

765787

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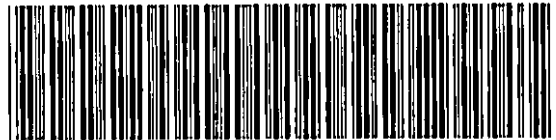
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2010 AUG -7 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended Restate

AUG 08 2018
I ALBRITTON

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Our File No. 10105 006

July 31, 2018

Ms. Irene Albritton
Regulatory Specialist II
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

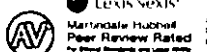
Re: Filing of Certificates of Amendment to Articles of Incorporation
Ref. Number: 765787 / Letter Number: 118A00014750

Dear Ms. Albritton:

Please recall our firm represents Palm Island Village Property Owners Association in this matter. Pursuant to the above-referenced Letter Number (copy enclosed for ease of reference) and your telephonic conversation with my assistant, Kay Ginnie, I enclose the following for review and consideration by the Division:

1. Certificate of Amended and Restated Articles of Incorporation of Palm Island Village Property Owners Association, Inc. As you may recall from your conversation with Ms. Ginnie, these Amended and Restated Articles were recorded in the Public Records of Charlotte County, Florida on May 18, 2005, but were never filed with the Division as required. If acceptable, please file this Certificate (marked #1) first.
2. Certificate of Amended and Restated Articles of Incorporation of Palm Island Village Property Owners Association, Inc. This Certificate is for the Amended and Restated Articles recently recorded in the Public Records of Charlotte County, Florida on July 13, 2018 and is the Certificate which was the subject of the Letter Number 118A00014750 and rejected by the Division. If now acceptable, please file this Certificate (marked #2) second.
3. Our firm's additional check in the amount of \$35.00 made payable to the Florida Department of State. This amount constitutes the additional filing fee for the second Certificate of Amendment.

PERSONAL INJURY ♦ WRONGFUL DEATH ♦ CRIMINAL DEFENSE ♦ MEDIATION
CIVIL LITIGATION ♦ REAL ESTATE LITIGATION ♦ COMMERCIAL LITIGATION
CONDOMINIUM & COMMUNITY ASSOCIATION LAW ♦ REAL ESTATE LAW ♦ BUSINESS / CORPORATE LAW



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Division of Corporations

July 31, 2018

Page 2

As your letter indicates you are currently holding \$35.00 in suspense which our firm paid along with our initial request for filing. I believe this will now allow for a complete and accurate record of filings with the Division.

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

Very truly yours,

A handwritten signature in black ink, appearing to read "Ernest W. Sturges, Jr.", written in a cursive style.

Ernest W. Sturges, Jr., Esq.
Of Goldman, Tiseo & Sturges, P.A.

EWS/kfg

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Enclosures

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

FILED
2018 AUG -7 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS CERTIFICATE is made to reflect and document an Amendment, Restatement and Modification of the Amended and Restated 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>
b. Amended and Restated Articles of Incorporation of Palm Island Village Property Owners Association, Inc.	2707/1850 <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:

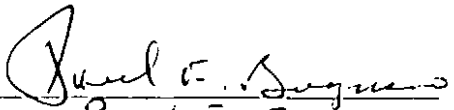
1. The Articles of Incorporation of Palm Island Village Property Owners Association, Inc. is hereby amended in accordance with Exhibit "1" attached hereto and entitled Second Amended and Restated Articles of Incorporation.

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 June 5, 2018.

Executed this 26th day of July, 2018, at Dos Mornos, Iowa

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

By:
Name:
Its:


Paul F. Bogavano
President

**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 -7 PM 2:50
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.