

From: NAJMY THOMPSON

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PALM GROVE CONDOMINIUM ASSOCIATION, INC.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PALM GROVE CONDOMINIUM ASSOCIATION, INC.
DOCUMENT NUMBER N04000001024**

Pursuant to Section 617.1007, Florida Statutes, the Corporation desires to amend and restate its Articles of Incorporation, the original Articles having been filed with the Department of the State of Florida on January 29, 2004, under Document Number N04000001024.

1. The name of this Corporation is Palm Grove Condominium Association, Inc.
2. The date of the adoption of the attached Amended and Restated Articles of Incorporation was March 25, 2015.
3. The Articles of Incorporation were Amended and Restated as the attached Amended and Restated Articles of Incorporation of Palm Grove Condominium Association, Inc., and the attached Amended and Restated Articles of Incorporation supersede the original articles of incorporation and all amendments.
4. Membership approval is required for amendments to the Articles of Incorporation. Pursuant to Article IX of the Articles of Incorporation, the attached Amended and Restated Articles of Incorporation were proposed by a majority of the Board of Directors, and adopted by not less than two-thirds (2/3) of the entire membership of the Board and by not less than two-thirds (2/3) of the votes of the entire membership of the Association. The Amended and Restated Articles of Incorporation were proposed and adopted pursuant to Section 617.1002, Florida Statutes, and in accordance with the Association's governing documents.

IN WITNESS WHEREOF, the undersigned authorized officer of the Association signed this certificate adopting the Amended and Restated Articles of Incorporation on this 25 day of MARCH, 2015.

Witnesses: Signed, sealed and delivered
in the presence of:

Sign: Wayne Garrett
Print Name: WAYNE GARRETT

Sign: Wayne Roberts
Print Name: WAYNE ROBERTS

Palm Grove Condominium Association, Inc.
a Florida not-for-profit corporation

By: Bob Schmiedeknecht
Print Name: BOB SCHMIEDKNECHT, as its President

H15000080145 3

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
PALM GROVE CONDOMINIUM ASSOCIATION, INC.**

The undersigned does hereby adopt these Amended and Restated Articles of Incorporation for the Palm Grove Condominium Association, Inc. The original articles of incorporation creating this corporation were filed with the State of Florida on January 29, 2004, as Document Number N04000001024. The corporation has been formed as a not for profit corporation under Chapter 617, Florida Statutes, as it is amended from time to time, as the entity to administer the affairs of Palm Grove, a Condominium. The Declaration of Condominium for Palm Grove, a Condominium, was recorded in Official Record Book 1987, Page 1324 of the Public Records of Manatee County, Florida, as amended from time to time.

ARTICLE I. NAME

1. The name of the corporation shall be: **PALM GROVE CONDOMINIUM ASSOCIATION, INC.** The mailing address of the Association shall be 4301 32nd Street West, Suite A-20, Bradenton, FL 34205, unless otherwise designated by the Board. For convenience, the corporation shall be referred to in this instrument as the "Association".

ARTICLE II. PURPOSE

2. The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, Chapter 718, Florida Statutes, as it is amended from time to time, for the operation of:

PALM GROVE, A CONDOMINIUM, (the "Condominium") to be located upon the lands described in the Declaration of Condominium for said condominium as described above.

2.1 The Association shall make no distributions of income to its members, directors or officers.

ARTICLE III. POWERS

3. The Powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act, these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, as it may be amended from time to time, including but not limited to the following:

- (a) To make and collect assessments against members as unit owners for the purpose of paying the common costs, expenses and losses of the Condominium.
- (b) To use the proceeds of assessments in the exercise of its powers and duties.

H15000080145 3

- (c) To maintain, repair, replace and operate the Condominium property.
- (d) To purchase insurance upon the Condominium property and insurance for the protection of the Association and its members as unit owners.
- (e) To reconstruct improvements after casualty and to make future improvement of the property.
- (f) To make and amend reasonable regulations respecting the use of the property in the Condominium.
- (g) To approve or disapprove the transfer, mortgage and ownership of units as may be provided by the Declaration of Condominium and the Bylaws.
- (h) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the Condominium.
- (i) To contract for the management and maintenance of the Condominium and to authorize the management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules, and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted it by the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association.
- (j) To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.

3.3 The Association shall have no power to purchase a unit of the Condominium except at sales in foreclosure of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount secured by its liens, or pursuant to an obligation to purchase created by the Declaration of Condominium. This provision shall not be changed without unanimous approval of the members and the joinder of all record owners of mortgages upon the Condominium.

3.4 All funds and titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

3.5 The Powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws.

ARTICLE IV. MEMBERS

4. The members of the Association shall consist of all of the record owners of units in the Condominium, and after termination of the condominium, shall consist of those

H15000080145 3

H15000080145 3

who are members at the time of such termination and their successors and assigns.

4.1 After receiving approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the Public Records a deed or other instrument establishing a record title to a unit in the Condominium and the delivery to the Association of notice of such recordation. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

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

4.3 The owner(s) of each unit shall be entitled to one (1) vote as a member of the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE V. BOARD OF DIRECTORS

5. The affairs of the Association will be managed by a Board of Directors whose members shall be designated as Directors of the Association. The number of Directors shall be determined by the Bylaws but in no case shall be less than three. Directors shall be members of the Association.

5.1 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws, for terms as set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws and applicable law.

5.2 The members of the Board of Directors may fill any vacancies in their number by a majority vote of the remaining members of the Board, even if such remaining Directors constitute less than a quorum. The election of members of the Board of Directors by Unit Owners shall be held pursuant to the provisions of the Condominium Act and the Association's governing documents.

5.3 Unless otherwise provided in the Bylaws, the members of the Board shall serve without compensation.

ARTICLE VI. OFFICERS

6. The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors.

6.1 The officers shall serve at the pleasure of the Board of Directors.

ARTICLE VII. INDEMNIFICATION

7. Every director and every officer of the Association, as well as committee members, shall be indemnified by the Association against all expenses and liabilities,

H15000080145 3

H15000080145 3

including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director, officer, or committee member of the Association, whether or not he is a committee member, director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII. BYLAWS

8. The Bylaws of the Association shall be amended in the manner provided by the Bylaws.

ARTICLE IX. AMENDMENTS

9. Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

9.1 **Notice.** Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

9.2 A resolution for the adoption of a proposed amendment may be proposed by either the Board of Directors of the Association or by twenty-five percent (25%) of the members of the Association. Except as elsewhere provided, such approvals must be either by:

- (a) Not less than a majority of the entire membership of the Board of Directors, and by not less than a majority of the votes of the entire membership of the Association

9.3 No amendment to these Articles of Incorporation or the Bylaws shall be valid unless recorded in the Public Records of the County in which the condominium is located, with identification on the first page thereof of the book and page of the Public Records where the Declaration of the Condominium operated by the Association is recorded.

ARTICLE X. TERM

10. The term of the Association shall be perpetual.

ARTICLE XI. REGISTERED AGENT

11. This Amended and Restated Articles of Incorporation shall not change the identity or the address of the registered agent currently designated by the Association.

ARTICLE XII. SUBSCRIBERS

12. The name and address of the initial subscriber of these Articles of

H15000080145 3

From: NAJMY THOMPSON

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03/31/2015 15:32

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Incorporation is as follows:

NAME

ADDRESSES

WILLIAM T. HIGGS

2666 Airport Road South
Naples, Florida 34112

CERTIFICATE OF AMENDMENT

The undersigned officer of the Palm Grove Condominium Association, Inc., a Florida corporation not-for-profit, does hereby certify that the foregoing Amended and Restated Articles of Incorporation of the Palm Grove Condominium Association, Inc., were duly proposed and adopted by the requisite number of directors and members in accordance with the corporate documents and Florida law.

IN WITNESS WHEREOF, the Board of Directors of the Association has caused these Articles to be signed in its name this 25 day of MARCH, 2015.

Signed, sealed and delivered

Witnesses to President's Signature

**PALM GROVE CONDOMINIUM
ASSOCIATION, INC.**

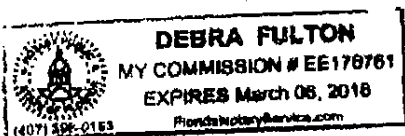
1. Sign: Wayne Barrett
Print Name: WAYNE BARRETT

By: Bob Schmiedhauser
Print Name: BOB SCHMIEDHAUSER
Print Title: PRESIDENT

2. Sign: Wayne Rocks
Print Name: WAYNE ROCKS

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 25 day of MARCH, 2015, by Bob Schmiedhauser as of the Palm Grove Condominium Association, Inc. He/She is personally known to me or has produced as identification.



Debra Fulton
Notary Public, State of Florida

H15000080145 3