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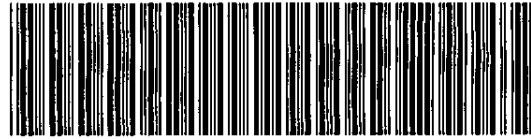
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11 JUL 18 PM 2:36
DIVISION OF CORPORATIONS

Amends Rest.
C.COULLIETTE

JUL 18 2011

EXAMINER

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

July 12, 2011

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

RE: Amended and Restated Articles of Incorporation of Landings on Lemon Bay
Property Owners' Association, Inc.
Our File No. 363.00

Dear Sir or Madame:

Enclosed please find an original and copy of the Amended and Restated 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.

Please return a certified copy of the Amended and Restated Articles of Incorporation to my attention after filing.

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,



Susan Wabrek
Office Assistant to Sharon S. Vander Wulp

:slw
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
11 JUL 18 PM 2:34

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

LANDINGS ON LEMON BAY PROPERTY OWNERS ASSOCIATION, INC.
(A NON-PROFIT FLORIDA CORPORATION)

WHEREAS, the original Declaration of Condominium for LANDINGS ON LEMON BAY PROPERTY OWNERS ASSOCIATION, INC., was recorded in Official Records Book 809, Page 633, et seq., of the Public Records of Charlotte County, Florida, and

WHEREAS, there have been several amendments to the Articles as reflected by instruments recorded in the public records, and

WHEREAS, a significant package of amendments was recently approved by not less than fifty one percent (51%) of the votes of the entire membership of the Association, held on the 19th day of February, 2011.

NOW, THEREFORE, LANDINGS ON LEMON BAY PROPERTY OWNERS ASSOCIATION, INC., does hereby amend and restate the Articles of Incorporation of Landings on Lemon Bay Property Owners Association, Inc., for the purpose of integrating all of the provisions of the Articles, together with previously recorded amendments, and recently adopted amendments and does hereby resubmit the lands described herein to the terms, covenants, conditions, easements and restrictions hereof 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 and
Prior Amendments for Current Text.)**

These Articles are prepared for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida.

ARTICLE 1
NAME, ADDRESS AND REGISTERED AGENT

1.1 Name. The name of this corporation is LANDINGS ON LEMON BAY PROPERTY OWNERS 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 registered office and the name of the Association's registered agent shall be determined by the Board of Directors from time to time.

ARTICLE 2
PURPOSE

2.1 Purpose. The purpose for which this corporation is organized is to act as the governing Association pursuant to Chapter 718, the Florida Condominium Act, for the maintenance, operation and management of the Condominium, LANDINGS ON LEMON BAY, a condominium, located in Charlotte 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
MEMBERS

3.1 Members. The qualification of members and the manner of their admission shall be as follows: Any person or persons who hold title in fee simple to a condominium unit in LANDINGS ON LEMON BAY shall by virtue of such ownership be a member of this corporation and after termination of the Condominium shall consist of those who are members at the time of such termination and their successors and assigns.

3.2 Change of Membership. After receiving any approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by the recording in the Public Records of Charlotte 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 thereby automatically becomes a member of the Association and the membership of the prior owner is terminated.

3.3 Limitation on Transfer of Shares of Assets. 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 the member's unit.

3.4 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 unit owners and the manner of exercising voting rights shall be determined by the Association Bylaws.

ARTICLE 4
TERM

4.1 Term. This corporation shall exist perpetually unless the Condominium is terminated pursuant to the provisions of the Declaration and, in the event of such termination, the corporation shall be dissolved in accordance with the law.

ARTICLE 5
SUBSCRIBERS

5.1 Subscribers. The names and residences of the subscribers of these Articles of Incorporation were as follows:

WILLIAM F. McGINNESS	5710 Clark Road Sarasota, Florida 33583
PHILLIP TARGEE	800 South Osprey Avenue Sarasota, Florida 33577
C. GUY BATSEL	1861 Placida Road Englewood, Florida 33533

ARTICLE 6
OFFICERS AND DIRECTORS

6.1 Board of Directors. The affairs of the corporation are to be managed by a Board of Directors. Election of Directors shall occur as provided for in the Bylaws.

6.2 Initial Officers. The names of the officers who served until the first election or appointment, under the Articles of Incorporation were:

WILLIAM F. McGINNESS	President
PHILLIP TARGEE	Vice President
C. GUY BATSEL	Secretary/Treasurer

6.3 Initial Board of Directors. The number of persons constituting the first Board of Directors was three (3) and their names and addresses were as follows:

WILLIAM F. McGINNESS	5710 Clark Road Sarasota, Florida 33583
PHILLIP TARGEE	800 South Osprey Avenue Sarasota, Florida 33577
C. GUY BATSEL	1861 Placida Road Englewood, Florida

ARTICLE 7

POWERS

7.1 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.

7.2 Specific Powers. The Association shall have all of the powers and duties set forth in the Condominium Act of the State of Florida, these Articles of Incorporation and by 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 such Declaration and 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 to defray the costs, expenses and losses of operation.
- (b) To use the proceeds of assessments in the exercise of its powers and duties.
- (c) To maintain, repair, replace, improve 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 make and amend reasonable Rules and Regulations respecting the use of the property in the Condominium.
- (f) To approve or disapprove the transfer, mortgage and ownership of units in the Condominium.
- (g) To enforce by legal means the provisions of the Condominium Act of the State of Florida, the Declaration of Condominium, these Articles of Incorporation, Bylaws of the Association and the Regulations for use of the property of the Condominium.
- (h) To contract for the management of the Condominium and to delegate to such contractor all powers and duties of the Association, except such as are specifically required by the Declaration of Condominium to have the approval of Directors or the membership of the Association.
- (i) To contract for the management or operation of portions of the common elements susceptible to separate management or operation.
- (j) To employ personnel to perform the services required for proper operation of the Condominium.
- (k) To acquire or enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in real and personal property, including,

but not limited to, country clubs, golf courses, marinas, and other recreational facilities, whether or not contiguous to the lands of the Condominium, intended to benefit the unit owners, to declare expenses in connection therewith to be common expenses, and to adopt covenants and restrictions relating to the use thereof.

(l) To purchase units in the Condominium and to acquire and hold, lease, mortgage and convey the same, subject however, to the provisions of the Declaration and Bylaws relative thereto.

7.3 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 of Condominium, these Articles of Incorporation and the Bylaws of the Association.

7.4 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 of Condominium and the Bylaws of the Association.

ARTICLE 8 BYLAWS

8.1 Bylaws. The Bylaws of the corporation are to be made, altered or rescinded by the members of the corporation as provided for in the Bylaws.

ARTICLE 9 INDEMNIFICATION

9.1 Indemnification. Every Director and every officer of the Association 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 10 AMENDMENTS

10.1 Amendments. These Articles of Incorporation may be amended in the following manner:

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

10.3 Resolution. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than twenty (20%) percent of the voting interest of the Association.

10.4 Adoption. These Articles of Incorporation can be amended, altered, or replaced only upon an affirmative vote of not less than two-thirds (2/3) of the members who cast a vote, in person or by limited proxy, at a properly called members' meeting. Members not present in person at the members' meeting considering the amendment, may express their approval in writing, by limited proxy, provided such proxy vote is delivered to the Secretary prior to the members' meeting.

10.5 Amendments. All amendments shall be in the form prescribed by Section 718.112, Florida Statutes.

10.6 Execution and Recording. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment to the Declaration and Articles of Incorporation, which certificate shall be executed by the President or Vice-President and attested by the Secretary of the Association with the formalities of a deed. The amendment shall be effective when the certificate and a copy of the amendment is filed with the Florida Secretary of State and then recorded in the Public Records of Charlotte County.

IN WITNESS WHEREOF, the Association has caused these Amended and Restated Articles of Incorporation to be signed in its name by its President this 31st day of May, 2011.

ATTEST

LANDINGS ON LEMON BAY PROPERTY OWNERS ASSOCIATION, INC.

By: _____
Secretary

By: Richard Myers 5-31-11
President

WITNESSES:

Patricia B. Peterson

By: Richard Myers 6/29
Richard Myers, President Date

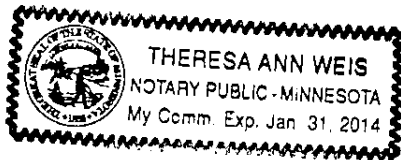
Ralph Peterson

STATE OF ~~FLORIDA~~ MINNESOTA
COUNTY OF ~~CHARLOTTE~~ STEARNS

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of ~~Florida~~ Minnesota at large, personally appeared Richard Myers, as President and _____, as Secretary, of LANDINGS ON LEMON BAY PROPERTY OWNERS ASSOCIATION, INC., and they acknowledged 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 ^{Stearns} ~~Charlotte~~ ^{Minnesota} County, Florida this 31 day of May, 2011.



Theresa Ann Weis
Printed Name of Notary:
Theresa Ann Weis
Notary Public
Commission # _____

My Commission Expires:

ATTEST:

LANDINGS ON LEMON BAY PROPERTY
OWNERS ASSOCIATION, INC.

By: *George Simenton*
George Simenton, Secretary

WITNESSES:

Ross M. Pearce

Cassie Aron Janson

STATE OF MICHIGAN
COUNTY OF MACOMB

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Michigan at large, personally appeared George Simenton, as Secretary, of LANDINGS ON LEMON BAY PROPERTY OWNERS ASSOCIATION, INC., and he acknowledged before me that he is such officer of said corporation; and he executed the foregoing Amended and Restated Articles of Incorporation on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that he is authorized to execute said Amended and Restated Articles of Incorporation and that the execution thereof is the free act and deed of said corporation. He is personally known to me or has produced his driver's licenses as identification and did not take an oath.

WITNESS my hand and official seal at Macomb County, Michigan this 9 day of June, 2011.

My Commission Expires:

October 27, 2017

Cassie Aron Janson

Cassie Aron Janson

Printed Name of Notary

Notary Public Commission # _____

CASSIE ARON JANSON
NOTARY PUBLIC - STATE OF MICHIGAN
COUNTY OF OAKLAND
My Commission Expires: October 27, 2017
Acting in the County of Macomb