

NO1000004539

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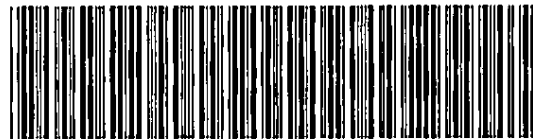
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE VERANDAS ON THE GULF CONDOMINIUM ASSOCIATION, INC.

DOCUMENT NUMBER: N01000004539

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

Please return all correspondence concerning this matter to the following:

BENNETT L. RABIN, ESQUIRE

(Name of Contact Person)

RABIN PARKER GURLEY, P.A.

(Firm/ Company)

28059 U.S. HIGHWAY 19 NORTH, SUITE 301

(Address)

CLEARWATER, FLORIDA 33761

(City/ State and Zip Code)

stephanie@lamontmanagement.com

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

For further information concerning this matter, please call:

Cheryl Morrell, Paralegal/Legal Assistant to Bennett L. Rabin

727-475-5535

(Name of Contact Person)

at

(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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

THE VERANDAS ON THE GULF CONDOMINIUM ASSOCIATION, INC.

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

N01000004539

(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:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

N/A

(Mailing address MAY BE A POST OFFICE BOX)

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

New Registered Office Address:

N/A

(City)

Florida

(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.

N/A

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>

N/A

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <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)

PLEASE SEE ATTACHED COPY OF CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE VERANDAS ON THE GULF CONDOMINIUM ASSOCIATION, INC., WITH ATTACHED (AS EXHIBIT "A") AMENDED AND RESTATED ARTICLES OF INCORPORATION

- ☒ 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 November 10, 2020

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)

BENNETT L. RABIN, ESQUIRE

(Typed or printed name of person signing)

ATTORNEY FOR ASSOCIATION

(Title of person signing)

Prepared by and return to
Monique E. Parker Gurley, Esq
Rabin Parker, P.A.
28059 U.S. 19 North, Suite 301
Clearwater, Florida 33761

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF THE VERANDAS ON THE
GULF CONDOMINIUM ASSOCIATION, INC.

I hereby certify, in accordance with the requirements of the applicable Florida Statutes and the governing documents of the Association, the Articles of Incorporation of the Verandas on the Gulf Condominium Association, Inc., recorded in Official Records Book 12254, Page 1126, et seq., in the Public Records of Pinellas County, Florida was amended at a duly called meeting of the members of The Verandas on the Gulf Condominium Association, Inc., on August 10, 2020. The Amended and Restated Articles of Incorporation are attached hereto as Exhibit "A." The Declaration of Condominium of The Verandas on the Gulf Condominium Residences, is recorded in Official Records Book 12254, Page 1084 in the Public Records of Pinellas County.

IN WITNESS WHEREOF, The Verandas on the Gulf Condominium Association, Inc., has caused this instrument to be signed by its duly authorized officer on this 28 day of September, 2020.

Cynthia A. Foate
(Signature of Witness #1)
Cynthia A. Foate
(Printed Name of Witness #1)
[Signature]
(Signature of Witness #2)
James D. Foate
(Printed Name of Witness #2)

THE VERANDAS ON THE GULF
CONDOMINIUM ASSOCIATION, INC.

By: [Signature]
(Signature)
DEAN A. FOATE SECRETARY
(Printed Name and Title)

~~STATE OF FLORIDA~~
~~COUNTY OF PINELLAS~~

WISCONSIN
Outagamie County

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 28 day of September, 2020, by Dean Foate as secretary of The Verandas on the Gulf Condominium Association, Inc., on behalf of the corporation, and ☐ is personally known to me or ☐ has produced WI Driver's License as identification.

01/23/24

EMILY WIESER
NOTARY PUBLIC
STATE OF WISCONSIN

My Commission Expires:

[Signature]
NOTARY PUBLIC - State of Florida at Large
WISCONSIN

EXHIBIT "A"

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE VERANDAS ON THE GULF CONDOMINIUM ASSOCIATION, INC.
(a corporation not for profit)

*Substantial rewording of the Articles of Incorporation.
Please see existing Articles of Incorporation for present text.*

This document restates, supersedes, replaces and amends, all previously recorded Articles of Incorporation of The Verandas on the Gulf Condominium Association, Inc., which were originally filed with State of Florida, Department of State, on June 25, 2001 and recorded in Pinellas County, Florida Official Records Book 12254, page 1126.

ARTICLE 1. NAME AND ADDRESS. The name of this corporation is The Verandas on the Gulf Condominium Association, Inc., hereinafter "Association." The principal place of business shall be designated from time to time by the Board of Directors.

ARTICLE 2. DEFINITIONS. The terms used herein shall be as defined in Chapter 718 of the Florida Statutes, hereinafter referred to as the "Condominium Act," and the Declaration of Condominium of The Verandas on the Gulf Condominium.

ARTICLE 3. PURPOSE. The purpose for which the Association is organized is to provide an entity for the operation of the condominium property known as the Verandas on the Gulf Condominium, created pursuant to the Condominium Act; to transact all business necessary and proper in connection with the operation of the condominium property for the mutual benefit of its members; to operate said condominium property for the sole use and benefit of its members; to perform any other act for the well-being of its members; and to perform any other act in maintaining an atmosphere of community and high standard of occupancy by and for its members. The Association shall also have such power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by Florida Statutes, Chapter 617, the "Florida Not-for-Profit Corporation Act" and the Condominium Act, both as amended from time to time. The Association shall not be operated for profit, no dividends shall be paid, and no part of the income of the Association shall be distributed to its members, directors, or officers.

ARTICLE 4. POWERS. The corporation shall have all of the common law and statutory powers of a corporation not-for-profit, and all of the powers of condominium associations under the Condominium Act, and all of the powers reasonably necessary to implement the purposes of the corporation, which are not in conflict with the terms of these Articles, the Declaration of Condominium, and the Bylaws of this corporation, all as amended from time to time

ARTICLE 5. EXISTENCE. The Association shall have perpetual existence.

ARTICLE 6. BOARD OF DIRECTORS.

6.1 The affairs of the Association shall be managed by a Board of Directors. The number of Directors shall be as set forth in the Bylaws of the Association.

6.2 The Board of Directors shall be elected at the annual meeting of members in the manner determined by the Bylaws of the Association and applicable Florida Statutes.

ARTICLE 7. INDEMNIFICATION. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such director or officer in connection with any proceeding or the settlement of any proceeding to which such director or officer may be a party, or may be involved by reason of being or having been a director or officer of the Association, whether or not such individual is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of gross negligence or willful misfeasance in the performance of his or her duties, or in such cases where the proceeding arose out of actions taken outside the scope of the duties or office of the person involved. In the event of a settlement, the Board of Directors is entitled to make the determination of whether indemnification taken under this section is appropriate. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such director or officer may be entitled.

ARTICLE 8. MEMBERS.

8.1 The members of the Association shall consist of all owners of units within The Verandas on the Gulf Condominium.

8.2 Membership shall be acquired by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing record title to a condominium unit. The unit owner(s) designated in such deed or other instrument shall thereupon become member(s) of the Association, and the membership of the prior owner(s) of the unit shall be terminated.

8.3 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 a unit.

8.4 The total number of votes ("voting interests") is equal to the total number of units in the Verandas on the Gulf Condominium, and is not divisible.

8.5 Voting. Unit owners are entitled to one (1) vote for each unit owned. If a unit is owned by one (1) natural person, individually or as trustee, the right to vote shall be established by the record title to the unit. If a unit is owned jointly by two (2) or more persons, that unit's vote may be cast by any of the owners provided only one (1) vote shall be cast. If multiple owners of a unit cannot agree how to vote, and attempt to cast votes which are in conflict with those cast by another owner, the vote for that unit will not be counted. The vote of a unit owner who is not a natural person, shall be cast by any officer of a corporation, or any partner or managing agent of another type of entity.

8.6 There shall be no cumulative voting.

8.7 Any matter of controversy or dispute between members or between a member and the Association shall be settled in accordance with applicable Florida Statutes.

8.8 The members of this Association shall be subject to all of the covenants, conditions, and restrictions contained in the Declaration of Condominium, these Articles of Incorporation, the Bylaws of the Association, and rules and regulations, as may be amended from time to time

ARTICLE 9. BYLAWS The operation of the Association shall be defined in the Bylaws.

ARTICLE 10. AMENDMENTS. Amendments may be proposed by the Board of Directors or by a petition signed by at least three (3) of the unit owners, provided that any amendment proposed by unit owners is subject to editing as to form and legality by legal counsel for the corporation. Amendments must be approved by a majority of the unit owners. As to any amendments which are approved, a Certificate of Amendment signed by the president or vice president, with two witnesses and a notary, will be recorded in the public records along with the approved amendments.

ARTICLE 11. REGISTERED AGENT. The registered agent of the Association shall be determined by the Board of Directors from time to time, and shall be on file with the Florida Secretary of State.

END OF AMENDED AND RESTATED ARTICLES OF INCORPORATION