

M79655

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

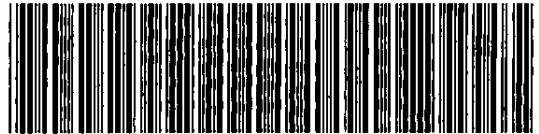
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

3-19-10



600171969696

03/18/10--01017--019 \*\*35.00

*Amend & Restate Articles*  
*[Signature]*

FILED  
2010 MAR 18 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# PAVESE LAW FIRM

CHRISTINA HARRIS SCHWINN

Direct Dial: (239) 336-6292  
Email: [ChristinaSchwinn@paveselaw.com](mailto:ChristinaSchwinn@paveselaw.com)

1833 Hendry Street, Fort Myers, Florida 33901 | P.O. Drawer 1507, Fort Myers, Florida 33902-1507 | (239) 334-2195 | Fax (239) 332-2243

March 16, 2010

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee FL 32314

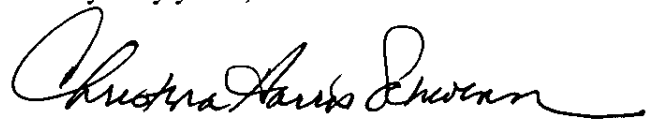
Re: Garden Cove Residence Association, Inc.  
Document Number: M79655

Dear Division of Corporations:

Enclosed herewith please find a set of Amended and Restated Articles of Incorporation for the Garden Cove Residence Association, Inc. Additionally enclosed please find a check for the appropriate fee made payable to the State of Florida's Division of Corporations. Note that there is no change in the registered agent. The current registered agent is BCH Management, Inc. and that the registered agent is just reacknowledging its service as the registered agent in light of the fact that the corporation is filing Amended and Restated Articles of Incorporation.

Should you have any questions regarding this matter, please contact my office.

Very truly yours,

  
Christina Harris Schwinn

CHS/ik  
Enclosures (as stated)  
cc: Client

F:\WPDATA\CHS\Garden Cove Residence Assn\Secty of State Filing Letter 3-16-10.doc

4635 S. DEL PRADO BLVD.  
CAPE CORAL, FLORIDA 33910  
(239) 542-3148



4524 GUN CLUB ROAD, SUITE 203  
WEST PALM BEACH, FLORIDA 33415  
(561) 471-1366

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Garden Cove Residence Association, Inc.

**DOCUMENT NUMBER:** M79655

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

Please return all correspondence concerning this matter to the following:

Christina Harris Schwinn, Esq.

Name of Contact Person

Pavese Law Firm

Firm/ Company

1833 Hendry Street

Address

Fort Myers, Florida 33901

City/ State and Zip Code

christinaschwinn@paveselaw.com

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

For further information concerning this matter, please call:

Christina Harris Schwinn

Name of Contact Person

at ( 239 )

336-6292

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

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**GARDEN COVE RESIDENCE ASSOCIATION, INC.**

**FILED**  
2010 MAR 18 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 1**

**NAME**

The name of this Corporation is GARDEN COVE RESIDENCE ASSOCIATION, INC., a For Profit Corporation organized under Chapter 607, Florida Statutes, which shall hereinafter be referred to as "Corporation" or "Association".

**ARTICLE 2**

**DURATION**

The Corporation shall have perpetual existence.

**ARTICLE 3**

**PURPOSE**

The purposes of the Corporation shall be:

**3.1** To operate a Cooperative Manufactured Home Community, on behalf of the Unit Owners.

**3.2** To contract, sue, or be sued, with respect to the exercise or non-exercise of its powers.

For these purposes, the powers of the Association include, but are not limited to the following:

**3.3** To maintain, manage and operate the Cooperative Property, and to institute, maintain, settle or appeal actions or hearings in its name, on behalf of all Unit Owners, concerning matters of common interest, including, but not limited to, the Common Area, structural components of a building or other improvements, mechanical, electrical and plumbing elements serving the Corporation, and protests of ad valorem taxes as provided by law.

**3.3.1** To make and collect Assessments and to lease, maintain, repair, and replace the Common Areas.

**3.3.2** To purchase Cooperative Parcels in the Cooperative and to acquire, hold, and sell them.

**3.3.3** Modify, move or create any easement for ingress, or egress or for the purposes of utilities, if the easement constitutes part of or crosses the Cooperative Property, with or without the joinder of any Unit Owners. This section does not authorize the Corporation to modify or move any easement created in whole or in part for the use or benefit of anyone other than the Unit Owners, or crossing the property of anyone other than the Unit Owners, without their consent or approval as required by law or the instrument creating the easement. Nothing in this section affects the rights of ingress or egress of any Unit Owner of the Corporation.

**3.3.4** To have and exercise all rights and powers conferred upon corporations and age 55 and over communities under the laws of the State of Florida, the laws of the United States, and those set forth in the Cooperative Documents.

## **ARTICLE 4**

### **DUTIES**

This Corporation shall:

**4.1** If the Corporation has the authority to maintain a class action, the Corporation may be joined in an action as representative of that class with reference to litigation and disputes involving the matters which the Corporation could bring a class action. However, nothing herein shall limit the statutory or common law right of any individual Unit Owner or class of Unit Owners to bring any action which may otherwise be available;

**4.2** Include those duties set forth in the Cooperative Documents;

**4.3** Maintain accounting records in Lee County, Florida, according to good accounting practices, such records to be open to inspection by Corporation Unit Owners, or their authorized representatives, at reasonable times, as provided by law; and

**4.4** Use its best efforts to obtain and maintain adequate insurance to protect the Cooperative Property, and make available for inspection by owners, at reasonable times, a copy of each policy of insurance. Unit Owners are obligated to insure their Manufactured Homes and other appurtenances.

## **ARTICLE 5**

### **MEMBERSHIP**

The Corporation shall have no members who are not bona fide Shareholders.

## **ARTICLE 6**

### **CAPITAL STOCK**

The Corporation is authorized to have outstanding at any one time one hundred (100) shares of Common Stock at one dollar (\$1.00) per share par value.

**ARTICLE 7**

**DIRECTORS**

The name and address of the current directors are:

President	John Fenzel	26 Red Poinciana Dr., Fort Myers, Florida 33908
Vice President	James Jackson	22 Red Poinciana Dr., Fort Myers, Florida 33908
Secretary	Irene Lange	8 Garden Dr., Fort Myers, Florida 33908
Treasurer	Marilyn Kessler	18 Red Poinciana Dr., Fort Myers, Florida 33908
Director	Judith Huffstutter	6 Red Poinciana Dr., Fort Myers, Florida 33908
Director	Peter Blaauboer	17 Coves End, Fort Myers, Florida 33908
Director	Sally Joe Williams	3 Red Poinciana Dr., Fort Myers, Florida 33908

**ARTICLE 8**

**INCORPORATORS**

The initial incorporator is:

Jonathan James Damonte, Damonte & Associates, Suite 206, Fortune Federal Building, 7800 – 113<sup>th</sup> Street North, Seminole, Florida 34642.

**ARTICLE 9**

**REGISTERED AGENT**

The current registered agent of the Corporation is BCH Management Group, Inc., 1840 Boy Scout Drive, Suite B, Fort Myers, FL 33907, and shall be designated from time to time by the Board of Directors.

**ARTICLE 10**

**VOTING RIGHTS**

The voting rights of the Unit Owners are governed by the Bylaws of this Association. There is one vote appurtenant to each Unit.

**ARTICLE 11**

**MANAGEMENT OF CORPORATE AFFAIRS**

The management of corporate affairs is governed by the Bylaws of this Association.

## ARTICLE 12

### AMENDMENT

These Articles may be amended in the following manner:

**12.1 Proposal of Amendments.** An amendment may be proposed by the President of the Association, a majority of the Directors, or by twenty-five percent (25%) of the entire Voting Interests.

**12.2 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 CURRENT TEXT."

**12.3 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.

**12.4 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. 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.


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

## ARTICLE 13

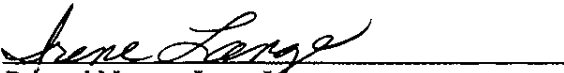
**CERTIFICATION.** The undersigned President of the Association hereby certifies that (i) the date of the adoption of these Amended and Restated Articles of Incorporation was February 16, 2010, (ii) these Amended and Restated Articles of Incorporation were adopted by a majority vote of the voting interests voting at a duly called meeting of the membership, and (iii) these amendments shall be effective upon their filing with the Florida Department of State.

(Signatures follow on next page)

**GARDEN COVE RESIDENCE ASSOCIATION, INC.**

By:   
John Fenzel  
Its: President

ATTESTED TO:

By:   
Printed Name: Irene Lange  
Its: Secretary



**REGISTERED AGENT ACKNOWLEDGEMENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First B That **GARDEN COVE RESIDENCE ASSOCIATION, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, c/o BCH Management Group, Inc., at 1840 Boy Scout Drive, Suite B, Fort Myers, FL 33907, has named **BCH MANAGEMENT GROUP, INC.**, located at 1840 Boy Scout Drive, Suite B, Fort Myers, FL 33907, as its agent to accept service of process within this State.

**ACKNOWLEDGMENTS:**

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Diana Moore  
BCH MANAGEMENT GROUP, INC.  
Registered Agent  
By: Diana Moore  
Its: President