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GOEDE / DEBOEST / CROSS
ATTORNEYS AND PROFESSIONAL COUNSEL
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Reply to:
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Paralegal
Goede, DeBoest & Cross, PLLC
2030 McGregor Blvd.
Fort Myers, FL 33901
Phone (239) 333-3922
Email: jmorningstar@gadclaw.com

March 12, 2024

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

Re: Amended and Restated Articles of Incorporation for:
Providence Village Condominium Association, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Amended and Restated Articles of Incorporation of Providence Village 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, DEBOEST & CROSS, PLLC

Jean M. Morningstar

Jean M. Morningstar
Paralegal
Signed electronically to avoid delay

/jmm

Enclosure as stated

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PROVIDENCE VILLAGE 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: Amended and Restated Articles adopted:

See attached Exhibit "A" for full text.

SECOND: The date of adoption of the amended and restated Articles was January 22 2024

THIRD: Adoption of amended and restated Articles (Check one):

__X__ The amended and restated Articles 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.

PROVIDENCE VILLAGE CONDOMINIUM ASSOCIATION, INC.

Signature of Officer

Joseph Kubarek
Print Name of Officer

President
Title of Officer

Feb 29, 2024
Date

NOTE: SUBSTANTIAL REVISION OF ENTIRE ARTICLES. SEE EXISTING ARTICLES FOR COMPARISON.

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF PROVIDENCE VILLAGE CONDOMINIUM ASSOCIATION, INC.

(A Corporation Not for Profit)

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida as a corporation not for profit, and hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME AND REGISTERED OFFICE OF THE CORPORATION

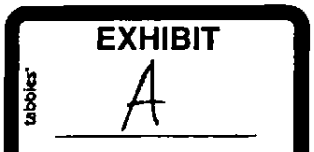
The name of this corporation, hereinafter called the "Association", shall be Providence Village Condominium Association, Inc. Its principal place of business shall be at the location listed with the Florida Department of State Division of Corporations. The Board of Directors may from time to time move the principal office of the Association to any other address in the State of Florida.

ARTICLE II - PURPOSE AND POWERS

Section 1. The purpose for which this Association is to act as a governing "Association" within the meaning of the Condominium Act (Chapter 718, Florida Statutes) for Juliana 3A, a Condominium, Juliana 3B, a Condominium, and Juliana 3C, a Condominium, (the "Condominiums"), located in Collier County, Florida. Note: Unless otherwise noted, the use of the singular term Condominium is deemed to be plural and include all of the Condominiums.

Section 2. The Association shall have all of the rights, powers, duties and functions of a governing association as set forth in the Condominium Act now or hereafter in effect as amended from time-to-time, and in these Articles, and all powers and duties reasonably necessary to administer, govern, and maintain the Condominiums pursuant to the Declarations of Condominium as they may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments against Members of the Association for the purpose of defraying the charges and expenses of the Condominiums and of all other properties the Association shall hold, by whatever means, and the operation of the Association. Assessments paid by Unit Owners shall be held in trust by the Association and, except for expenses of the Association common to all Condominiums, used solely and exclusively for the particular Condominium for which the assessment was collected to pay: (1) the cost of repair of the particular Condominium's property and other costs related thereto; and (2) the particular Condominium's share of the cost of administration of the affairs of the Association, including payment of applicable taxes and the preservation of the Association's existence, to the extent



properly allocable to the performance of the Association's duties under the Declarations of Condominium (all thereof, in the event that the Association undertakes no other activities); and (3) all other common expenses as described in the Declarations of Condominium. To the extent not expended in the year in which paid, assessments shall continue to be held in trust by the Association for the benefit of the Members to be expended solely for the aforesaid purposes or, upon any termination of the Condominium, the unexpended portion shall be added to the common surplus for disbursement to the Members of the terminated Condominium only or for maintenance of reserves for, of the terminated Condominium only, at the discretion of the Board of Directors. Further it is intended that this Association shall operate as a multi-condominium Association as provided in the Condominium Act as amended from time-to-time hereafter.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To maintain, repair, replace and operate all Condominium Property.

(d) To purchase insurance upon Condominium Property and all properties the Association shall hold and insurance for the protection of the Association and its Members.

(e) To improve the Condominium Property further and, after casualty, to reconstruct improvements.

(f) To approve or disapprove the transfer, by sale, rental, gift, devise, bequest, succession, or otherwise, and the ownership and encumbrance of Condominium Units, as may be provided by the Declarations of Condominium and by the Bylaws of the Association.

(g) To enforce by legal means the provisions of the Declarations of Condominium, these Articles, the Bylaws of the Association and the Rules and Regulations for the use of the property of the Condominiums.

(h) To contract for the maintenance, repair, replacement and operation of any and all of the Condominium properties and to delegate to a management contractor or contractors any or all powers and duties of this Association.

(i) To purchase, lease, receive by gift, or otherwise acquire possessory or use interests in real and personal property, whether or not contiguous to the lands of the Condominiums, intended to provide for the enjoyment, recreation or other use or benefit of the Members of the Association.

(j) To contract for the management, operation and upkeep of any and all properly held or controlled by the Association.

(k) To encumber, mortgage, lease, convey or grant other possessory or use interests in any and all property which the Association may acquire or control, including, but not limited to, any recreational facilities.

(l) To enter into contracts or agreements for the maintenance of accounting and bookkeeping records and for the use of data processing facilities or services, so as to carry out the Association's responsibilities and to comply with the requirements of the law of the State of Florida with regard to maintenance of records.

(m) To select depositories for the Association funds.

(n) To enter into such other contracts or agreements reasonably necessary or convenient for the proper exercise of the rights, powers, duties and functions of the Association.

(o) To employ all personnel reasonably necessary to perform the services required for proper exercise of the rights, powers. duties and functions of the Association.

(p) To exercise any and all common law and statutory powers, although not specifically recited herein, of a corporation not for profit, and of an association within the meaning of the Condominium Act, reasonably necessary or convenient to carry out and perform the purpose for which the Association is organized and its enumerated powers.

(q) To enact and enforce Rules and Regulations concerning the use and enjoyment of the Units, the Common Elements and of the property owned by the Association, including but not limited to Rules and Regulations pertaining to use of the parking spaces (including the designation of certain spaces for the benefit of particular Unit Owners).

(r) To operate and maintain the Common Elements.

(s) When authorized by a vote of two-thirds (2/3) of the total vote of the Members of said Association, to purchase and/or acquire and enter into agreements, from time to time, whereby it acquires leaseholds, memberships and other possessory or use interests in lands or facilities, including but not limited to country clubs, golf courses, marinas and other recreational facilities, whether or not contiguous to the lands of the Condominium intended to provide for the enjoyment, recreation and other use or benefit of the Unit Owners. The expense of ownership, rental fees, operations, replacements and other undertakings in connection therewith shall be Common Expenses, together with all other expenses and costs herein or by law defined as Common Expenses.

(t) To execute and apply all powers of the Association conferred by the Declarations of Condominium and the Associations Bylaws; which are incorporated into these Articles by reference.

(u) To borrow money.

Section 3. Any Officer or Director individually or any firm or corporation of which any Officer or Director shall be a Member, stockholder, officer, director, employee, or agent, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Association, provided that the fact that he, she, or it, or such firm or corporation is so

interested; shall be disclosed or shall have been known to the Board of Directors or a majority thereof, prior to the making thereof. No contract or other transaction between this Association and any other such person, firm, or corporation, and no act of this Association shall in any way be affected or invalidated thereby. Any Director of this Association, who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Association, which shall authorize any such contract or transaction with like force and effect, as if he or she were not a director or officer of such other corporation or not so interested.

Section 4. Emergency Powers. In addition to the emergency powers granted by Chapter 617 Florida Statutes and the Condominium Act, the following shall apply to the extent not viewed to be in conflict with the Condominium Act:

a. In anticipation of or during any emergency defined in Section e below, the Board of Directors of the Association may:

(1) Modify lines of succession to accommodate the incapacity of any Director, Officer, employee or agent of the Association; and

(2) Relocate the principal office or designate alternative principal offices or authorize the Officers to do so.

b. During any emergency defined in Section e below:

(1) Notice of a meeting of the Board of Directors needs to be given only to those Directors whom it is practical to reach and may be given in any practical manner, including by publication and electronic transmission;

(2) One or more Officers of the Association present at a meeting of the Board of Directors may be deemed to be Directors for the meeting, in order of rank and within the same rank and order of seniority, as necessary to achieve a quorum; and

(3) The Director or Directors in attendance at a meeting shall constitute a quorum.

c. Corporate action taken in good faith during an emergency under this Section 4 to further the ordinary affairs of the Association:

(1) Binds the Association; and

(2) May not be used to impose liability on a Director, Officer, employee or agent of the Association.

d. An Officer, Director, or employee of the Association acting in accordance with any emergency by-laws is only liable for willful misconduct.

e. An emergency exists for purposes of this Section 4 if a quorum of the Association's Directors cannot readily be assembled because of some catastrophic event.

ARTICLE III - QUALIFICATION OF MEMBERS AND THE MANNER OF THEIR ADMISSION

Section 1. At such time as the purchase price is paid and the deed to a Unit is issued, the Owner thereof shall become a Member.

Section 2. Ownership of a Unit shall be a prerequisite to exercising any rights as a Member. A Unit may be owned by one or more persons or by a corporation, association, partnership, or trust.

Section 3. Membership shall not be transferable, except as provided herein or in the Declarations of Condominium. The membership of any Unit Owner shall terminate upon the termination of the Condominium, or upon transfer of his, her, or its ownership in the Unit, provided the transfer is accomplished in accordance with all provisions of the Declarations of Condominium. The transferor's membership shall automatically transfer and be vested in the new Owner succeeding to the ownership interest in the Unit, subject to a lien thereon for all undischarged assessments, charges, and expenses. The Association may rely on a recorded deed as evidence of transfer of a Unit and thereupon terminate the transferor's membership and recognize the membership of the transferee.

ARTICLE IV - TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE V - OFFICERS

Section 1. The Officers of the Association shall consist of a President, one or more Vice-Presidents, a Secretary, a Treasurer, and any assistants to such officers as the Board of Directors may deem appropriate from time to time. The same person may hold two offices.

Section 2. Officers of the Association shall be elected at the annual organizational meeting of the Board of Directors and shall hold office at the pleasure of the Board of Directors. Any Officer may be removed at any meeting by the affirmative vote of a majority of the members of the Board of Directors either with or without cause, and any vacancy in any office may be filled by the Board of Directors at any meeting thereof.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. The affairs and business of this Association shall be managed and conducted by a Board of Directors consisting of five (5) persons. The system of staggered terms previously established shall be maintained. All Directors shall be elected for two (2) year terms that expire at final adjournment of the Annual Members' Meeting at, or in conjunction with, which his, her, or its successor is to be elected, and there shall always be one (1) Director representing each of the three (3) Condominiums and two (2) at large Directors from any of the three (3) Condominiums on the Board.

Section 2. Election of Directors shall be held at the Annual Members' Meeting, except as provided herein to the contrary. At the expiration of the term of each initial Director, his, her or its' successor shall be elected by the Members of the Association to serve for a term of two years,. A Director shall hold office until his, her, or its successor has been elected and qualified.

Section 3. The election shall be by written ballot, electronically or voting machine and by a plurality of the votes cast, each Owner voting being entitled to cast his, her or its votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

Section 4. Directors may be removed with or without cause and replaced as provided in the Condominium Act.

Section 5. Meetings of the Board of Directors at which a quorum of the Directors is present shall be open to all Association Members. Any Association Member may tape record or videotape meetings of the Board of Directors subject to reasonable Rules adopted by the Board of Directors and the Division of Florida Land Sales, Condominiums and Mobile Homes. The right to attend such meetings includes the right to speak at such meetings with reference to all designated agenda items. The Board of Directors may adopt reasonable Rules governing the frequency, duration, and manner of Unit Owner statements. Adequate notice of all meetings, which notice shall specifically incorporate an identification of agenda items, shall be posted conspicuously on the Condominium Property at least 48 continuous hours preceding the meeting, except in an emergency. However, written notice of any meeting at which nonemergency special assessments, or at which amendment to Rules and Regulations regarding Unit use will be proposed, discussed, or approved, shall be mailed or electronically delivered to Association Members and posted conspicuously on the Condominium Property not less than fourteen (14) days prior to the meeting. Evidence of compliance with this 14-day notice requirement shall be made by an affidavit executed by the Secretary of the Association or designated person providing the notice of the Association meeting and filed among the official records of the Association. Upon notice to the Association Members, the Board shall by duly adopted rule designate a specific location on the Condominium or Association Property upon which all notices of Board meetings shall be posted. Notice of any meeting in which regular assessments against Unit Owners are to be considered for any reason shall specifically contain a statement that assessments will be considered and the nature of any such assessments. Meetings of a committee to take final

action on behalf of the Board or make recommendations to the Board regarding the Association budget are subject to the provisions of this paragraph. Meetings of a committee that do not take final action on behalf of the Board or make recommendations to the Board regarding the Association budget are not subject to the provisions of this paragraph.

ARTICLE VII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

All Officers and Directors shall be indemnified by the Association against all expenses and liabilities, including counsel fees (including fees for appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office, other than proceedings or claims resulting from willful misconduct or bad faith. The Association shall purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers or Directors or arising out of their status as such. During any proceeding, the Association shall advance the attorney's fees and costs on behalf of the indemnified parties.

ARTICLE VIII - BYLAWS

The Bylaws of the Association may be amended, altered, modified, or rescinded by the action or approval of the Members of the Association. The manner of altering, modifying, amending or rescinding the Bylaws shall be provided for in the Bylaws.

ARTICLE IX - AMENDMENTS TO THESE ARTICLES

Section 1. Amendments to these Articles of Incorporation shall be proposed by a resolution adopted by majority vote of the Board of Directors. The resolution shall then be presented to the membership of the Association. All amendments must be approved by at least a majority (50%+1) of the total Voting Interests in the Association.

Section 2. No amendment shall make any change in the qualifications for Membership without approval in writing of all Members. Such an amendment shall also be subject to the written consent of all record holders of mortgages upon any Condominium Property or upon property held by the Association in accordance with the provisions of the Declarations of Condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declarations of Condominium.

ARTICLE X - VOTING

Section 1. Each Condominium Unit shall be entitled to one vote at the Association meetings for each Unit owned. In the event of a joint ownership of a Condominium Unit, the vote to which that Unit is entitled may be exercised by one of such joint Owners by agreement of the remainder of the joint Owners and in accordance with the terms of the Declaration of Condominium; however, no split voting shall be permitted. Notwithstanding anything to the

contrary, when the Board determines in its sole discretion that a vote of only the Owners in one particular Condominium is required, the quorum requirement for the meeting at which the vote is conducted shall be a majority of the voting interests in that Condominium. At such meetings, a majority vote of the number of voting interests of Unit Owners in that Condominium, present and voting on any matter shall be controlling, provided a quorum is present, in person or by proxy, except for such decisions as may by the Condominium Act or the governing documents require a larger percentage, in which case the percentage required in the Condominium Act or the governing documents shall govern.

Section 2. Votes may be cast either in person, by proxy as specifically provided herein or by a voting trustee or trustees, each of whom may, but need not be an Officer or Director of the Association. Limited proxies shall be used for votes taken to waive or reduce reserves in accordance with the Condominium Act; for votes taken to waive financial statement requirements as provided by the Condominium Act; for votes taken to amend the Declarations of Condominium pursuant to the Condominium Act; for votes taken to amend these Articles of Incorporation or the Bylaws of the Association pursuant to the Condominium Act; and for any other matter for which the Condominium Act requires or permits a vote of the Unit Owners. General proxies may be used for other matters for which limited proxies are not required and may also be used in voting for non-substantive changes to items for which a limited proxy is required and given. Notwithstanding the foregoing, no proxy, limited or general, shall be used in the election of the members of the Board of Directors. General proxies may be used for other matters for which limited proxies are not required and may also be used in voting for non-substantive changes to items for which a limited proxy is required and given. Any proxy given shall be effective only for the specific meeting for which originally given and any lawfully adjoined meetings thereof. In no event, shall any proxy be valid for a period longer than 90 days after the date of the first meeting for which it was given. Every proxy is revocable at any time at the pleasure of the Association Member executing it. Proxyholders must be Members of the Association.

ARTICLE XI. ADDITIONAL PROVISIONS

Section 1. No Officer, Director or Member shall be personally liable for any debt or other obligation of the Association, except as provided in the Declarations of Condominium.

Section 2. The Association shall not be operated for profit. No dividend shall be paid, and no part of the income of the Association shall be distributed to its Members, Directors, or Officers.

Section 3. Where the context of these Articles permits, the use of the plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

ARTICLE XII - SEVERABILITY

Should any paragraph, sentence, phrase, portion or provision of these Articles or of the Bylaws or Rules and Regulations be held invalid, it shall not affect the validity of the remaining instruments.

ARTICLE XIII - APPOINTMENT OF REGISTERED AGENT FOR SERVICE OF PROCESS

Pursuant to Section 48.091, Florida Statutes the appointed registered agent for service of process upon the Association is listed with the Florida Department of State Division of Corporations.