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NOV 05 2014
C. CARROTHERS

HILL LAW FIRM

Cindy A. Hill, Esq.

Jennifer L. Daly, Esq.

456 S. Tamiami Trail
Osprey, FL 34229

www.hill-lawpa.com

Telephone: (941) 244-0098

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Adam M. Bragg, Esq., of Counsel

Daniel C. Guarnieri, Esq., of Counsel

November 2, 2015

Via: US Mail

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

RE: Boca Siesta Condominium Assoc., Inc./Amended and Restated Articles of Incorporation

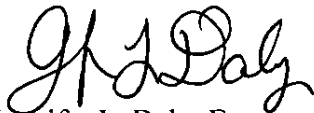
Dear Representative:

Enclosed please find the Amended and Restated Articles of Incorporation and necessary forms for recording with the Division of Corporations.

Enclosed please also find a check in the amount of \$35.00 from Boca Siesta Condominium Association, Inc. for recording.

If you have any questions regarding this matter, please feel free to contact me at your earliest convenience.

Sincerely,



Jennifer L. Daly, Esq.
For the Firm

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BOCA SIESTA CONDOMINIUM ASSOCIATION, INC.

DOCUMENT NUMBER: N00540

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

Please return all correspondence concerning this matter to the following:

JENNIFER L. DALY, ESQ.

(Name of Contact Person)

HILL LAW FIRM, P.A.

(Firm/ Company)

456 S. TAMIAMI TRL.

(Address)

OSPREY, FL 34229

(City/ State and Zip Code)

PATTY@ARGUSMGMT.COM

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

For further information concerning this matter, please call:

JENNIFER L. DALY, ESQ.

941 244 0098

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:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

Articles of Amendment
to
Articles of Incorporation
of

BOCA SIESTA CONDOMINIUM ASSOCIATION, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N00540

(Document Number of Corporation (if known))

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:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: N/A

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	N/A		
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
2) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

THIS AMENDMENT IS A SIGNIFICANT REVISION AND COMPLETE REWRITE.

PLEASE SEE THE ATTACHED AMENDED AND RESTATED ARTICLES OF INCORPORATION.

MARCH 13, 2015

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

MARCH 30, 2015

Effective date if applicable:

(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s)

(CHECK ONE)

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

Dated

10/28/15

Signature



(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Richard Garrett

(Typed or printed name of person signing)

Treasurer

(Title of person signing)

This instrument prepared by:
e. Hill Law Firm, P.A.
456 S. Tamiami Trail
Osprey, FL 34229

RECORDED IN OFFICIAL RECORDS
INSTRUMENT # 2015036729 58 P(5)
March 30, 2015 04:26:57 PM
KAREN E. RUSHING
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FL

**CERTIFICATE OF RECORDATION
AMENDED AND RESTATED DECLARATION OF
CONDOMINIUM OF BOCA SIESTA CONDOMINIUM
AND
AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BOCA SIESTA CONDOMINIUM ASSOCIATION, INC.
AND
AMENDED AND RESTATED BYLAWS OF
BOCA SIESTA CONDOMINIUM ASSOCIATION, INC.**

WE HEREBY CERTIFY THAT the attached Amended and Restated Declaration of Condominium of Boca Siesta Condominium was duly adopted in the manner provided in the Condominium documents at the membership meeting held March 13, 2015. The original Declaration of Condominium of Boca Siesta Condominium is recorded at Official Records Book 1691, Page 1136, et seq., as amended in the Public Records of Sarasota County, Florida.

The Amended and Restated Declaration of Condominium of Boca Siesta Condominium, Amended and Restated Articles of Incorporation of Boca Siesta Condominium Association, Inc. as amended, and the Amended and Restated Bylaws of Boca Siesta Condominium Association, Inc. are attached hereto. All previous site plans of record are incorporated by reference.

IN WITNESS WHEREOF, we have affixed our hands this 24 day of MARCH, 2015, in Sarasota County, Florida.

[Signature]
Witness Signature

Jim McCann
Printed Name

[Signature]
Witness Signature

Richard H. Garrett
Printed Name

BOCA SIESTA CONDOMINIUM

By: [Signature]
James McCann, President

[Signature]
Attest: Richard Garrett, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 24 day of March, 2015, by James McCann, as President, and by Richard Garrett, as Secretary of Boca Siesta Condominium Association, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me or has produced Florida Drivers License as identification.

Tennessee Drivers License

Alexander Poland

State of Florida

My Commission Expires 06/09/2018

Commission No. FF 130873

Bonded through Western Surety Company



[Signature]
Notary Public, State of Florida

This instrument prepared by:
Cindy Hill, Esq.
456 S. Tamiami Trail
Osprey, FL 34229

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
BOCA SIESTA CONDOMINIUM ASSOCIATION, INC.
A Florida Not-For-Profit Corporation**

KNOW ALL MEN BY THESE PRESENTS:

That heretofore, BOCA SIESTA CONDOMINIUM was formed by the recording of the Declaration of Condominium of Boca Siesta Condominium (the "Original Declaration"), in Official Records Book 1691, Pages 1136 et seq. in the Public Records of Sarasota County, Florida.

These are the Amended and Restated Articles of Incorporation of Boca Siesta Condominium Association, Inc. The original Articles of Incorporation were recorded as an exhibit to the Original Declaration, in Official Records Book 1691, Pages 1178 et seq. as subsequently amended in the Public Records of Sarasota County, Florida. Boca Siesta Condominium Association, Inc. has been organized pursuant to Chapter 718, Florida Statutes, for the maintenance, operation, and management of the Boca Siesta Condominium, located in Sarasota County, Florida.

Pursuant to Section 718.112, Florida Statutes, the Articles of Incorporation of Boca Siesta Condominium Association, Inc. are hereby amended and restated in their entirety by the recording of this Amended and Restated Articles of Incorporation of Boca Siesta Condominium Association, Inc. ("Articles of Incorporation").

This is a substantial rewording of the Articles of Incorporation. See original Articles of Incorporation text and prior amendments for text that is amended by this document.

I. NAME

The name of the corporation shall be BOCA SIESTA CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as "the Association."

II. GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the Condominium known as Boca Siesta Condominium, located in Sarasota County, Florida, and to perform all acts provided in the Original Declaration of said Condominium, originally recorded in Official Records Book 1692, Page 1178 et seq. of the Public Records of Sarasota County and pursuant to Chapter 718, Florida Statutes as amended ("the Condominium Act").



III. POWERS

A. The Association by and through its Board of Directors ("Board") shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Condominium Act and the Declaration and Bylaws, including, but not limited to the following:

1. To make, amend and collect annual and special assessments against members as unit owners to defray the cost, expenses and losses of the Condominium, and to make special assessments against members as unit owners for maintenance or repair which is the responsibility of the unit owner.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. To maintain, repair, replace and operate the condominium property, which right shall include the irrevocable right to access each unit during reasonable hours as may be necessary for such maintenance, repair or replacement of any of the common elements therein, or accessible therein or there from, or for making an emergency repair therein, that may be necessary to prevent damage to the common elements, or to another unit or units.
4. To purchase insurance upon the condominium property, and insurance for the protection of the Association and its members as unit owners.
5. To reconstruct the improvements after casualty and to further improve the property.
6. To make and amend reasonable rules and regulations regulating the use of the Condominium property.
7. To approve or disapprove the transfer, mortgage, ownership and lease of units in the Condominium, as provided in the Declaration and Bylaws.
8. To enforce by legal means the provisions of the Condominium Act, the Declaration, these Articles of Incorporation, Bylaws and the rules and regulation for the use of the Condominium property.
9. To levy fines for violation of approved condominium rules and regulations, or violations of the provisions of the Declaration, these Articles of Incorporation or Bylaws, all as set forth in the Bylaws.
10. To contract for the management, operation and administration of the Condominium and to delegate to such contractor all powers and duties of the Association, except as specifically required by the Declaration to be performed by or have the approval of the Board or the membership of the Association.
11. To employ personnel for reasonable compensation to perform the services as required for the proper administration of the purposes of the Association.

12. To pay taxes and assessments which are liens against any part of the Condominium, other than the individual units, unless the individual unit or units are owned by the Association, and to assess the same against the unit and the owner of the unit which is subject to such liens.

13. To purchase a unit or units in the Condominium in accordance with the provisions of the Declaration and to hold, lease, mortgage and convey the same.

14. To enter into agreements for construction of recreation facilities, buildings, or master television systems, and other amenities or facilities for the benefit of the unit owners and to borrow money for the purpose of carrying out such construction, and to mortgage, lease or otherwise provide security for the repayment of said funds.

15. In the event of a structural and safety emergency, the Board may exercise any emergency powers authorized by the provisions of the Condominium Act and Sections 718.1265, 617.0207 and 617.0303, Florida Statutes, all as amended from time to time.

IV. MEMBERS

The members of the Association shall consist of all persons owning a condominium unit of Boca Siesta Condominium as evidenced by a duly recorded deed or other appropriate instrument of conveyance, in the Public Records of Sarasota County, Florida. Membership in the Association shall terminate automatically and immediately as a member's interest in the title terminates, except that upon termination of the entire Condominium the membership shall consist of those who were members at the time of each conveyance of the respective units to the trustee as provided in the Declaration.

Each change of membership in the Association shall be established by both securing the approval of the Association as required by the Declaration, and delivery to the Secretary of a copy of the recorded deed or other instrument of conveyance.

The share of a member in the funds and assets of the corporation cannot be assigned or transferred in any manner except as an appurtenance to his unit.

V. VOTING RIGHTS

Each condominium unit shall be entitled to one vote at Association meetings, as provided in the Bylaws or Declaration, notwithstanding that the same owner may own more than one unit. The manner of exercising voting rights shall be determined by the Bylaws.

VI. EXISTENCE

The Association shall exist perpetually unless dissolved according to law.

VII. REGISTERED OFFICE AND REGISTERED AGENT

The office of the Association is located at 5911 Midnight Pass Road, Sarasota, Florida 34242. The Association's Registered Agent is currently Argus Property Management, 2477 Stickney Point Road, Suite 118A, Sarasota, FL 34231. The Board may change the Association's registered agent and office in the manner provided by law.

VIII. BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of a number of directors determined by the Bylaws, but not less than three (3) directors nor more than nine (9) directors; however, the Board shall always consist of an odd number of directors. 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 and by the Condominium Act. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws and by the Condominium Act.

IX. OFFICERS

The affairs of the Association will be managed by the officers whose positions and duties are set forth in the Bylaws. The officers shall be elected by the Board at its first meeting following the annual meeting of the Association, and shall serve at the pleasure of the Board.

X. INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses, liabilities, and settlements, including attorney's fees reasonably incurred by or imposed upon him in connection with any legal or administrative proceeding to which he may become involved by reason of him being or having been a director or officer of the Association, whether or not he is a director or officer at the time of the expenses, unless the director or officer is adjudged by a Florida court of competent jurisdiction to have committed gross negligence, fraud, willful misfeasance and/or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all right of indemnification to which such director or officer may be entitled whether by statute, by common law, or otherwise.

The Association may also elect to indemnify any committee member or other appointee or volunteer if it believes such indemnification shall be in the best interests of the Association and the membership. The indemnification provided by this Article shall inure to the benefit of the heirs and personal representatives of such person.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association 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.

Anything to the contrary herein notwithstanding, the provisions of this Article X may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

XI. BYLAWS

The Bylaws of the Association may be amended, altered or rescinded by the Board in the manner provided by for in the Bylaws.

XII. SUBSCRIBERS

The names and street addresses of the original subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles J. Lofino	7715 Holiday Drive Sarasota, Florida
Michael J. Poppa	7715 Holiday Drive Sarasota, Florida
Carol B. Speranza	7715 Holiday Drive Sarasota, Florida

XIII. AMENDMENTS

The Association may amend any provisions contained in these Articles of Incorporation by a two-thirds (2/3rds) approval vote of all voting rights of the members, and all rights conferred upon the members herein are granted subject to this reservation: provided however, that no amendment shall make any changes in the qualification for membership or voting rights of the members without the written approval of all members and the joinder of all record owners of the mortgages upon the Condominium. No amendment shall be made which is in conflict with the Condominium Act or the Declaration.