

Division of Corporations

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NO3000004479

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
LA SCALA AT THE COLONY CONDOMINIUM ASSOCIATION, INC.**

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TALLAHASSEE, FLORIDA

Amend

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: La Scala at the Colony Condominium Association, Inc.

DOCUMENT NUMBER: N03000004479

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

Please return all correspondence concerning this matter to the following:

Steven M. Falk, Esq.

(Name of Contact Person)

Roetzel & Andress, LPA

(Firm/ Company)

850 Park Shore Drive, Suite 300

(Address)

Naples, FL 34103

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Steven M. Falk, Esq.

(Name of Contact Person)

at (239) 649-6200

(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 &
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☐ \$52.50 Filing Fee
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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

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Articles of Amendment
to
Articles of Incorporation
of

La Scala at the Colony Condominium Association, Inc.

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

N03000004479

(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:

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**)

C. Enter new mailing address, if applicable:

(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:

New Registered Office Address:

(Florida street address)

(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.

Signature of New Registered Agent, if changing

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TALLAHASSEE, FLORIDA

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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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<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)

See Amended and Restated Articles of Incorporation attached hereto as Exhibit "A".

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There is no text or other markings on the paper.

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The date of each amendment(s) adoption: 7/8/11
(date of adoption is required)
Effective date if applicable: _____
(no more than 90 days after amendment file date)

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 7-8-11

Signature JSU EG
(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)

John McGarvey
(Typed or printed name of person signing)

President
(Title of person signing)

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EXHIBIT "A" TO ARTICLES OF AMENDMENT

**EXHIBIT NO. 2 TO AMENDED AND RESTATED
DECLARATION OF CONDOMINIUM**

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
LA SCALA AT THE COLONY CONDOMINIUM ASSOCIATION, INC.**

ARTICLE I. NAME AND DEFINITIONS

The name of the Association shall be LA SCALA AT THE COLONY CONDOMINIUM ASSOCIATION, INC. ("Association"). All capitalized terms contained in this instrument shall have the same defined meaning as contained in the Declaration, unless otherwise provided to the contrary.

ARTICLE II. PURPOSE AND POWERS

Section 1. Purpose. The purpose for which the Association is organized is to provide a not-for-profit corporation for the operation and governance of La Scala at the Colony, a Condominium (the "Condominium"), located upon lands in Lee County, Florida, said property being described in the duly recorded Declaration of Condominium applicable thereto.

The Association shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

Section 2. Powers. The Association shall have all of the common-law and statutory powers of a not-for-profit corporation which are not in conflict with the terms of the Condominium Documents. The Association shall have all of the powers and duties provided in the Condominium Documents and the Condominium Act together with all of the powers and the duties reasonably necessary to operate the Condominium pursuant to the Condominium Documents as they may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Condominium and the Association. The powers and duties, which the Declaration and By-Laws may set forth in more detail, shall include, but shall not be limited to, the following specific powers and duties:

(a) To make and collect Assessments against members as Unit owners to defray the costs, expenses and losses of the Condominium, and to make such other Special Assessments against Unit owners as the Declaration of Condominium and By-Laws shall provide, and to enforce such levy of Assessments through a lien and the foreclosure thereof or by other action pursuant to the Declaration of Condominium and By-Laws.

(b) To use the proceeds of the Assessments in the exercise of its powers and duties, and as provided in the Declaration of Condominium and the By-Laws.

(c) To maintain, repair and operate the condominium property.

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(d) To purchase insurance and enter into contracts for services, utilities and other purposes as may be deemed appropriate.

(e) To reconstruct improvements after casualty and further improve the condominium property.

(f) To make and amend reasonable Rules and Regulations.

(g) To perform such functions as may be specified in the Declaration of Condominium and the By-Laws.

(h) To enforce by legal means the provisions of the Condominium Act and the Condominium Documents.

(i) To employ personnel to perform the services required for proper operation of the Condominium and the Association.

(j) To lease, maintain, repair and replace the common elements as same are defined in the Declaration.

(k) To acquire or enter into agreements acquiring leaseholds, memberships or other possessory or use interests in lands or facilities and to pay the rental, membership fees, operational, replacement and other expenses as common expenses.

(l) To purchase a Unit or Units of the Condominium and to hold, lease, mortgage or convey such units in the manner set forth in the Declaration.

(m) To exercise such other 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 the applicable laws of the State of Florida.

(n) To contract for the management and maintenance of the condominium property and to authorize a manager or management agent to assist the Association in carrying out its powers and duties in performing such functions, including, without limitation, the submission of proposals, collection of Assessments, and other sums due from unit owners, preparation of records, enforcement of rules and maintenance, repair and the replacement of the common elements with funds as shall be made available by the Association for such purposes. The Association and its directors and officers shall, however, retain at all times the powers and duties granted by the Condominium Documents and the Condominium Act, including, without limitation, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

(o) To bring suit as may be necessary to protect the Association's interests, the interests of the Association's members, of the condominium property, and to be sued.

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ARTICLE III. TERM

The term for which this Association shall exist shall be perpetual. In the event the Association is dissolved, the Association shall ensure that the maintenance of the surface water management system, which is a common element as defined in the Declaration, is delegated, transferred or assigned to another entity.

ARTICLE IV. OFFICERS

The officers of the Association shall be as set forth in the By-Laws.

ARTICLE V. DIRECTORS

The affairs of the Association shall be managed by a Board of Directors composed of the number of Directors set forth in the Bylaws, but in no event less than three (3) directors, and in the absence of such determination shall consist of three (3) Directors. All Directors shall be elected at the Annual Meeting of the Association at the expiration of their predecessor's term, or at a special meeting if necessary. The qualifications for whom may serve as a Director are set forth in the By-Laws.

ARTICLE VI. MEMBERS

The members of the Association shall be the record owners of legal title to the Units in the Condominium and as further set forth in the By-Laws. The manner of designating voting members and exercising voting rights shall be determined by the By-Laws.

ARTICLE VII. AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and the Board shall direct that it be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting.

(b) Written notice setting forth the proposed amendment shall be given to each member of record entitled to vote thereon within the time and in the manner provided in the By-Laws for the giving of notice of meetings of members.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the Voting Interests.

ARTICLE VIII. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Association shall be 5051 Pelican Colony Boulevard, Bonita Springs, FL 34134, or at such other place or places as may be designated from time to time.

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ARTICLE IX. REGISTERED OFFICE AND AGENT

The street address of the registered office of the Association is 5051 Pelican Colony Boulevard, Bonita Springs, FL 34134 and the name of the registered agent at that address is Joseph Loiacono, Manager.

ARTICLE X. INDEMNIFICATION

The Association shall indemnify every Director and every officer, his heirs, executors and administrators, against all loss, cost and expense reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED
OFFICE**


Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

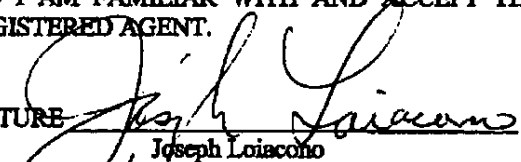
La Scala at the Colony Condominium Association, Inc.

2. The name and address of the registered agent and office is:

Joseph Loiacono, Manager, 5051 Pelican Colony Boulevard, Bonita Springs, FL 34134.


Print Name: John McGarvey
Its: President
DATE 7-8-11

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
Joseph Loiacono
DATE July 8, 2011