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Amended & Restated Articles

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2021 AUG 16 AM 10:26

SECRETARY OF STATE

TALLAHASSEE, FLORIDA

AUG 17 2021

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

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2021 AUG 16 PM 12:15

August 9, 2021

JEAN M. MORNINGSTAR-PARALEGAL
GOEDE, ADAMCZYK, DEBOEST & CROSS, PLLC
2030 MCGREGOR BLVD.
FORT MYERS, FL 33901 US

SUBJECT: VALENCIA AT MIROMAR LAKES BEACH AND GOLF CLUB CONDOMINIUM ASSOCIATION, INC.
Ref. Number: N02000000477

We have received your document for VALENCIA AT MIROMAR LAKES BEACH AND GOLF CLUB CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling $43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either articles of amendment or amended and restated articles pursuant to the applicable Florida statute

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) 245-6823.

Annette Ramsey
OPS

Letter Number: 921A00018837

GOEDE / ADAMCZYK / DeBOEST / CROSS
ATTORNEYS AND PROFESSIONAL COUNSEL
INFO@GADCLAW.COM / WWW.GADCLAW.COM

Reply to:
Jean M. Morningstar,
Paralegal
Goede, Adamczyk, DeBoest
& Cross, PLLC
2030 McGregor Blvd.
Fort Myers, FL 33901
Phone (239) 333-3922
Email: jmorningstar@gadclaw.com

July 19, 2021

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: Valencia at Miromar Lakes Beach and Golf Club Condominium Association, Inc.
Amended and Restated Articles of Incorporation

Dear Sir/Madam:

Enclosed are an original and one copy of the Amended and Restated Articles of Incorporation of Valencia at Miromar Lakes Beach and Golf Club Condominium Association, Inc., along with a check for $43.75 to cover the filing fee, and fee to obtain a certified copy. Please return the certified copy to our office in the envelope provided.

If you have any questions or need additional information, please do not hesitate to contact me.

Very truly,
GOEDE, ADAMCZYK, DEBOEST
& CROSS, PLLC

Jean M. Morningstar
Paralegal
Signed electronically to avoid delay

/jmm

Enclosures as stated

GOEDE / ADAMCZYK / DeBOEST / CROSS
ATTORNEYS AND PROFESSIONAL COUNSEL
INFO@GADCLAW.COM / WWW.GADCLAW.COM

Reply to:
Jean M. Morningstar,
Paralegal
Goede, Adamczyk, DeBoest
& Cross, PLLC
2030 McGregor Blvd.
Fort Myers, FL 33901
Phone (239) 333-3922
Email: jmorningstar@gadclaw.com

August 13, 2021

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: Valencia at Miromar Lakes Beach and Golf Club Condominium Association, Inc.
Corrected - Amended and Restated Articles of Incorporation
Your Letter Dated August 9, 2021

Dear Sir/Madam:

Per your letter dated August 9, 2021 (copy enclosed), enclosed is the corrected documentation along with a copy of same for certification.

If you have any questions or need additional information, please do not hesitate to contact me.

Very truly,
GOEDE, ADAMCZYK, DEBOEST
& CROSS, PLLC

Jean M. Morningstar
Paralegal

/jmm

Enclosures as stated

FILED

2021 AUG 16 AM 10:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED

ARTICLES OF INCORPORATION
OF
VALENCIA AT MIROMAR LAKES BEACH AND GOLF CLUB CONDOMINIUM ASSOCIATION, INC.

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida not for profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

See attached Exhibit "A" for full text.

SECOND: The date of adoption of the amendments was February 16, 2021.

THIRD: Adoption of Amendment (Check one):

__X__ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

____ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the Board of Directors.

VALENCIA AT MIROMAR LAKES BEACH AND GOLF CLUB CONDOMINIUM ASSOCIATION, INC.

Signature of Officer

Timothy Conn
Print Name of Officer

President
Title of Officer

3/23/2021
Date

NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION. FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

VALENCIA AT MIROMAR LAKES BEACH AND GOLF CLUB CONDOMINIUM ASSOCIATION, INC.

Pursuant to Section 617.0201(4), Florida Statutes, the Articles of Incorporation Valencia at Miromar Lakes Beach and Golf Club Condominium Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name, on January 23, 2002 are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.0201(4), Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.0201(4) and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation shall henceforth be as follows:

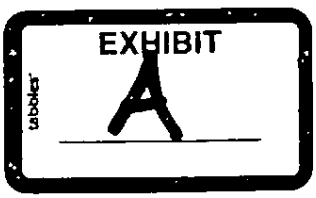
ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Valencia at Miromar Lakes Beach and Golf Club Condominium Association, Inc., and its address is as listed with the Florida Department of State, Division of Corporations.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Valencia at Miromar Lakes Beach and Golf Club Condominium a Condominium, located in Lee County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earning of the Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida and of a condominium association under the Florida Condominium Act, except as expressly limited or modified by these Articles, the Declaration of Condominium, and the Bylaws ; and it shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to the condominium documents as they may hereafter be amended, including but not limited to the following:



(A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.

(B) To protect, maintain, repair, replace and operate the condominium property and association property.

(C) To purchase insurance for the protection of the Association and its members.

(D) To repair and reconstruct improvements after casualty, and to make further improvements of the condominium property.

(E) To make, amend and enforce reasonable rules and regulations governing the operation of the Association and the use, maintenance, occupancy, alteration, transfer and appearance of units, common elements and limited common elements, subject to any limits set forth in the Declaration of Condominium.

(F) To approve or disapprove the transfer, leasing and occupancy of units, as provided in the Declaration of Condominium.

(G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.

(H) To contract for the management and maintenance of the condominium and the condominium property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.

(I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.

(J) To borrow money as necessary to perform its other functions hereunder.

(K) To grant, modify or move any easement in the manner provided in the Declaration of Condominium.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of the Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

(A) The members of the Association shall be the record owners of a fee simple interest in one or more units in the Condominium, as further provided in the Bylaws.

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

(C) The owners of each unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS:

(A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but in no event less than three (3) Directors.

(B) Directors of the Association shall be elected by 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.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE VII

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

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by a written petition to the Board, signed by at least one-fourth (1/4th) of the voting interests of the Association.

(B) Procedure. Upon any amendment to these Articles being proposed by said Board or unit owners, such proposed amendment shall be submitted to a vote of the owners not later than the next annual meeting for which proper notice can be given.

(C) Vote Required. Except as otherwise provided by Florida law, a proposed amendment shall be adopted if it is approved by at least two-thirds (2/3) of the voting interests who are present and voting, in person or by proxy, at any annual or special meeting called for the purpose. Amendments may also be approved by written consent two thirds (2/3) of the total voting interests. The Board of Directors may amend these Articles to correct scrivener's errors or omissions, and amend and restate the Articles in order to consolidate into one document amendments previously adopted by the members or the Board. Amendments adopted by the Board shall occur at a duly noticed Board meeting (with adoption of the amendments set forth on the agenda).

(D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a Certificate of Amendment in the Public Records of Lee County, Florida, with the formalities required by the Condominium Act.

ARTICLE VIII

INDEMNIFICATION.

(A) Indemnity. The Association shall indemnify any officer, Director, or committee member 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, or committee member of the Association, against expenses (including attorney's 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 (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he or she 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 (ii) 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 did not 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, and committee members as permitted by Florida law.

(B) Defense. 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 Section (A) above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

(C) Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, officer, or committee member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by this Article VIII.

(D) Miscellaneous. The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

(E) Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, committee member, employee, or agent of the Association, or a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, 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.

(F) Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.