

NO5000009980

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

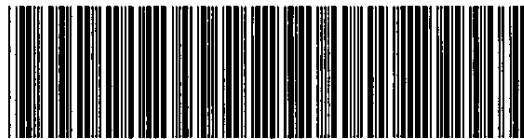
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400238778364

08/27/12--01029--028 \*\*35.00

*Amended And  
Retained Act*

FILED  
12 AUG 27 AM 10:15  
CLERK OF SUPERIOR COURT  
HALL COUNTY, GEORGIA

AUG 30 2012  
T. ROBERTS

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Park Place Estates at Port Charlotte Condominium Association, Inc.

DOCUMENT NUMBER: N05000009980

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

Please return all correspondence concerning this matter to the following:

**ERNEST W. STURGES, JR**

(Name of Contact Person)

**GOLDMAN, TISEO & STURGES, P.A.**

(Firm/ Company)

**701 JC CENTER COURT, SUITE 3**

(Address)

**PORT CHARLOTTE, FL 33954**

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

**Ernest W. Sturges, Jr.**

(Name of Contact Person)

at **941 625-6666**

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

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PARK PLACE ESTATES AT PORT CHARLOTTE  
CONDOMINIUM ASSOCIATION, INC.

FILED  
12 AUG 27 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBSTANTIAL REWORDING OF DECLARATION OF CONDOMINIUM- SEE  
CURRENT DECLARATION OF CONDOMINIUM FOR CURRENT TEXT

The undersigned do hereby association themselves for the purpose of forming a corporation not for profit as allowed by Chapter 718 and Chapter 617 of the Florida Statutes. Pursuant to the provisions and laws of the State of Florida, we certify as follows:

1. NAME.

The name of the corporation shall be PARK PLACE ESTATES AT PORT CHARLOTTE CONDOMINIUM ASSOCIATION, INC. Hereinafter the corporation shall be referred to as the "Association", with its principal registered office located at c/o Star Hospitality Management, Inc., 24173 Green Heron Drive, Port Charlotte, Florida 33980. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

2. PURPOSE.

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, or as thereafter amended, hereinafter called "The Condominium Act," for the operation of PARK PLACE ESTATES AT PORT CHARLOTTE, A CONDOMINIUM, hereinafter called "Condominium", to be created pursuant to the provisions of The Condominium Act.

3. POWERS.

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 of Incorporation of The Condominium Act.

3.2. The Association shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration of Condominium as originally recorded or as it may be amended from time to time.

3.3. All funds and the titles to 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 By-Laws of the Association.

3.4. 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 By-Laws of the Association.

3.5. The Association shall have no power to declare dividends, and no part of its net earnings shall inure to the benefit of any member or director of the Association or to any other private individual.

3.6. The Association shall have no capital stock.

3.7. The powers of the Association shall include, but not be limited to, the following:

(a.) To operate and maintain the surface water management system facilities as permitted by the Southwest Florida Water Management District, including, but not limited to, inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands, and any associated buffer areas, and wetland mitigation areas; and

(b.) To levy, charge, assess and collect fees, charges, and Assessments from the Unit Owners as provided by the Condominium Act, the Declaration for Condominium, or By-Laws of the Association;

(c.) To acquire by gift, purchase, or otherwise, and to own, build, improve, operate, repair, maintain and replace, lease, transfer, and otherwise dispose of, real property, buildings, improvements, fixtures and personal property in connection with the business and affairs of the Association; and

(d.) To borrow money and to pledge, mortgage or hypothecate any or all of the real or personal property owned by the Association as security for money borrowed or debts incurred by the Association; and

(e.) To promulgate and enforce rules and regulations to effectuate the purposes for which the Association is organized;

(f.) To contract for, among other matters: the management of the Association; and services to provide for the operation and maintenance of the surface water management system facilities as permitted by the Southwest Florida Water Management District; and

(g.) To sue and be sued.

(h.) To take any other action necessary for the purposes for which the Association is organized.

The foregoing clauses shall be construed both as purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any way the purposes and powers of the Association that may be granted by applicable law and any amendments thereto.

#### 4. MEMBERSHIP.

4.1. The members of the Association shall consist of the record Owners of Units in the Condominium, and after the termination of the Condominium shall consist of those who are members at the time of such termination, and their successors and assigns.

4.2. Membership shall be acquired by recording in the Public Records of Charlotte County, a deed or other instrument establishing record title to a Unit in the Condominium, the Owner designated by such instrument thus becoming a member of the Association, and the membership of the prior Owner being thereby terminated, provided, however, any party who owns more than one (1) Unit shall remain a member of the Association so long as he shall retain title to or a fee ownership interest in any Unit.

4.3. 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.

4.4. On all matters upon which the member shall be entitled to vote, the member shall be entitled to one (1) vote. If a Unit Owner owns more than one (1) Unit, he shall be entitled to one (1) vote for each Unit owned. The vote for each Unit shall not be divisible. Said votes may be exercised or cast in such manner as may be provided in the By-Laws of the Association.

## 5. EXISTENCE.

The Association shall have perpetual existence. If, for any reason, the Association is dissolved prior to said dissolution, the responsibility for the operation and maintenance of the Surface Water Management System Facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and if said conveyance or dedication is not accepted, then said facilities shall be conveyed to a non-profit corporation similar to the Association.

## 6. RESERVED.

## 7. OFFICERS.

The affairs of the Association shall be administered by the President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time designate. Any person may hold two (2) offices, excepting that the same person shall not hold the office of President and Treasurer. Officers of the Association shall be those elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and shall serve at the pleasure of the Board of Directors.

## 8. DIRECTORS.

8.1. The affairs of the Association shall be managed by a Board of Directors who shall be members of the Association. All officers of a corporate Unit Owner, all partners of a general partnership Unit Owner, and the general partner(s) of a limited partnership Unit Owner shall be deemed to be members of the Association so as to qualify to be a director. Provided, however, that the first Board of Directors shall consist of three (3) directors who need not be members of the Association, and thereafter the membership of the Board of Directors shall consist of not less than three (3) directors; provided, however, that the Board of Directors shall consist of an odd number of members.

8.2. Directors of the Association shall be elected at the annual meeting of the members in the manner provided by the By-Laws of the Association. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws of the Association.

## 9. INDEMNIFICATION.

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceedings or the 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 of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of any willful misfeasance, malfeasance, or nonfeasance, in the performance of his duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such director or officer may be entitled.

## 10. BY-LAWS.

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the following manner:

(a.) Approval of a majority of the entire membership of the Board of Directors and by fifty-one (51%) percent of all the voting interest of the Association; or

(b.) Approval of not less than seventy-five (75%) percent of all of the voting interest of the Association.

## 11. AMENDMENT.

These Articles of Incorporation shall be amended in the following manner:

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

11.2. A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors or by the members of the Association. A member may propose such an amendment by instrument in writing directed to any member of the Board of Directors signed by not less than ten (10%) percent of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board of Directors at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President or, in the event of his refusal or failure to act, the Board of Directors, shall call a meeting of the membership to be held not sooner than fifteen (15) days nor later than sixty (60) days thereafter for the purpose of considering said amendment. Except as provided herein, such approval must be either by:

(a.) Not less than a majority of the entire membership of the Board of Directors and by not less than fifty-one (51%) percent of all of the voting interests of the Association; or

(b.) Not less than seventy-five (75%) percent of all of the voting interests of the Association.

11.3. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, nor any change in Article 3.3, without approval in writing by all members and the joinder of all record owners of mortgages

on the Units. No amendment shall be made that is in conflict with The Condominium Act or the Declaration of Condominium.

11.4. A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Charlotte County, Florida.

12. RESIDENT AGENT

The corporation shall appoint a Resident Agent to accept service of process within this State from time to time.

Amendment

*And Restated*

Articles of Incorporation  
of

Park Place Estates at Port Charlotte Condominium Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N05000009980

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

n/a

*The new*

*name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

(Principal office address MUST BE A STREET ADDRESS)

n/a

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

n/a

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

n/a

(Florida street address)

New Registered Office Address:

(City)

, Florida

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
Signature of New Registered Agent, if changing



**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

|  |           |                    |
|--|-----------|--------------------|
| <input checked="" type="checkbox"/> Change | <u>PT</u> | <u>John Doe</u>    |
| <input checked="" type="checkbox"/> Remove | <u>V</u>  | <u>Mike Jones</u>  |
| <input checked="" type="checkbox"/> Add    | <u>SV</u> | <u>Sally Smith</u> |

| <u>Type of Action</u><br>(Check One) | <u>Title</u> | <u>Name</u> | <u>Address</u> |
|--------------------------------------|--------------|-------------|----------------|
| 1) <input type="checkbox"/> Change   | <u>n/a</u>   | _____       | _____          |
| <input type="checkbox"/> Add         |              | _____       | _____          |
| <input type="checkbox"/> Remove      |              | _____       | _____          |
| 2) <input type="checkbox"/> Change   | _____        | _____       | _____          |
| <input type="checkbox"/> Add         |              | _____       | _____          |
| <input type="checkbox"/> Remove      |              | _____       | _____          |
| 3) <input type="checkbox"/> Change   | _____        | _____       | _____          |
| <input type="checkbox"/> Add         |              | _____       | _____          |
| <input type="checkbox"/> Remove      |              | _____       | _____          |
| 4) <input type="checkbox"/> Change   | _____        | _____       | _____          |
| <input type="checkbox"/> Add         |              | _____       | _____          |
| <input type="checkbox"/> Remove      |              | _____       | _____          |
| 5) <input type="checkbox"/> Change   | _____        | _____       | _____          |
| <input type="checkbox"/> Add         |              | _____       | _____          |
| <input type="checkbox"/> Remove      |              | _____       | _____          |
| 6) <input type="checkbox"/> Change   | _____        | _____       | _____          |
| <input type="checkbox"/> Add         |              | _____       | _____          |
| <input type="checkbox"/> Remove      |              | _____       | _____          |

**E. If amending or adding additional Articles, enter change(s) here:**

*(attach additional sheets, if necessary). (Be specific)*

See Attached.

The date of each amendment(s) adoption: \_\_\_\_\_

8-15-12

Effective date if applicable: \_\_\_\_\_

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated

8/15/12

Signature

Gerald Behress

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Gerald Behress

(Typed or printed name of person signing)

President

(Title of person signing)