

767617

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

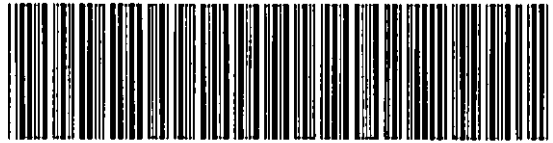
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FL

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Handwritten signature

DANIEL J. LOBECK*
MARK A. HANSON*
MICHELLE A. ROWE
LEAH E. ELLINGTON*

THE LAW OFFICES OF
LOBECK & HANSON

PROFESSIONAL ASSOCIATION

CONDOMINIUM
COOPERATIVE AND
HOMEOWNERS
ASSOCIATIONS

EDWARD J. WILLNER

2033 MAIN STREET, SUITE 403
SARASOTA, FL 34237
(941) 955-5622
FAX (941) 951-1469

E-MAIL law@lobeckhanson.com
INTERNET WWW.LOBECKHANSON.COM

May 11, 2022

CIVIL LITIGATION
PERSONAL INJURY
FAMILY LAW
LAND USE LAW
TRUSTS AND ESTATES

* F.L.B. BOARD CERTIFIED SPECIALIST IN CONDOMINIUM
AND PLANNED DEVELOPMENT LAW

Secretary of State
Division of Corporations
c/o Querida R. Silas, Regulatory Specialist II
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Response to Letter Number: 622A00010249/Schooner Bay Condominium
Association, Inc**

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2022 MAY 16 PM 2:32
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

Dear Ms. Silas:

This letter is in response to your May 3, 2022 letter regarding Schooner Bay Condominium Association, Inc., **Ref. Number 767617**, in which you stated that the enclosed document could not be filed due to the "reference of Article 13" not being attached.

When a document is amended, the provisions in the existing recorded document at the time (not those in the proposed amendment) must be followed for such amendment. Therefore, the provision that applied when the membership voted on the Amended and Restated Articles of Incorporation was Article 13 of the only recorded Articles of Incorporation then in effect. The Amended and Restated Articles of Incorporation that were sent to you were not yet in effect when they were voted on -- that would not make sense.

The attached "Amended and Restated Articles of Incorporation" are an amended and restated version of the Articles of Incorporation, which we are attempting to have filed with your office, as we have done with countless other Articles of Incorporations documents in the past.

I tried to call your office regarding this, and was on hold for an extraordinarily lengthy period of time, with no one ever answering the phone so that I could try to communicate with you directly regarding this. Please file the enclosed Articles of Incorporation as we originally requested, or provide me with the name, phone number, and extension number of your supervisor. You can also feel free to call me at (941) 955-5622.

Thank you for your assistance in this matter.

Sincerely,



Leah E. Ellington, Esq.

LEE/kk

Enclosures

CC: Schooner Bay Condominium Association, Inc.



RECEIVED

2022 MAY 16 PM 2:13

FLORIDA DEPARTMENT OF STATE
Division of Corporations
TALLAHASSEE, FL

May 3, 2022

LEAH E. ELLINGTON
2033 MAIN STREET
SUITE 403
SARASOTA, FL 34237

SUBJECT: SCHOONER BAY CONDOMINIUM ASSOCIATION, INC.
Ref. Number: 767617

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The reference of Article 13 in your document is not attached. Please send Article 13 or amend your document.

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.

Querida R Silas
Regulatory Specialist II

Letter Number: 622A00010249

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FL

FILED

DANIEL J. LOBECK*
MARK A. HANSON*
MICHELLE A. ROWE
LEAH E. ELLINGTON*

THE LAW OFFICES OF
LOBECK & HANSON

PROFESSIONAL ASSOCIATION

EDWARD J. WILLNER

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CONDOMINIUM
COOPERATIVE AND
HOMEOWNERS
ASSOCIATIONS

CIVIL LITIGATION
PERSONAL INJURY
FAMILY LAW
LAND USE LAW
TRUSTS AND ESTATES

April 5, 2022

* FLA. BOARD CERTIFIED SPECIALIST IN CONDOMINIUM
AND PLANNED DEVELOPMENT LAW

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Certificate of Amendment
Schooner Bay Condominium Association, Inc.

Dear Sir or Madam:

Please find enclosed an original Certificate of Amendment and attached Amendment to the Articles of Incorporation for the above-referenced corporation and a check in the amount of \$35.00 for the filing fee.

Thank you for your assistance in this matter.

Sincerely,



Leah E. Ellington

LEE/kk
Enclosure

FILED
2022 MAY 16 PM 2:32
DIVISION OF STATE
TALLAHASSEE, FL

Prepared by and return to:
Leah E. Ellington, Esquire
Lobeck & Hanson, P.A.
2033 Main Street, Suite 403
Sarasota, Florida 34237
(941) 955-5622 (Telephone)
(941) 951-1469 (Facsimile)

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CLERK OF DISTRICT COURT
TALLAHASSEE, FL

AMENDED AND RESTATED

**ARTICLES OF INCORPORATION
OF
SCHOONER BAY CONDOMINIUM ASSOCIATION, INC.**

**ARTICLE 1.
NAME OF CORPORATION AND PRINCIPAL OFFICE**

The name of the corporation shall be SCHOONER BAY CONDOMINIUM ASSOCIATION, INC. (herein "the Association"). The principal office of the Association shall be located at C/O STOKES PROP. MGMT, 3053 51ST STREET, SARASOTA, FL 34234. The Association Board of Directors (herein "the Board") may change the location of the principal office of the Association from time to time.

**ARTICLE 2.
PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, as amended, for the operation of Schooner Bay, a Condominium (herein "the Condominium"), located in Sarasota County, Florida, and to perform all acts provided in the Declaration of Condominium and Exhibits annexed thereto and in Chapter 718, Florida Statutes (herein "the Condominium Act"). The Association shall not be operated for profit.

**ARTICLE 3.
DEFINITIONS**

The terms used herein shall have the same definitions as stated in the Declaration of Condominium and the Condominium Act unless the context requires otherwise. If there is a dispute over the proper definition of a vague or ambiguous term which is not otherwise defined by the Declaration of Condominium or by the Condominium Act, the Board shall provide a reasonable definition of the term or may adopt any standard dictionary definition of the term.

**ARTICLE 4.
POWERS**

The Association shall have all of the statutory and common law powers of a corporation not for profit and all of the powers and duties set forth in the Florida Not for Profit Corporation Act (Chapter 617, Florida Statutes), the Condominium Act, the Declaration of Condominium, these Articles of Incorporation, and Bylaws of the Association, all as amended from time to time, except as may be limited or otherwise provided by these Articles of Incorporation or by law.

ARTICLE 5. MEMBERSHIP AND VOTING RIGHTS

Each person owning a vested present interest in the title to any Condominium Unit, which interest is evidenced by a proper instrument duly recorded in the public records of Sarasota County, Florida, shall automatically become members of the Association, and their respective memberships shall terminate when their vested interests in the title to any Condominium Unit terminates. Each Condominium Unit shall be entitled to one (1) vote at all Association meetings, notwithstanding that one (1) owner may own more than one (1) Unit and that Units may be joined together and occupied by one (1) owner. If a Condominium Unit shall be owned jointly, the owners shall file a voting certificate designating the owners who shall be entitled to vote.

ARTICLE 6. INCOME DISTRIBUTION

The Association shall make no distributions of income to its Members, Directors, or Officers. The Association shall not have or issue shares of stock. 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 Member's Unit.

ARTICLE 7. TERM

The term for which this Corporation shall exist shall be perpetual, unless dissolved according to law.

ARTICLE 8. BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws. All directors must be members of the Association.

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.

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FLORIDA

**ARTICLE 9.
BYLAWS**

The Bylaws of the Association may be amended as provided in the Bylaws.

**ARTICLE 10.
AMENDMENTS**

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

10.1 NOTICE. The text of a proposed amendment shall be included in or with the notice of any meeting at which a proposed amendment is to be considered.

10.2 PROPOSAL AND ADOPTION. The Association may amend these Articles of Incorporation by the affirmative vote of a majority of the voting interests in the Association at a meeting of the membership for which not less than fourteen (14) days' prior written notice has been given.

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

**ARTICLE 11.
INDEMNIFICATION**

11.1 INDEMNIFICATION. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, officer or committee member of the Association, against expenses (including reasonable attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceedings, unless: (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that the person did not act in good faith, nor in a manner 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 the conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings 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 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 the conduct was unlawful. It is the intent of the membership, by the adoption of this provision, to provide the

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TALLAHASSEE, FL

most comprehensive indemnification possible to their officers, Directors and committee members as permitted by Florida law.

11.2 EXPENSES. 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 Article 11.1 above, or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred in connection therewith.

11.3 ADVANCES. Expenses incurred in defending a civil or criminal action, suit or administrative proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected Director, officer, or committee member to repay such amount unless it shall ultimately be determined that the person is not entitled to be indemnified by the Association as authorized in this Article 11, or as otherwise permitted by law.

11.4 MISCELLANEOUS. 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 law, agreement, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

11.5 INSURANCE. The Association shall have the power to purchase and maintain insurance with reasonable deductibles on behalf of any person who is or was a Director, officer, or committee member against any liability asserted against the person and incurred in any such capacity, or arising out of the person's status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article. Notwithstanding anything in this Article 11 to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

ARTICLE 12⁷

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be 3053 51ST STREET, SARASOTA, FL 34234, and the registered agent at such address will be STOKES, REBECCA F. The Board may change the registered agent and office from time to time as permitted by law.

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TALLAHASSEE, FL

CERTIFICATE OF AMENDMENT

AMENDED AND RESTATED ARTICLES OF INCORPORATION

SCHOONER BAY CONDOMINIUM ASSOCIATION, INC.

We hereby certify that the attached Amended and Restated Articles of Incorporation were approved and adopted by the affirmative vote of a majority of the voting interests in the Association, which is sufficient under Article 13 of the Articles of Incorporation.

DATED this 30th day of March, 2022.

Signed, sealed and delivered
in the presence of:

Sign: [Signature]

Print: ROBERT K. ST. J.

Sign: [Signature]

Print: Michael V. Cervello

SCHOONER BAY CONDOMINIUM
ASSOCIATION, INC.

By: [Signature]

Sam Cabral, President

Signed, sealed and delivered
in the presence of:

Sign: [Signature]

Print: ROBERT K. ST. J.

Sign: [Signature]

Print: Michael V. Cervello

Attest: [Signature]

Gary Bartlett, Secretary

(Corporate Seal)

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TALLAHASSEE, FL

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STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 30th day of March 2022, by Sam Cabral, as President of Schooner Bay Condominium Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced FL DRIVERS Lic as identification.

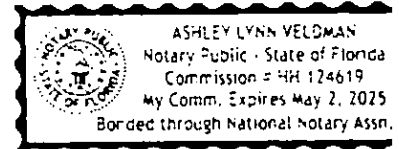
NOTARY PUBLIC

Sign: Ashley Veldman

Print: Ashley Veldman

State of Florida at Large (Seal)

My Commission expires:



STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 30th day of March 2022, by Gary Bartlett, as Secretary of Schooner Bay Condominium Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced FL DRIVERS Lic as identification.

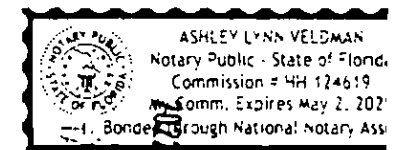
NOTARY PUBLIC

Sign: Ashley Veldman

Print: Ashley Veldman

State of Florida at Large (Seal)

My Commission expires:



Prepared by and Return to: Leah E. Ellington, Esquire
Lobeck & Hanson, P.A.
2033 Main Street, Suite 403
Sarasota, Florida 34237
(941) 955-5622 (Telephone)
(941) 951-1469 (Facsimile)

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