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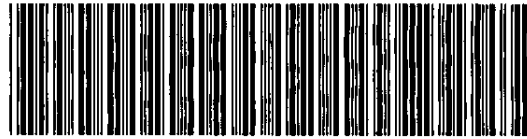
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

*Robert T. Lemieux*  
FEB 12 2015  
T. LEMIEUX



**McKay Law Firm, P.A.**



Scott D. McKay, Esq. (1979)  
Telese B. McKay, Esq. (344)

(1) Admitted in all Florida Federal District Courts  
(2) Admitted in the 11<sup>th</sup> Circuit Federal Appellate Courts  
(3) Master of Laws (Real Property Development)  
(4) Florida Supreme Court Certified Mediator

**2055 Wood Street  
Suite 120  
Sarasota, Florida 34237**

Phone - 941.906.7256  
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Toll Free - 1.800.381.1612  
web - www.mckay-law.com

February 5, 2014

Via: U.S. Mail

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

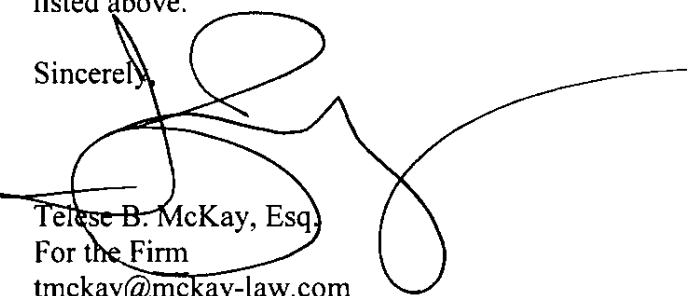
**Re: Cascades at Sarasota Residents' Association, Inc. /  
Amended & Restated Articles of Incorporation**

Dear Sir/Madam:

Enclosed please find check number 13308 in the amount of \$52.50 for filing the enclosed Amended and Restated Articles of Incorporation for Cascades at Sarasota Residents' Association, Inc., which was incorporated on July 23, 2003. Also enclosed are the cover letter and Articles of Amendment form and a copy of the Amended and Restated Articles of Incorporation to be certified and returned to our office. Additionally, we request a Certificate of Status be mailed to our office when completed.

If you have any questions regarding this matter, please do not hesitate to contact us at the number listed above.

Sincerely,

  
Telese B. McKay, Esq.  
For the Firm  
tmckay@mckay-law.com  
Fax - 941.330.2233

Enclosures: 3

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Cascades at Sarasota Residents' Association, Inc

DOCUMENT NUMBER: NO3000006301

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

Please return all correspondence concerning this matter to the following:

Telese B. McKay, Esq.

(Name of Contact Person)

McKay Law Firm, P.A.

(Firm/ Company)

2055 Wood Street, Suite 120

(Address)

Sarasota, Florida 34237

(City/ State and Zip Code)

dwilson@amiwra.com

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

For further information concerning this matter, please call:

Telese B. McKay, Esq. at ( 941 ) 906-7256 ext. 102

(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 type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

Cascades at Sarasota Residents' Association, Inc.

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

ND3000006301

(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: \_\_\_\_\_

\_\_\_\_\_  
(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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SECRETARY OF STATE  
CORPORATION DIVISION

**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	_____	_____	_____
<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)*

The enclosed Amended & Restated version of the Articles of Incorporation replace the entire text of the Articles of Incorporation filed on July 23, 2003.

The date of each amendment(s) adoption: January 23, 2014, if other than the date this document was signed.

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 February 3, 2014

Signature Deborah Landes  
(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)

Deborah Landes  
(Typed or printed name of person signing)  
President  
(Title of person signing)

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
FOR  
CASCADES AT SARASOTA RESIDENTS' ASSOCIATION, INC.  
(a Corporation not-for-profit)**

**ARTICLE I.  
NAME**

The name of the corporation shall be Cascades at Sarasota Residents' Association, Inc. (the "Association").

**ARTICLE II.  
PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS**

The principle place of business and mailing address of the corporation shall be determined from time to time by the Board of Directors.

**ARTICLE III.  
PURPOSE(S)**

The corporation is organized as a corporation not-for-profit under Chapters 617 and 720 of the laws of the State of Florida. The specific purposes for which the corporation is organized are:

1. To promote the health, safety and social welfare of the Owners of Property within that residential area referred to as Cascades at Sarasota and described in the Amended and Restated Declaration of Restrictions and Protective Covenants for Cascades at Sarasota (the "Declaration") which are recorded in the Public Records of Manatee County, Florida.
2. To own and maintain, repair and replace the general and/or Common Area, landscaping and other improvements in and/or benefitting the property for which the obligation to maintain and repair has been delegated and accepted.
3. To control the specifications, architecture, design, appearance, elevation and location of, and landscaping around, all buildings and improvements of any type, including walls, fences, swimming pools, antennae, sewers, drains, disposal systems or other structures constructed, placed or permitted to remain in the Property, as well as the alteration, improvement, addition or change thereto.
4. To operate without profit for the benefit of its Members.
5. To perform those functions reserved by the Association in the Declaration.



**ARTICLE IV.**  
**GENERAL POWERS**

The general powers that the Association shall have are as follows:

1. To hold funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles of Incorporation.
2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.
3. To delegate power or powers where such is deemed in the interest of the Association.
4. To affix assessments to be levied against Lots within the Property and the costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments. The Common Area cannot be mortgaged or conveyed without the affirmative vote of at least two-thirds of the Membership.
5. To pay taxes and other charges, if any, on or against the Common Area.
6. To operate, maintain and manage the surface water or storm water management system in a manner consistent with the Southwest Florida Water Management District ("SWFWMD") requirements and applicable SWFWMD permits and rules, and shall assist in the enforcement of the Declaration of Restrictions and Protective Covenants which relate to the surface water or storm water management system.
7. To levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the surface water or storm water management system.
8. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
9. To have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein

**ARTICLE V.**  
**MANNER OF ELECTION OF DIRECTORS**

Directors shall be elected or appointed in accordance with the provisions of the Bylaws of the Association.

**ARTICLE VI.**  
**MEMBERS**

1. Every Owner of a Lot which is subject to Assessment shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to Assessment.

2. The Association shall have one class of voting membership which shall be all Owners. Each Lot shall be entitled to one vote. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

## **ARTICLE VII.** **DIRECTORS**

- A. Number of Directors - The Board of Directors shall be comprised of five (5) Members.
- B. No Florida Residency Requirement/Number of Votes Required for Election/No Term Limits - Directors must be Members of the Association but need not be residents of the State of Florida. Elections shall be by plurality of votes cast. There shall be no limit to the consecutive or aggregate number of terms of office which a resident may serve as a Board Director.
- C. Term of Directors - The normal term for a duly elected Director shall be two (2) years.
- D. Term of Appointed Directors - Appointed Directors shall have a term of office which expires on the same date as the Director who such appointed Director is replacing.
- E. Establishment of Staggered Terms - Directors shall serve for two (2) year staggered terms. To help in the accomplishment of the purposes of staggering Directors' terms currently in office, the four (4) Director positions that expired at the 2013 election shall be filled as follows: The three candidates receiving the most votes shall serve for two (2) year terms expiring at the 2015 election. The fourth candidate shall serve a one (1) year term which shall expire at the election in 2014, which position will thereafter become a two (2) year term in the 2014 election and future elections. In the event of a tie at the 2013 election, the candidates can decide amongst themselves who shall serve the one (1) year term, and if they cannot so decide, a revote of those members present in person at the election shall so decide by a show of hands. The fifth Director currently in the midst of serving a two year term will serve until the natural expiration of the term until the 2014 election.
- F. Expiration of Terms - The term of office of elected or appointed Directors shall expire after two years at the corresponding election. In the event of a vacancy, replacement Directors shall be appointed in the manner described in the Bylaws and shall serve until the expiration of the appointed term.
- G. Removal of Directors - A Director, whether elected or appointed, may be removed from office with or without cause prior to the date his/her term of office would have otherwise expired by a majority vote of the total Members.

**ARTICLE VIII.**  
**OFFICERS**

The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time, by resolution, create. Any two or more offices may be held by the same person except the offices of President and Secretary.

**ARTICLE IX.**  
**REGISTERED AGENT**

The Board of Directors shall appoint a Registered Agent to serve the Association, which may be changed from time to time.

**ARTICLE X.**  
**CORPORATE EXISTENCE**

The Association shall exist in perpetuity.

**ARTICLE XI.**  
**AMENDMENTS TO ARTICLES OF INCORPORATION**

The amendment of these Amended and Restated Articles of Incorporation requires at least a majority of the eligible members cast a ballot for the approval of the change. For example, if 453 members are eligible to vote, then 50% of 453 is 226.5; the majority is 227 votes which will be required to approve the change.

**ARTICLE XII.**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

1. The Association hereby indemnifies, holds harmless, and shall pay any final judgment entered against and make payments required under any settlement agreement entered into by, and any reasonable attorney's fees incurred by, any Director, officer, employee, agent or member of a Standing Committee (collectively the "Indemnitees") in connection with any claim, suit, proceeding or cause of action, whether civil, criminal, investigative or administrative in nature, to which any of the Indemnitees is made or threatened or threatened to be made a party to, subject, however, to the contingencies set forth below:
  - a. Such claim, suit, proceeding or cause of action must be asserted against the Indemnitees by any person or organization (other than the Association for the purpose of procuring a judgment or other relief in the Association's own favor) to impose a liability or penalty on any such person for any act or omission alleged to have been committed

by such person in his capacity as an Association Director, officer, employee, agent or member of a Standing Committee or in his/her capacity as a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise or organization which he/she served at the request of the Association (the "Indemnified Claim") ;

- b. The Board deciding by majority vote of a quorum that (i) Indemnitees acts or omissions which were the subject matter of the Indemnified Claim were made or refrained to be made in a good faith, non-negligent manner consistent with Indemnitees fiduciary responsibilities to the Association and residents of the Cascades at Sarasota and in the reasonable belief that such acts or omissions were lawful and in the Association's best interests, and (ii) that the amounts for which the Indemnitees seek indemnification were properly incurred. Such Board vote will, if practicable, be comprised solely of Board members who were not parties to the Indemnified Claim;
  - c. The Association being notified of the Indemnified Claim in sufficient time for the Association to adequately protect its interests, the Association being permitted at its expense to defend the Indemnified Claim through attorneys of its own choosing, and the Indemnitees not entering any settlement of the Indemnified Claim without the Association's prior written consent.
2. The termination of the Indemnified Claim by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that the Indemnitees acted in a manner inconsistent with the standards set forth in section 1.b of this Article XII.

#### **ARTICLE XIII.**

#### **TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

Any financial or familial interest of an Officer or Director in any contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be disclosed as required by law. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

#### **ARTICLE XIV.** **DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is

refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water management system must be transferred to and accepted by an entity which would comply with Sections 40C-42.027, F.A.C., as amended and/or or superseded, and be approved by the SWFWMD prior to such termination, dissolution or liquidation.

**ARTICLE XV**  
**BINDING EFFECT**

The provisions hereof shall bind and inure to the benefit of the Members and their respective successors and assigns.