

105366

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

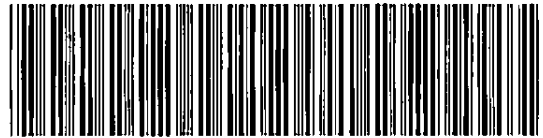
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

J. HORNE

JUL 10 2024

Office Use Only



000430423160

05/28/24--01020--008 \*\*43.75

2024 JUL 10 9:03

## COVER LETTER

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

**SUBJECT:** Cinnamon Cove Villas II Condominium Association, Inc.

**CORPORATE NAME**

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00      ☐ \$43.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☒ \$43.75      ☐ \$52.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Roetzel & Andress, LPA

Name (Printed or typed)

999 Vanderbilt Beach Rd., Unit 401

Address

Naples, FL 34108

City, State & Zip

239-649-6200

Daytime Telephone number

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

**NOTE: Please provide the original and one copy of the document.**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CINNAMON COVE VILLAS II CONDOMINIUM ASSOCIATION, INC.**

## **TABLE OF CONTENTS**

	<b>Page</b>
ARTICLE I <u>NAME</u> .....	1
ARTICLE II <u>PURPOSE</u> .....	1
ARTICLE III <u>DEFINITIONS</u> .....	1
ARTICLE IV <u>POWERS</u> .....	1
1. <u>General</u> .....	1
2. <u>Enumeration</u> .....	1
3. <u>Condominium Property</u> .....	2
4. <u>Distribution of Income</u> .....	2
5. <u>Limitation</u> .....	2
ARTICLE V <u>MEMBERS</u> .....	3
1. <u>Assignment</u> .....	3
2. <u>Voting</u> .....	3
3. <u>Meetings</u> .....	3
ARTICLE VI <u>TERM OF EXISTENCE</u> .....	3
ARTICLE VII <u>OFFICERS</u> .....	3
ARTICLE VIII <u>DIRECTORS</u> .....	3
1. <u>Number and Qualification</u> .....	3
2. <u>Duties and Powers</u> .....	3
3. <u>Election; Removal</u> .....	3
ARTICLE IX <u>BYLAWS</u> .....	3
ARTICLE X <u>AMENDMENTS</u> .....	4
1. <u>Proposal of Amendments</u> .....	4
2. <u>Proposed Amendment Format</u> .....	4
3. <u>Notice</u> .....	4
4. <u>Adoption of Amendments</u> .....	4
5. <u>Effective Date</u> .....	4
6. <u>Automatic Amendment</u> .....	4
ARTICLE XI <u>REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT</u> .....	4
ARTICLE XII <u>INDEMNIFICATION</u> .....	5

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION –  
SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CINNAMON COVE VILLAS II CONDOMINIUM ASSOCIATION, INC.**

These are the Amended and Restated Articles of Incorporation for Cinnamon Cove Villas II Condominium Association, Inc. originally filed with the Florida Department of State the 26<sup>th</sup> day of September, 1984. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapter 617, Florida Statutes.

**ARTICLE I  
NAME**

The name of the corporation is CINNAMON COVE VILLAS II CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Condominium as "Declaration," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws." The Association is located in Fort Myers in Lee County Florida. The address of the Association shall be the Management Company presently employed by the Association.

**ARTICLE II  
PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of that certain Condominium located in Lee County, Florida, and known as Cinnamon Cove Villas II, a Condominium (the "Condominium").

**ARTICLE III  
DEFINITIONS**

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration and the Act, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE IV  
POWERS**

The powers of the Association shall include the following:

1. **General.** The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of the Declaration, these Articles or of the Act.

2. **Enumeration.** The Association shall have all the powers and duties set forth in the Act except as limited by the Declaration, these Articles, and the Bylaws (all as amended from time to time), and all of the powers and duties reasonably necessary to operate the Condominium including but not limited to the following:

- (A) To make and collect Assessments and other Charges against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

- (B) To buy, own, operate, lease, sell, and trade both real and personal property as may be necessary or convenient in the administration of the Condominium.
  - (C) To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property and other property acquired or leased by the Association.
  - (D) To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its Officers, Directors, Committee Members, and Members as Unit Owners.
  - (E) To make and amend reasonable Rules and Regulations for the maintenance, conservation and use of the Condominium Property and for the recreation, comfort, and welfare of the Unit Owners, and the administration of the Association.
  - (F) To approve or disapprove the leasing, transfer, mortgaging, ownership, and possession of Units as may be provided by the Declaration.
  - (G) To enforce by legal means the provisions of the Act, other applicable laws, the Declaration, these Articles, the Bylaws, the Rules and Regulations, and the policies of the Association.
  - (H) To contract for the management of the Condominium and any facilities used by the Unit Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific approval of the Board of Directors or the membership of the Association.
  - (I) To employ accountants, attorneys, architects, and other professional personnel, and licensed and insured vendors to perform the services required for proper operation of the Condominium.
  - (J) To make contracts and incur liabilities, borrow money at such rates of interest as the Board may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income, including but not limited to Assessments.
3. **Condominium Property.** All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Act, the Declaration, these Articles and the Bylaws.
  4. **Distribution of Income.** The Association shall make no distribution of income to its Members, Directors or Officers. This provision shall not apply to the distribution of insurance proceeds as provided in the Declaration, nor the distribution of proceeds affiliated with termination or condemnation, as provided in the Declaration and the Act.
  5. **Limitation.** The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration, these Articles, the Bylaws and the Act.

## **ARTICLE V** **MEMBERS**

The Members of the Association shall consist of all of the record Owners of Units in the Condominium, and after termination of the Condominium shall consist of those who were Members at the time of the termination and their successors and assigns.

1. **Assignment.** 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 Unit for which that share is held.
2. **Voting.** On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.
3. **Meetings.** The Bylaws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

## **ARTICLE VI** **TERM OF EXISTENCE**

The Association shall have perpetual existence.

## **ARTICLE VII** **OFFICERS**

The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association 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. The Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers.

## **ARTICLE VIII** **DIRECTORS**

1. **Number and Qualification.** The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws.
2. **Duties and Powers.** All of the duties and powers of the Association existing under the Act, the Declaration, these Articles, the Bylaws and the Rules and Regulations (all as amended from time to time) shall be exercised exclusively by the Board of Directors, subject only to approval by Members when such approval is specifically required.
3. **Election; Removal.** 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 on the Board of Directors shall be filled in the manner provided by the Bylaws.

## **ARTICLE IX** **BYLAWS**

The Bylaws of this Corporation may be altered, amended, or repealed in the manner provided in the Bylaws.

## **ARTICLE X AMENDMENTS**

These Articles may be amended in the following manner:

1. **Proposal of Amendments.** An amendment may be proposed by the President of the Association, a majority of the Directors, or by twenty-five percent (25%) of the entire Voting Interests of the Association.
2. **Proposed Amendment Format.** Proposals to amend existing Articles of Incorporation shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be lined through with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER FOR PRESENT TEXT."
3. **Notice.** Copies of proposed amendments shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.
4. **Adoption of Amendments.** Except as otherwise provided for by Florida law, a resolution for the adoption of a proposed amendment may be adopted by vote of a majority of the Voting Interests of the Association present, in person or by proxy, at a duly-noticed annual or special members' meeting at which a quorum has been established. A proposed amendment may also be approved by written consent of Owners by written consents in lieu of a meeting in the same percentage as required to approve an amendment at a meeting. Amendments correcting errors, omissions or scrivener's errors may be executed by the Officers of the Association, upon Board approval, without need for Association membership vote.
5. **Effective Date.** An amendment when adopted shall become effective after being recorded in the Lee County Public Records according to law and filed with the Secretary of State according to law.
6. **Automatic Amendment.** These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Declaration of Condominium. Whenever Chapter 718, Florida Statutes, Chapter 617, Florida Statutes or other applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than set forth in these Articles, the Board may operate the Association pursuant to the less stringent requirements. The Board of Directors without a vote of the Members, may adopt by majority vote, amendments to these Articles of Incorporation as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607, 617, and 718 of the Florida Statutes, or such other statutes or administrative regulations as required for the operation of the Association, all as amended from time to time.

## **ARTICLE XI REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT.**

The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.



## **ARTICLE XII**

### **INDEMNIFICATION**

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless any Officer, Director, or Committee Member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, Officer, or Committee Member of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, committed willful malfeasance, misfeasance or nonfeasance in the performance of their duties and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person failed to act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and Committee Members as permitted by Florida law.

Instrument prepared by and after  
recording return to  
Jenniter A. Nichols, Esq  
Roetzel & Andress  
850 Park Shore Drive  
Naples, FL 34103  
(239) 649-6200

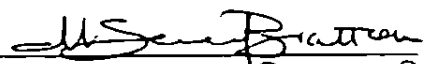
(Space above line for recording information)

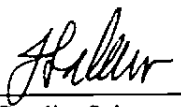
### CERTIFICATE OF AMENDMENT

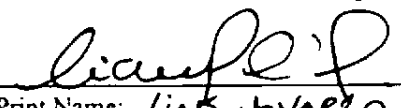
THE UNDERSIGNED, being the duly elected and acting President of Cinnamon Cove Villas II Condominium Association, Inc., a Florida corporation, not for profit, does hereby certify that at the duly noticed annual members' meeting held on April 4, 2024, at which a quorum was established, the Amended and Restated Declaration of Condominium for Cinnamon Cove Villas II, a Condominium as set forth on Exhibit "A", the Amended and Restated Bylaws of Cinnamon Cove Villas II Condominium Association, Inc. as set forth on Exhibit "B," the Amended and Restated Articles of Incorporation of Cinnamon Cove Villas II Condominium Association, Inc. as set forth on Exhibit "C," all attached hereto, were approved and adopted by the required vote of the membership. The original Declaration of Condominium for Cinnamon Cove Villas II, a Condominium, to which the original Bylaws and Articles of Incorporation are attached, was recorded at Official Records Book 1746, Page 66, et. seq., Public Records of Lee County, Florida.

CINNAMON COVE VILLAS II  
CONDOMINIUM ASSOCIATION, INC.  
(SEAL)

WITNESSES:

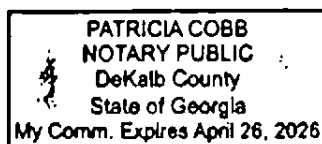
  
Print Name: Mpho Semanya-Broton

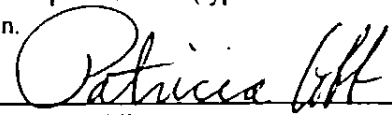
  
By: Jim Salerno  
Its: President

  
Print Name: Lisa Salerno

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 7<sup>th</sup> day of May 2024 by Jim Salerno, President of Cinnamon Cove Villas II Condominium Association, Inc., a not-for-profit corporation, on behalf of the corporation. He is personally known to me or who has produced (type of identification) Florida license, as identification.



  
Notary Public  
Print Name: Patricia Cobb  
My Commission Expires: April 26, 2026