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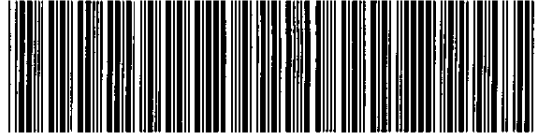
(Business Entity Name)

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TALLAHASSEE, FLORIDA

AmerD & N.C.

C.COULLIETTE

MAR 03 2009

EXAMINER



REPLY TO:
SUZANNE BLANKENSHIP
Also admitted in Alabama
sblankenship@pensacolalaw.com
Fax: (850) 477-0982

SUZANNE BLANKENSHIP
WILLIAM A. BOND
EDWARD P. FLEMING
R. TODD HARRIS
ROBERT N. HEATH, JR.
BELINDA B. DE KOZAN
G. STEPHEN LOWERY
BRUCE A. McDONALD
STEPHEN R. MOORHEAD
RAYMOND P. OLDACH, JR.
J. D. SMITH
JOHN B. TRAWICK
KATHLYN M. WHITE

February 24, 2009

OF COUNSEL
MICHAEL L. FERGUSON
WILLIAM J. GREEN

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

Re: Mediterranean at Perdido Key Condominium Association, Inc./General
Our File No. SGB-08-2409

To Whom It May Concern:

Enclosed please find the following documents for filing:

- 1 Original, executed Amended and Restated Articles of Incorporation of Mediterranean Condominium Owners Association, Inc.;
- 2 Mediterranean at Perdido Key Condo check #000416 in the amount of \$43.75 for the filing fee.

We are also enclosing an additional copy of the Amended and Restated Articles to be certified and returned to us.

Thank you for your assistance in this matter and if you should have any questions or need any further information, please let us know.

Sincerely,

Andrea Bennett
Florida Registered Paralegal

/arb
enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Mediterra Condominium Owners Association, Inc.

DOCUMENT NUMBER: N05000010628

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

Please return all correspondence concerning this matter to the following:

Suzanne Blankenship, Esq.

(Name of Contact Person)

McDonald, Fleming, et al.

(Firm/ Company)

25 W. Government St.

(Address)

Pensacola, FL 32502

(City/ State and Zip Code)

For further information concerning this matter, please call:

Suzanne Blankenship

(Name of Contact Person)

at (850) 477-0660

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Mediterra Condominium Owners Association, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

N05000010628
(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:

Mediterranean at Perdido Key Condominium Association, Inc.
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)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

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:

New Registered Office Address:

(Florida street 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

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TALLAHASSEE, FLORIDA

(Attach additional sheets, if necessary)

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

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

Amended and Restated Articles of Incorporation are enclosed herewith.

The date of each amendment(s) adoption: 2/7/09

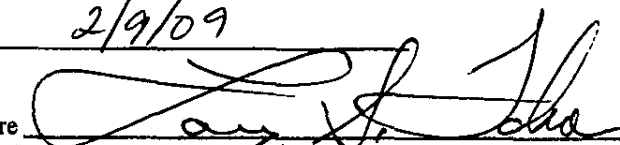
Effective date if applicable: _____
(no more than 90 days after amendment file date)

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 2/9/09

Signature



(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)

Larry S. Tabor

(Typed or printed name of person signing)

President

(Title of person signing)

This instrument prepared by:
Suzanne Blankenship, Esq.
McDonald, Fleming, Moorhead
25 W. Government Street
Pensacola, FL 32502

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF MEDITERRA
CONDOMINIUM OWNERS ASSOCIATION, INC.**

WHEREAS, the original Articles of Incorporation of Mediterra Condominium Owners Association, Inc. were filed with the Florida Department of State on October 14, 2005, and

WHEREAS, these Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation, and

WHEREAS, not less than a majority of the membership of the entire Board of Directors approved the amendments and these Amended and Restated Articles of Incorporation at a duly noticed and convened Board Meeting held on 2/7, 2009, and

WHEREAS, the members of the Association were not entitled to vote on the amendments to the Articles of Incorporation.

NOW THEREFORE, the following are adopted as the Amended and Restated Articles of Incorporation.

See Exhibit "A".

The recitals set forth in these Amended and Restated Articles of Incorporation are true and correct and are certified as such by the Board of Directors on February 7, 2009.

MEDITERRA CONDOMINIUM OWNERS
ASSOCIATION, INC.

By: [Signature] President

STATE OF Mississippi
COUNTY OF Oktibbeha

The foregoing instrument was acknowledged before me this 9 day of February, 2009, by Larry Stuber, as president of Mediterra Condominium Owners Association, Inc., a Florida not for profit corporation.

Katherine K. Reginald
NOTARY PUBLIC

☒ Personally Known
OR
☐ Produced Identification
Type of Identification Produced _____



**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MEDITERRA CONDOMINIUM OWNERS ASSOCIATION, INC.**

Pursuant to the provisions of Chapter 617, Florida Statutes, Mediterra Condominium Owners Association, Inc., a Florida not for profit corporation (the "Association") certifies that:

1. The name of the Association shall now be **MEDITERRANEAN AT PERDIDO KEY CONDOMINIUM ASSOCIATION, INC.**

2. The Board of Directors duly adopted these Amended and Restated Articles of Incorporation by a unanimous action.

3. These duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of the Association and all amendments thereto recorded at Book 5779, Page 1658 of the public records of Escambia County, Florida..

4. The Articles of Incorporation of the Association, as amended, are restated to read in their entirety as follows:

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is MEDITERRANEAN AT PERDIDO KEY CONDOMINIUM ASSOCIATION, INC. ("Association"), and its principal place of business is c/o Meyer Real Estate, 1585 Gulf Shores Parkway, Gulf Shores, AL 36542.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of providing an entity pursuant to Section 718.111, Florida Statutes, for the operation of Mediterranean at Perdido Key, a Condominium located in Escambia County, Florida. Further, the Association shall operate and maintain any stormwater management system and any stormwater discharge facility exempted or permitted by the Florida Department of Environmental Protection or other state agency on the property of the Association, and shall have all powers necessary to establish rules and regulations, assess members, and contract for services for the maintenance and operation thereof. In addition, the Association shall maintain dune vegetation and dune integrity and similar improvements or environmental requirements on the Association's property as may be directed by the State of Florida, Escambia County, the Santa Rosa Island Authority, or other governmental authority from time to time.

ARTICLE III. TERM

The term of the Association shall be the life of the condominium, unless the Association is terminated by the termination of the condominium in accordance with the provisions of the

Declaration. Upon any such termination, any stormwater management system or discharge facility for which the Association is responsible shall be maintained by local government units, including Escambia County or any municipality, a municipal service taxing unit, an active water control district, a drainage district created by special act, a community development district created under Chapter 190, Florida Statutes, a special assessment district created under Chapter 170, Florida Statutes, a state or federal agency, any duly constituted communication, water, sewer, electrical or other public utility, or any entity acceptable to the Department of Environmental Protection or its successor under its rules and regulations.

ARTICLE IV. DIRECTORS

1. The affairs of the Association will be managed by a Board of Directors consisting of the number of directors as shall be determined by the Bylaws, but not less than three directors and in the absence of such determination shall consist of three directors.

2. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner provided In the Bylaws.

ARTICLE V. OFFICERS

The affairs of the Association shall be administered by the officers elected by the Board of Directors at its meeting following the annual meeting of the members of the Association, which officers shall serve at the pleasure of the Board of Directors.

ARTICLE VI. BYLAWS

The Amended and Restated Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE VII. AMENDMENTS

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

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 considered.

2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting.

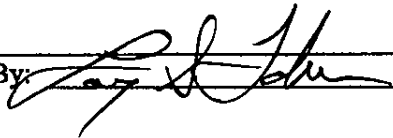
3. Approval of an amendment must be by not less than a majority vote of the Board of Directors.

4. No amendments shall make any changes in the qualifications for membership nor the voting rights of members.

5. A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Escambia County, Florida.

IN WITNESS WHEREOF, the Association has caused these Amended and Restated Articles of Incorporation to be signed by its duly authorized officer this 7th day of February, 2009.

Mediterra Condominium Owners
Association, Inc., a Florida not for
profit corporation

By: , its president