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Division of Corporations

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To:

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Account Name : SHUMAKER, LOOP & KENDRICK LLP  
Account Number : 075500004387  
Phone : (813)229-7600  
Fax Number : (813)229-1660

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SECRETARY OF STATE  
TALLAHASSEE, FL

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
ORCHID BEACH CLUB RESIDENCES CONDOMINIUM  
ASSOCIATION**

Certificate of Status	0
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Page Count	05
Estimated Charge	\$35.00

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**ORCHID BEACH CLUB RESIDENCES CONDOMINIUM ASSOCIATION, INC.**

Orchid Beach Club Residences Condominium Association, Inc., a Florida Not-for-Profit Corporation (the "Association") organized and existing under and by virtue of the provisions of the Chapters 617 and 720, Florida Statutes.

The Articles of Incorporation of the Association were filed with the Secretary of State of Florida on October 15, 2003.

These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation, and all amendments to them, were adopted by the members at a duly noticed meeting held on January 24, 2022 and the number of votes cast was sufficient for approval. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

**ARTICLE I  
NAME OF CORPORATION AND PRINCIPAL ADDRESS**

The name of this corporation shall be Orchid Beach Club Residences Condominium Association, Inc., hereinafter referred to as Association. The principal office of said corporation is located at 4134 Gulf of Mexico Dr., Suite 203, Longboat Key, FL 34228. The Directors of the Association may change the location of the principal office of said Association from time to time.

**ARTICLE II  
PURPOSES**

The purposes of this corporation shall be the operation and management of the affairs and property of the condominium known as Orchid Beach Club Residences, a Condominium, located in Sarasota County, Florida, and to perform all acts provided in the Declaration of Condominium and the Florida Condominium Act, Chapter 718, Florida Statutes.

**ARTICLE III  
POWERS**

The Association shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Florida Condominium Act and the Declaration of Condominium, as amended from time to time, except as may be limited or otherwise provided by these Articles.

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#### **ARTICLE IV MEMBERS**

All record owners of legal title to any of the condominium units of the Condominium shall be Members. Membership shall terminate automatically and immediately as a Member's interest in the record legal title terminates, except that upon termination of the entire condominium project, the membership shall consist of those who were Members at the time of each conveyance of the respective units to the Association, or its designee, as provided in said Declaration of Condominium. After the Association approves of a conveyance of a condominium unit as provided in the Declaration of Condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a copy of the deed or other instrument of conveyance.

#### **ARTICLE V VOTING RIGHTS**

Each condominium unit shall be entitled to one vote at Association meetings, notwithstanding that the same owner may own more than one unit or that units may be joined together and occupied by one owner.

#### **ARTICLE VI INCOME DISTRIBUTION**

No part of the income of the Association shall be distributable to its Members, except as compensation for services rendered.

#### **ARTICLE VII REGISTERED OFFICE AND REGISTERED AGENT**

Shumaker, Loop & Kendrick, LLP shall be the registered agent of the Association and the registered office shall be at 101 E Kennedy Blvd., Suite 2800, Tampa, FL 33602. The Board of Directors may change the registered agent and office from time to time as permitted by law.

#### **ARTICLE VIII EXISTENCE**

The term for which this corporation is to exist shall be perpetual, unless dissolved according to law.

#### **ARTICLE IX DIRECTORS AND OFFICERS**

(A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws. All Directors shall be Members of the Association.

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(B) All Directors of the Association shall be elected by the Members in the manner determined by the Bylaws or the Condominium Act, as Amended from time to time. 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 X BYLAWS**

The Bylaws of this corporation may be amended, altered or rescinded in the manner provided in such Bylaws.

#### **ARTICLE XI AMENDMENTS**

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by not less than two-thirds of the voting interests represented in person or by proxy at a duly noticed annual meeting or special meeting. Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is considered.
- (B) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than twenty (20%) percent of the voting interest of the Association.
- (C) Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by not less than two-thirds of the voting interests represented in person or by proxy at a duly noticed annual or special meeting at which a quorum is present, provided that not less than fourteen (14) days' notice of the meeting and the proposed amendment has been given to the members of the Association, which notice contained a full statement of the proposed amendment, modification, change or revocation, or by approval in writing by two-thirds of the total voting interests without a meeting.
- (D) An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Sarasota County, Florida.
- (E) For the purposes of this section, a meeting may be via real-time videoconferencing, or similar real-time electronic or video communication counts toward a quorum, and such member may vote as if physically present.

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**ARTICLE XII  
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

To the fullest extent permitted by Florida law, the Association shall indemnify every officer, director, and committee member against any and all expenses, including counsel fees, reasonably incurred by or imposed upon such officer, director, or committee member in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he or she may be a party by reason of being or having been an officer, director, or committee member. The Association shall be obligated to advance funds to pay for or reimburse expenses incurred in connection with defending any legal proceeding, including counsel fees, reasonably incurred by or imposed upon such officer, director, or committee member in connection with any action, suit, or other proceeding to which he or she may be a party by reason of being or having been an officer, director, or committee member. The officers, directors, and committee members shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent that such officers or directors may also be members of the Association), and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, or committee member, or former officer, director, or committee member may be entitled.

**Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, or committee member against any liability asserted against the person and incurred by the person in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article. Notwithstanding anything in this Article to the contrary, the provision herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20 day of April, 2022.

By: LAWRENCE D. LAWRENCE  
Name: LAWRENCE D. LAWRENCE  
Title: DIRECTOR AND TREASURER

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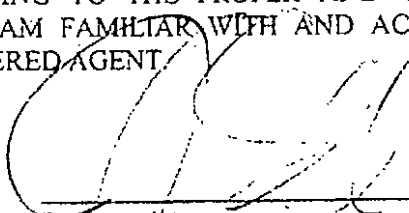
**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the relevant provisions of the 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 **Orchid Beach Club Residences Condominium Association, Inc.**
2. The name and street address of the registered agent and office in the State of Florida are:

Shumaker, Loop & Kendrick, LLP  
101 E. Kennedy Blvd., Ste. 2800  
Tampa, Florida 33602

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Registered Agent

Dated: April 15, 2022

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