The Association shall have all the powers and duties set forth in the Act except as limited by these Articles (as they may be amended from time to time), the Bylaws (as they may be amended from time to time), and all of the powers and

duties reasonably necessary to operate the Condominium pursuant to the Declaration and as it may be amended from time to time including but not limited to the following:

4.2.1. To make and collect Assessments and other Charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

4.2.2. To buy, own, operate, lease, sell, and trade both real and personal property as may be necessary or convenient in the administration of the Condominium.

4.2.3. To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property and other property acquired or leased by the Association for use by Unit Owners.

4.2.4. To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, Directors, and members as Unit Owners.

4.2.5. To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety, and welfare of the Unit Owners.

4.2.6. To approve or disapprove the leasing, transfer, ownership, and possession of Units as may be provided by the Declaration.

4.2.7. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Condominium Property.

4.2.8. To contract for the management of the Condominium and any facilities used by the Unit 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 approval of the Board of Directors or the membership of the Association.

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

4.2.10. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation 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, or income.

4.3. Condominium Property. 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.

4.4. Distribution of Income. The Association shall make no distribution of income to its members, Directors or officers.

5. Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

6. Members. 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 were members at the time of the termination and their successors and assigns.

7. Assignment. 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 for which that share is held.

8. Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

9. Meetings. The Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

10. Term of Existence. The Association shall have perpetual existence.

11. 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.

12. Directors.

12.1. Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors. Directors must be members or the spouse of a member of the Association.

12.2. Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles, and the Bylaws shall be exercised

exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by Unit Owners when such approval is specifically required.

12.3. Election; Removal. Directors of the Association shall be elected at the annual meeting of 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.

13. Bylaws. The Bylaws of this Corporation may be altered, amended, or repealed in the manner provided in the Bylaws.

14. Amendments. These Articles may be amended in the following manner:

14.1. Proposal of Amendments. An amendment may be proposed by a majority of Directors, or by twenty-five percent (25%) of the entire voting interests.

14.2. Proposed Amendment Format. Proposals to amend existing Articles of Incorporation shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be ~~lined through~~ with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER ____ FOR PRESENT TEXT."

14.3. Notice. Copies of proposed amendments shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.

14.4. Adoption of Amendments. A resolution for the adoption of a proposed amendment may be adopted by a vote of two-thirds (2/3rds) of the voting interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present, or by the written agreement of two-thirds (2/3rds) of the entire voting interests. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for Association membership vote.

14.5. Effective Date. An amendment when adopted shall become effective after being recorded in the Charlotte County Public Records according to law and filed with the Secretary of State according to law.

14.6. Automatic Amendment. These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Declaration of Condominium. Whenever Chapter 718, Florida Statutes (2017) Chapter 617, Florida Statutes (2017) or other applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than set

forth in these Articles, the Board may operate the Association pursuant to the less stringent requirements. The Board of Directors without a vote of the Owners, may adopt by majority vote, amendments to these Articles of Incorporation as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607, 617, and 718 of the Florida Statutes (2017), or such other statutes or administrative regulations as required for the operation of the Association, all as amended from time to time.

14.7. Proviso. Provided, however, that no amendment shall change the configuration of any Unit or the share in the Common Elements appurtenant to it, or increase the Owner's share of the Common expenses, or change in any manner the qualifications for Membership nor the voting rights of Members unless the Record Owner of the Unit concerned and all record Owners of the mortgages of such apartment shall join in the execution of the Amendment, and all of the Unit Owners approve the amendment.

15. Registered Office Address and Name of Registered Agent. The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

PIVI POA
7092 PLACIDA RD
CAPE HAZE, FL 33946



BARBARA T. SCOTT, CLERK
CHARLOTTE COUNTY
OR BOOK 02707
PGS 1850-1864 (15 Pg(s))
FILE NUMBER 1388524
RECORDED 05/18/2005 11:17:46 AM
RECORDING FEES 129.00

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

PALM ISLAND VILLAGE PROPERTY OWNERS ASSOCIATION, INC.

(A NON-PROFIT FLORIDA CORPORATION)

WHEREAS, the original Declaration of Condominium of PALM ISLAND VILLAGE CONDOMINIUM, a condominium, was recorded in the Public Records of Charlotte County, Florida, in Official Records Book 740, Page 1183, et seq., and

WHEREAS, these Amended and Restated Articles of Incorporation were approved by not less than fifty-one percent (51 %) of the entire membership of the Association at a membership meeting held on the 20th day of March, 2004.

NOW, THEREFORE, the following are the Amended and Restated Articles of Incorporation of PALM ISLAND VILLAGE PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I.

The name of this corporation is PALM ISLAND VILLAGE PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE II.

2.1 The purpose for which this corporation is organized is to act as the governing association for the maintenance, operation and management of PALM ISLAND VILLAGE CONDOMINIUM, a condominium located in Charlotte County, Florida.

2.2 **Distribution of Income.** The Association shall make no distribution of income to and no dividend shall be paid to its members, directors, or officers.

2.3 **No Shares of Stock.** The Association shall not have or issue shares of stock.

2.4 **Assets held in Trust.** All funds and properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, the Articles of Incorporation and the Bylaws of the Association.

2.5 **Limitation on Exercise of Powers.** The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws of the

IMAGED IN ENGLEWOOD

Association.

ARTICLE III.

The qualification of members and the manner of their admission shall be as follows:

3.1 Members. The members of the Association shall consist of all the record owners of Units in the Condominium from time to time and after termination of the Condominium shall consist of those who are members at the time of such termination and their successors and assigns. They shall be referred to as Unit Owners.

3.2 Changes of Membership. After receiving any approval of the Association required by the Declaration of Condominium, changes of Membership in the Association shall be established by the recording in the Public Records of Charlotte County, Florida, of a deed or other instrument establishing a change of record title to a Unit in the Condominium. The Unit Owner designated by such instrument thereby automatically becomes a member of the Association and the membership of the prior Unit Owner is terminated.

3.3 Limitation on Transfer of Shares of Assets. The share of a Unit Owner in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit Owner's Unit.

ARTICLE IV.

This corporation shall exist perpetually, unless the condominium is terminated pursuant to the provisions of the Declaration and, in the event of such termination, the corporation shall be dissolved in accordance with the law.

ARTICLE V.

The affairs of the corporation are to be managed by a Board of not less than three (3) Directors. The Board may be adjusted to any number not to exceed nine (9) by a vote of the Board of Directors as set forth in the By-Laws. Directors will be elected each year, via staggered Board terms, at the annual meeting of the Condominium Association as provided for in the By-Laws.

ARTICLE VI.

The Bylaws of the corporation are to be made, altered or rescinded by the Unit Owners of the corporation as provided for in the Bylaws at a special or regular meeting duly called pursuant to the Bylaws.

ARTICLE VII.

7.1 Amendments. Amendments to the Articles of Incorporation shall be proposed and

adopted in the following manner:

(a) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than ten percent (10%) of the Unit Owners of the Association.

(b) 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.

(c) Approval of the proposed amendment must be by not less than fifty-one percent (51%) of the units of the condominium. Unit Owners not present in person at the meeting considering the amendment may vote by limited proxy, providing such proxy is delivered to the Secretary at or prior to the meeting.

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

ARTICLE VIII

Each unit in the condominium shall have one (1) full vote, which shall be cast by a designated Unit Owner as provided for in the Declaration of Condominium.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Amended and Restated Articles of Incorporation this ^{December 31st} ~~20th~~ day of ~~March~~ 2004.

ATTEST:

PALM ISLAND VILLAGE PROPERTY OWNERS
ASSOCIATION, INC.

By: 

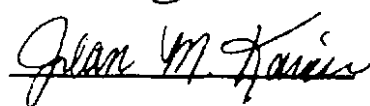
Secretary

By: 

President

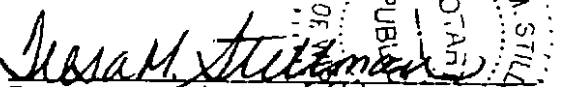
WITNESSES





State of Wisconsin)
Outagamie County) ss.

Subscribed and sworn to before me
this 29th day of November, 2004.


Tresa M. Stillman, Notary Public.
My commission expires 12/06/05

STATE OF FLORIDA
COUNTY OF ~~SARASOTA~~ CHARLOTTE ²⁹

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida at large, personally appeared F. Carl Walter ⁸³ President and ~~Secretary~~ ^{as Secretary} of PALM ISLAND VILLAGE PROPERTY OWNERS ASSOCIATION, INC. and they acknowledged before me that they are such officers of said corporation; and they executed the foregoing Certificate of Amendment to the Amended and Restated Articles of Incorporation on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that they are authorized to execute said Certificate of Amendment to the Amended and Restated Articles of Incorporation and that the execution thereof is the free act and deed of said corporation. They are personally known to me or have produced their drivers' licenses as identification and did not take an oath.

WITNESS my hand and official seal at Alacida ²⁹, Charlotte County, Florida this ~~28th~~ ^{29th} day of ~~March~~ ^{December}, 2004.

Stephanie J. Ryder
Printed Name of Notary:

Stephanie J. Ryder
Notary Public
Commission # DD290728

My Commission Expires:

