

NO500000306

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

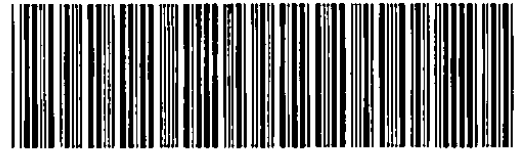
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Spoke to Ms. Wanta,
initial file as Amended and
Restated Articles. 5/21/20

Office Use Only



90034314535

04/28/20--01008--006

RECEIVED

APR 27 2020

MAY 21 2020
C. McNAIR

v2

COVER LETTER

TO: Amendment Section
Division of Corporations

COTTONWOOD BEND AT VERANDAH CONDOMINIUM ASSOCIATION, INC.
NAME OF CORPORATION: _____

N05000003068
DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

CHANILLE L. GRIGSBY, ESQ.

(Name of Contact Person)

GRIGSBY LAW, P.A.

(Firm/ Company)

9240 BONITA BEACH ROAD, SUITE 1117

(Address)

BONITA SPRINGS, FLORIDA 34135

(City/ State and Zip Code)

CLGRIGSBY@GRIGSBYLAWPA.COM

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

For further information concerning this matter, please call:

CHANILLE L. GRIGSBY

239

948-9740

at

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

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

After recordation, return to:
Chanille L. Grigsby, Esq.
Grigsby Law, P.A.
9240 Bonita Beach Road, Suite 1117
Bonita Springs, Florida 34135

*THIS DOCUMENT CONSTITUTES A SUBSTANTIAL REWORDING OF
THE DECLARATION AS PREVIOUSLY AMENDED. SEE PRIOR
DOCUMENTS FOR CHANGES TO PRESENT TEXT*

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COTTONWOOD BEND AT VERANDAH CONDOMINIUM ASSOCIATION, INC.**

WHEREAS, the original Articles of Incorporation of Cottonwood Bend at Verandah Condominium Association, Inc., were filed with the Florida Department of State on March 18, 2005, and

WHEREAS, not less than a majority of the total voting interests of the Members present in person or by proxy at a duly notice and convened Membership meeting held on March 9, 2020, approved these Amended and Restated Articles of Incorporation, and

WHEREAS, the number of Membership votes cast for the amendments were sufficient for approval under the corporation documents and applicable law, and

NOW, THEREFORE, the following are adopted as the Amended and Restated Articles of Incorporation of Cottonwood Bend at Verandah Condominium Association, Inc.

ARTICLE I
Name and Principal Office

The name of the corporation is Cottonwood Bend at Verandah Condominium Association, Inc. a Florida not-for-profit corporation (the "Association"); and the principal address of the Association is c/o Vesta Property Services, Inc., 27180 Bay Landing Drive, Suite 4, Bonita Springs, Florida 34135, or such other address or management company as may be reflected on the Florida Division of Corporations website.

ARTICLE II
Purpose

The purposes for which this Association is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 718 of the Florida Statutes.
2. To administer, enforce and carry out the terms and provisions of the Declaration, as the

Cottonwood Bend at Verandah Condominium Association, Inc.
Amended and Restated Articles of Incorporation

same may be amended from time to time.

3. To promote the health, welfare, and comfort of the Association Members and residents of the Condominium, as authorized by the Declaration, by these Articles, and by the Bylaws.

ARTICLE III

Powers

The Association shall have the following powers:

1. All of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles, including, but not limited to, all of the powers of a corporation under Chapters 617 and 718 of the Florida Statutes.
2. To enter into, make, establish and enforce, rules, regulations, bylaws, covenants, restrictions and agreements to carry out the purposes of the Association.
3. To levy and collect Assessments from Members of the Association to defray costs, expenses, reserves and losses incurred or to be incurred by the Association; and to use the proceeds thereof in the exercise of the Association's powers and duties; and to enforce such levy of Assessments through a lien and the foreclosure thereof or by other action pursuant to the Declaration.
4. To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property, including Units within the Condominium, for such purposes as the Association may determine.
5. To hold funds for the exclusive benefit of the Members of the Association as set forth in these Articles and as provided in the Declaration and Bylaws.
6. To purchase insurance for the protection of the Association, its property, officers, directors and Members, and such other parties as the Association may determine to be in the best interests of the Association.
7. To operate, maintain, repair and improve any and all of the Common Elements, and such other portions of the Condominium as may be determined by the Board from time to time.
8. To exercise architectural control over all buildings, structures and improvements to be placed or constructed upon any portion of the Condominium pursuant to the Declaration.
9. To provide for privacy services within the Condominium as the Board in its discretion determines as necessary or appropriate.
10. To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, and other structures, landscaping, paving and equipment, both real and personal, related to the health and social welfare of the Members of the Association and the Owners and residents of the Condominium as the Board in its discretion determines necessary or appropriate.

11. To employ management or other personnel, if necessary, to perform the obligations, services and duties required of or to be performed by the Association and/or to contract with others for the performance of such obligations, services or duties.

12. To acquire or enter into agreements acquiring leaseholds, memberships or other possessory or use interests in lands or facilities and to pay the rental, membership fees, operational, replacement and other expenses as Common Expenses.

13. To sue and be sued.

14. All other powers necessary to effectuate the purposes for which the Association is organized.

ARTICLE IV

Members

1. Members. The owner of any Unit in the Condominium shall be a Member of the Association. Such Membership was initially established upon the recording of the original Articles and Declaration among the Public Records of Lee County, Florida.

2. Transfer of Membership. Transfer of Membership in the Association shall be established by the recording in the Public Records of Lee County, Florida, of a deed or other instrument establishing a transfer of record title to any Unit for which Membership has already been established as hereinabove provided, the owner(s) designated by such instrument of conveyance thereby becoming a Member or Members, and the prior owner's or owners' Membership thereby being terminated. In the event of a death of a member, his Membership shall be automatically transferred to his heirs or successors in interest.

3. Assignment. The share of a Member in the funds and assets of the Association may not be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit associated with the Membership of the Member, nor may a Membership be separately assigned, hypothecated or transferred in any manner except as an appurtenance to a Unit.

4. Members Voting Rights. The total number of Members' votes shall be equal to the total number of Units within the Condominium from time to time. On all matters upon which the Membership shall be entitled to vote, there shall be one (1) vote for each Unit as further described in the Bylaws. Each Member shall have the number of votes equal to the number of Units within the Condominium owned by the Member at the time of such vote.

5. Members' Meetings. The Bylaws shall provide for an annual meeting of the Members of the Association and shall make provision for special meetings of the Members.

ARTICLE V

Directors

1. Number of Directors. The affairs of the Association shall be managed by a Board of Directors as described in the Bylaws.
2. Election of Directors. The directors of the Association shall be elected by the Members in accordance with the Bylaws.
3. Powers and Duties. All of the duties and powers of the Association existing under the Florida Statutes, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to the approval of the Members only when specifically required.
4. Removal and Vacancies. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

ARTICLE VI

Officers

The officers of the Association shall be stated in the Bylaws. The officers shall serve at the pleasure of the Board, and the Bylaws may provide for the removal from office of officers, for the filling vacancies, and for the duties of officers.

ARTICLE VII

Indemnification

To the fullest extent permitted by law, every officer and Director of the Association shall be indemnified by the Association against all expenses and liability including reasonable attorney's fees, incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been an officer or Director of the Association, whether or not he or she is an officer or Director at the time such expenses are incurred. The foregoing right of indemnification shall not be available and the officer or Director shall be liable for monetary damages as provided in Section 617.0834, Florida Statutes, as amended, if such officer or Director breached or failed to perform his or her duties as an officer or Director; and the breach of, or failure to perform his or her duties constitutes: (1) a violation of the criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law estops that officer or director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the officer or director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful; (2) a transaction from which the officer or director derived an improper personal benefit, directly or indirectly; or (3) recklessness or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. Claims for reimbursement as permitted under this Section shall be paid by the Board as incurred. The foregoing

right of indemnification shall be in addition to, and not exclusive of, all other rights to which such officer or director may be entitled.

ARTICLE VIII

Bylaws

The Bylaws shall be adopted, amended or rescinded in the manner provided in the Bylaws.

ARTICLE IX

Amendments

Amendments to these Articles shall be proposed and adopted in the following manner:

1. Proposal. Amendments to these Articles of Incorporation may be proposed by the Board of Directors or by written petition signed by the Owners of one-fourth (1/4) of the Voting Interests.
2. Vote Required. Except as otherwise provided by law, or by specific provision of the Condominium Documents, these Articles of Incorporation may be amended by approval of a majority of the Voting Interests present, in person or by proxy, and voting at any annual or special meeting of the Members in accordance with law.
3. Certificate; Recording. A copy of each amendment shall be attached to a certificate that the amendment was duly adopted as an amendment to the Articles of Incorporation, which certificate shall be in the form required by law and shall be executed by officers of the Association with the formalities of a deed.
4. Correction of Errors. If there is any omission or error in these Articles of Incorporation or in other documents required by Florida law to establish the Condominium, the Association may correct the error or omission by following the procedures set forth in the Condominium Act.
5. Effective. An amendment to these Articles shall not be effective until such has been recorded in the Public Records of Lee County, Florida and with the Florida Division of Corporations.

ARTICLE X

Registered Office and Agent

The street address of the Association's registered office and agent shall be as filed and indicated with the Florida Department of State a statement complying with Section 607.034 of the Florida Statutes.

ARTICLE XI

Term

The term of the Association shall be perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the uses and purposes herein expressed this 17th day of March, 2020.

COTTONWOOD BEND AT VERANDAH
CONDOMINIUM ASSOCIATION, INC. a Florida
not-for-profit corporation

By: Kenneth Schneider

Title: President

Date: March 17, 2020

Prepared by and After Recordation

Return to:


Grigsby Law, P.A.

9240 Bonita Beach Rd., Ste. 1117

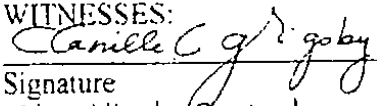
Bonita Springs, FL 34135

CERTIFICATE OF AMENDMENT

**[Amended and Restated Articles of Incorporation of
Cottonwood Bend at Verandah Condominium Association, Inc.]**

THE UNDERSIGNED, being the  President of Cottonwood Bend at Verandah Condominium Association, Inc., a Florida corporation not-for-profit, ("Association") hereby certifies as follows: On December 13, 2019, a meeting of the Association Board of Directors was held, where a quorum was present after due notice, at which a resolution was passed by the affirmative vote of at least a majority of the Board of Directors present approving the Amended and Restated Articles of Incorporation of Cottonwood Bend at Verandah Condominium Association, Inc., as attached hereto ("Amendment"). On March 9, 2020, a meeting of the members of the Association was held, where a quorum was present after due notice, where at least a majority of the entire membership of the Association approved the Amendment, as attached hereto.

WITNESSES:



Signature

Chanille L. Grigsby

Print Name

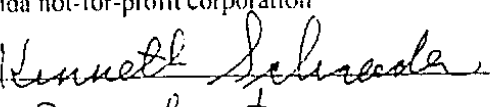


Signature

Rene B. Arndt

Print Name

COTTONWOOD BEND AT VERANDAH
CONDOMINIUM ASSOCIATION, INC., a
Florida not-for-profit corporation

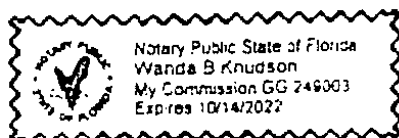
By: 


Title: President

Date: March 17, 2020

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 17th day of March, 2020 by Ken Schneider, President of COTTONWOOD BEND AT VERANDAH CONDOMINIUM ASSOCIATION INC., on behalf of the corporation. He is (☒) personally known to me or (☐) has produced _____ as identification.




Signature of Notary Public