

N04713

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

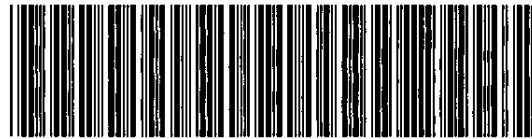
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700297676247

04/10/17--01019--007 **43.75

17 APR 10 PM 2:25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

APR 11 2017

C McNAIR

712 Shamrock Blvd.
Venice, FL 34293

941.492.2100 phone
941.492.3116 fax

SHARON S. VANDER WULP, P.A.

Condominium and
Homeowners' Association
Representation
Real Estate
Wills
Probate
Landlord/Tenant
Circuit Civil Mediation

April 7, 2017

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

RE: Certificate of Amendment to the Articles of Incorporation of Bird Bay, Not
Inc.
Our File No. 668.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 APR 10 PM 2:25

Dear Sir or Madame:

Enclosed please find an original and copy of the Certificate of Amendment to the Articles of Incorporation in regards to the above referenced Association. Please date stamp the copy for our records, and return it with the Certified copy in the enclosed self-addressed, stamped envelope. Also enclosed is our check in the amount of \$43.75 representing the fee for the filing and certified copy.

Thank you for your assistance in this matter. If you have questions or need additional information, please do not hesitate to contact our office.

Very truly yours,

Sharon S. Vander Wulp
Sharon S. Vander Wulp

swv
Enclosures

This instrument prepared by:
Sharon S. Vander Wulp
Attorney at Law
712 Shamrock Blvd.
Venice, FL 34293

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 APR 10 PM 2:25

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

BIRD BAY NORTH CONDOMINIUM ASSOCIATION, INC.

**A corporation not for profit
under the laws of the State of Florida**

WHEREAS, the original Declaration of Condominium of BIRD BAY VI, a condominium, was recorded in Official Records Book 1800, Page 1808, et seq., of the Public Records of Sarasota County, Florida (Declaration), and

WHEREAS, there have been no amendments made to the Articles of Incorporation as reflected by instruments recorded in the Public Records, and

WHEREAS, a significant package of amendments was recently approved by an affirmative vote of not less than a majority (50%) of the votes of the Association's entire membership at a members' meeting held on the 22 day of MARCH, 2016.

NOW, THEREFORE, BIRD BAY NORTH CONDOMINIUM ASSOCIATION, INC., does hereby amend and restate the Articles of Incorporation of BIRD BAY NORTH CONDOMINIUM ASSOCIATION, INC., for the purpose of integrating all of the provisions of the Articles of Incorporation, together with recently adopted amendments which shall be covenants running with the condominium property and binding on all existing and future owners, and all others having an interest in the condominium lands or occupying or using the condominium property.

**(Substantial Rewrite of the Articles of Incorporation.
See the Original Articles of Incorporation for Current Text.)**

The undersigned hereby associate themselves for the purposes of confirming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1
NAME, ADDRESS AND REGISTERED AGENT

1.1 Name. The name of the corporation shall be BIRD BAY NORTH CONDOMINIUM ASSOCIATION, INC., a corporation not for profit. For convenience the corporation shall herein be referred to as the "Association".

1.2 Address and Registered Agent. The street address of the Association's current registered office is 181 Center Rd., Venice, Florida, 34285. The current registered agent's name at such address is Argus Management of Venice, Inc. The Association's street address and the registered agent's name shall be determined by the Board of Directors from time to time.

ARTICLE 2
PURPOSE

2.1 Purpose. The purpose for which the Association is organized is to provide an entity pursuant to Section 718.111, Florida Condominium Act, for the maintenance, operation and management of Bird Bay VI, a condominium, (herein the "condominium"), located in Sarasota County, Florida.

2.2 Distribution of Income. The Association shall make no distribution of income to and no dividend shall be paid to its members, directors, or officers.

2.3 No Shares of Stock. The Association shall not have or issue shares of stock.

ARTICLE 3
POWERS

3.1 Common Law and Statutory Powers. The Association shall have all of the common-law and statutory powers of a corporation not in conflict with the terms of these Articles of Incorporation or the Florida Condominium Act.

3.2 Specific Powers. The Association shall have all of the powers and duties set forth in the Florida Condominium Act, these Articles of Incorporation, the Bylaws, and the Declaration of Condominium (hereinafter the "Declaration") and all of the powers and duties reasonably necessary to maintain, manage and operate the condominium pursuant to the Declaration and the Bylaws as these documents may be amended from time to time.

3.3 Assets Held in Trust. All funds and properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

3.4 Limitation on Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

ARTICLE 4 MEMBERS

4.1 Members. The Association members shall consist of all the record owners of units in the condominium from time to time, and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 Change of Membership. After receiving the Association's approval as required by the Declaration, change of membership in the Association shall be established by the recording in the Public Records of Sarasota County, Florida, of a deed or other instrument establishing a change of record title to a unit in the condominium. The owner designated by such instrument shall automatically become an Association member and the membership of the prior owner is terminated.

4.3 Limitation on Transfer of Shares of Assets. The share of a member in the Association's funds and assets cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the member's unit.

4.4 Voting. The owner of each unit shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the Bylaws.

ARTICLE 5 DIRECTORS

5.1 Board of Directors. The Association's affairs shall be managed by the Board of Directors in the manner set forth in the Bylaws.

5.2 Election of Directors. The Association's directors shall be elected in the manner set forth in the Bylaws.

5.3 First Board of Directors. The names and address of the members of the first Board of Directors who held office, were as follows:

NAME

ADDRESS

Ronald K. Drews
President and Director

5255 S. Tamiami Trail
Sarasota, FL 33581

Nancy Arbuckle
Vice-President and Director

5255 S. Tamiami Trail
Sarasota, FL 33581

William U. Copeland
Sec./Treas. and Director

5255 S. Tamiami Trail
Sarasota, FL 33581

**ARTICLE 6
OFFICERS**

6.1 Officers. The Association's affairs shall be administered by a President, Vice-President and Secretary-Treasurer and such other officers as may be designated in the Association's Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the Association's annual members' meeting and shall serve at the Board's pleasure.

**ARTICLE 7
INDEMNIFICATION**

7.1 Indemnification. Every Association director and every officer shall be indemnified by the Association against all expenses and liabilities, including legal 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 or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance 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 interest 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 8
BYLAWS**

8.1 Bylaws. The Association's Bylaws may be altered, amended or rescinded by the membership in the manner provided by the Bylaws.

**ARTICLE 9
AMENDMENTS**

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

9.2 Notice. Notice of a proposed amendment's subject matter shall be included in the notice of any meeting at which a proposed amendment is to be considered.

9.3 Resolution. A resolution adopting a proposed amendment may be proposed either by the Board of Directors or by not less than twenty percent (20%) of the Association's members.

9.4 Vote. Members not present in person at the members' meeting considering the amendment, may express their vote by limited proxy, in writing, providing the proxy is delivered to the Secretary at, or prior to the meeting. An affirmative vote of not less than two thirds (2/3rds) of those members who cast a vote, in person or by proxy, is required to effect the change to these Articles of Incorporation.

9.5 Execution and Recording. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted, which certificate shall be executed by two Association officers with all the formalities of a deed. A copy of each amendment shall be certified by the Secretary of the State of Florida. The amendment shall be effective when the certificate and copy of the amendment are recorded in the Public Records of Sarasota County, Florida.

ARTICLE 10 TERM

10.1 Term. The term of the Association shall be perpetual unless the condominium is terminated pursuant to the Declaration's provisions and, in the event of such termination, the corporation shall be dissolved in accordance with the law.

ARTICLE 11 SUBSCRIBERS (Incorporators)

11.1 Names and Addresses. The names and residence addresses of the subscribers (incorporators) of these Articles of Incorporation were as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ronald K. Drews President and Director	5255 S. Tamiami Trail Sarasota, FL 33581
Nancy Arbuckle Vice-President and Director	5255 S. Tamiami Trail Sarasota, FL 33581
William U. Copeland Sec./Treas. and Director	5255 S. Tamiami Trail Sarasota, FL 33581

IN WITNESS WHEREOF,

This Association has caused this Certificate to be signed in its name by its President, this 6 day of APRIL, 2017.

ATTEST:

BIRD BAY NORTH CONDOMINIUM
ASSOCIATION, INC.

By: E. B. Moody
Secretary

By: Frank C. Jurgens
President

WITNESSES:

H. James Leroy
Printed Name: H. JAMES LEROY

Melissa Mordt
Printed Name: Melissa Mordt

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida at large, personally appeared Frank C. Jurgens, as President, and E. B. Moody, as Secretary of BIRD BAY NORTH CONDOMINIUM ASSOCIATION, INC., and they acknowledge before me that they are such officers of said corporation; and they executed the foregoing Amended and Restated Articles of Incorporation on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that they are authorized to execute said Amended and Restated Articles of Incorporation and that the execution thereof is the free act and deed of said corporation. They are personally known to me or have produced their driver's licenses as identification and did not take an oath.

WITNESS my hand and official seal at Sarasota County, Florida this 6th day of April, 2017.

Barbara L. O'Grady
Printed Name of Notary
Notary Public Commission #
My Commission Expires:

