

N00946

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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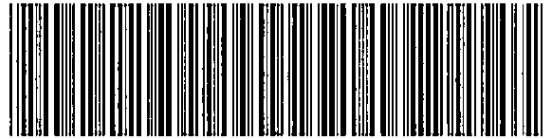
(Business Entity Name)

(Document Number)

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FILED  
2020 JAN -9 AM 8:10  
SECRETARY OF STATE  
MAIL ADDRESS UNIT 1000

Amended  
Restated  
FEB 10 2020  
ALBRITTON



Robert A. Cooper

Direct Phone: 239.337.6700  
Direct Fax: 239.337.6731  
Email: racooper@hahnlaw.com

February 5, 2020

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

**Re: Rose Garden Villas Condominium Association, Inc.  
Ref Number N00946**

Dear Sir/Madam:

Enclosed is the Amendment to the Articles of Incorporation for Rose Garden Villas Condominium Association, Inc. along with my signed Acceptance as Registered Agent. Please proceed to file the same and return the original at your earliest convenience. Thank you.

Sincerely,



Robert A. Cooper

RAC/mcw  
Enclosure

11562224.1



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 29, 2020

HAHN LOESER & PARKS LLP  
% ROBERT A. COOPER  
2400 FIRST STREET - STE. 300  
FORT MYERS, FL 33901

SUBJECT: ROSE GARDEN VILLAS CONDOMINIUM ASSOCIATION, INC.  
Ref. Number: N00946

We have received your document for ROSE GARDEN VILLAS CONDOMINIUM 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):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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: 720A00002080

2020 FEB -7 1:15

**IMPORTANT NOTE: THIS DOCUMENT CONSTITUTES A SUBSTANTIAL REWORDING OF THE ARTICLES OF INCORPORATION. SEE PRIOR ARTICLES OF INCORPORATION, AS AMENDED, FOR CHANGES TO PRESENT TEXT.**

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ROSE GARDEN VILLAS CONDOMINIUM ASSOCIATION, INC.

FILED  
JAN-9 AM 8:40  
PUBLIC RECORDS DEPARTMENT  
LEE COUNTY, FLORIDA

These Amended and Restated Articles of Incorporation of Rose Garden Villas Condominium Association, Inc., a Florida not-for-profit corporation (the "Association" or "Corporation"), are made effective this 9th day of December, 2019.

RECITALS:

WHEREAS, the Declaration of Condominium (inclusive of the Articles of Incorporation and Bylaws attached thereto as Exhibits) was recorded in **Official Records Book 1746, Page 642, in the Public Records of Lee County, Florida** (the "Original Declaration"); and

WHEREAS, the Original Declaration, inclusive of the Articles of Incorporation and Bylaws, was subsequently amended in **Official Records Book 2198, Page 3724, Official Records Book 2276, Page 3875, Official Records Book 3875, Page 0103, Official Records Book 3875, Page 0105, Instrument No. 2005000151617, Instrument No. 2010000299454, and Instrument No. 2019000018349, all of the Public Records of Lee County, Florida;**

NOW, THEREFORE, these Amended and Restated Articles of Incorporation, amending and restating the original Articles of Incorporation and all amendments thereto in their entirety, were approved by the affirmative vote of the proper percentage of members of the Association at a duly noticed Special Members Meeting, at which quorum was present, held on December 9, 2019.

The undersigned, by these Amended and Restated Articles of Incorporation, associate ourselves together for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, pursuant to Chapters 617 and 718, Florida Statutes, and hereby certify as follows:

For purposes of these Amended and Restated Articles, the terms "Articles" or "Articles of Incorporation" means these Amended and Restated Articles, as amended from time to time.

ARTICLE 1

The name of this Corporation is: **Rose Garden Villas Condominium Association, Inc.** For convenience, the corporation shall be referred to in this instrument as the "Association."

## ARTICLE II

The general purpose for which this Association is organized to be the "Association" as defined in the Condominium Act (Chapter 718, Florida Statutes, as amended from time to time), for the operation of Rose Garden Villas Condominium, located in Lee County, Florida, created pursuant to the provisions of the Condominium Act, and as such Association, to operate and administer said condominium and carry out the functions and duties of said condominium, as set forth in the Declaration of Condominium establishing said condominium and exhibits attached to the original Declaration and all amendments to said Declaration and its exhibits and made a part of the Association's records.

## ARTICLE III

All persons who are owners of Units within the condominium shall automatically be members of this Corporation. Such membership shall automatically terminate when such person is no longer the owner of a Unit. Membership in the Corporation shall be limited to such Unit Owners.

Admission to and termination of membership shall be governed by the Declaration of Condominium that is filed for said Condominium among the Public Records of Lee County, Florida.

## ARTICLE IV

This Corporation shall have perpetual existence.

## ARTICLE V

The principal officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer.

The last two officers may be combined. The officers shall be elected from time to time, in the manner set forth in the Bylaws adopted by the Association.

## ARTICLE VI

The affairs of the Association shall be managed and governed by a Board of Directors composed of five (5) members. The directors shall be elected and have term limits as provided in the Declaration, the Bylaws and the Condominium Act.

## ARTICLE VII

The Bylaws of the Corporation shall be made and amended as provided therein.

## ARTICLE VIII

These Articles of Incorporation may be amended by the affirmative 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.

#### ARTICLE IX

The Association shall have all of the powers set forth in Chapter 617, Florida Statutes, all of the powers set forth in the Condominium Act, and all powers granted to it by the Declaration and Bylaws, which are made a part of the Association's records, including but not limited to the power to contract for the management of the condominium and recreational facilities.

#### ARTICLE X

There shall be no dividends paid to any of the members, nor shall any part of the income of the Corporation be distributed to its Board of Directors or officers.

The Corporation is organized and operated solely for administrative and managerial purposes. It is not intended that the Corporation show any net earnings, but no part of any net earnings that do occur shall inure to the benefit of any private member. If, in any taxable year, the net income of the Corporation from all sources other than casualty insurance proceeds and other nonrecurring items exceed the sum of (1) total common expenses for which payment has been made or liability incurred within the taxable year, and (2) reasonable reserves for common expenses and other liabilities in the next succeeding taxable year, such excess shall be held by the Corporation and used to reduce the amount of assessments that would otherwise be required in the following year. For such purposes, each unit owner will be credited with the portion of any excess that is proportionate to his interest in the common elements of the condominium.

This Corporation shall issue no shares of stock of any kind thereof, as well as the number of members, shall be upon such terms and conditions as provided for in the Declaration and Bylaws. The voting rights of the owners of Unit in the condominium shall be as set forth in the Declaration and Bylaws.

#### ARTICLE XI

The name and office address of the Registered Agent upon whom service of the Association may be effected is:

Robert A. Cooper, Esq.  
Hahn Loeser & Parks LLP  
2400 First Street, Suite 300  
Fort Myers, FL 33901

The Registered Agent may be changed from time to time by the Board of Directors of the Association.

## ARTICLE XII

To the fullest extent permitted by Florida law, the Association shall indemnify any officer, director, committee member or volunteer who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, committee member or volunteer of the Association, against expenses (including attorneys' fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he 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 he had reasonable cause to believe his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding 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 failed to act in good faith and in a manner which he 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 his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors, committee members and volunteers as permitted by Florida law. In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The indemnification provided by this Article XII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Bylaws, agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a director, officer, committee member or volunteer and shall inure to the benefit of the heirs and personal representatives of such person.

[signature page to follow]

IN WITNESS WHEREOF, the President of Rose Garden Villas Condominium Association, Inc. has executed these Amended and Restated Articles of Incorporation effective as of the 9<sup>th</sup> day of December 20, 19.

ROSE GARDEN VILLAS  
CONDOMINIUM ASSOCIATION, INC.

By: Barry Jenkins  
Barry Jenkins, President

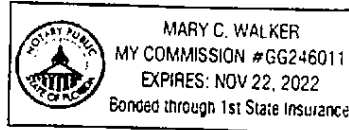
STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 12 day of December, 2019, by BARRY JENKINS, as President of Rose Garden Villas Condominium Association, Inc., a Florida not-for-profit corporation, on behalf of said corporation, who is () personally known to me or who has () produced \_\_\_\_\_ as identification.

Mary Walker  
Notary Public

Printed Name

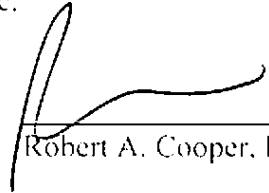
My Commission Expires: \_\_\_\_\_





**ACCEPTANCE OF REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent for Rose Garden Villas Condominium Association, Inc.



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Robert A. Cooper, Esq.