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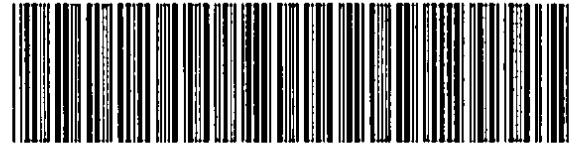
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2022 AUG 18 PM 3:31

*Amended & Restated*

REV 9.0 2021  
D. CUSHING

Condominium, Homeowner  
and Cooperative Association

Kevin T. Wells, Esq.\*  
Paul E. Olah, Jr., Esq.\*\*  
Michael W. Cochran, Esq.



Civil Litigation  
Construction Litigation

Jackson C. Kracht, Esq.  
Michael P. Wallach, Esq.  
Thomas A. Marino II, Esq.

August 15, 2022

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Incorporation  
Rivo at Ringling Condominium Association, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Amendment to the Articles of Incorporation for the above-referenced corporation. Also enclosed is check #8899 in the amount of \$43.75 for the filing fee. Please return a **certified copy** to the undersigned at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,

LAW OFFICES OF WELLS | OLAH | COCHRAN, P.A.

Kevin T. Wells, Esq.,

KTW/dmh  
Enclosures

2022 AUG 18 PM 3:31

Prepared by and Return to:  
Kevin T. Wells, Esq.  
Law Offices of Wells | Olah | Cochran, P.A.  
3277 Fruitville Rd., Bldg. B  
Sarasota, FL 34237  
(941) 366-9191 Telephone

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
RIVO AT RINGLING CONDOMINIUM ASSOCIATION, INC.  
(Division of Corporation's Document Number: N06000009735)**

2022 AUG 31 8 18 PM EST  
FILED

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.
- B. Enter new principal office address, if applicable: N/A.
- C. Enter new mailing address, if applicable: 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: N/A.
- E. If amending or adding additional Articles, enter change(s) here: See Attached.

The date of each amendment(s) adoption: adopted by affirmative vote the attached amendment(s) on:  
May 31, 2022 at a Special Membership Meeting.

Effective Date if applicable: immediately upon filing with the Division of Corporations.

**Adoption of Amendments: (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 this 15 day of August, 2022.

**RIVO AT RINGLING CONDOMINIUM ASSOCIATION, INC.,**  
a Florida Not for Profit Corporation

By: [Signature]  
Dennis Rees, President

(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 15 day of August, 2022, by Dennis Rees as the President of **RIVO AT RINGLING CONDOMINIUM ASSOCIATION, INC.**, a Florida Not for Profit Corporation, on behalf of the corporation, who is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC

Sign: Elisa Marie Andersen  
Print: Elisa Marie Andersen  
State of Florida at Large (Seal)  
My Commission expires:

Attested by: Marybeth Protzman  
Marybeth Protzman, Secretary

STATE OF FLORIDA  
COUNTY OF SARASOTA

(Corporate Seal)

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 15 day of August, 2022, by Marybeth Protzman as the Secretary of **RIVO AT RINGLING CONDOMINIUM ASSOCIATION, INC.**, a Florida Not for Profit Corporation, on behalf of the corporation, who is personally known to me or has produced \_\_\_\_\_ as identification.

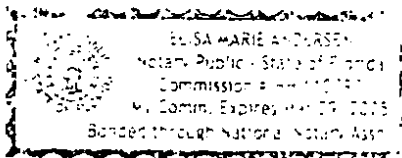
NOTARY PUBLIC

Sign: Elisa Marie Andersen

Print: Elisa Marie Andersen

State of Florida at Large (Seal)

My Commission expires: march 29, 2025



RIVO AT RINGLING CONDOMINIUM ASSOCIATION, INC.

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

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## AMENDMENTS

### ARTICLES OF INCORPORATION RIVO AT RINGLING CONDOMINIUM ASSOCIATION, INC.

*[Substantial rewording of Articles of Incorporation. See existing Articles of Incorporation for present text.]*

**ARTICLE 1. NAME OF CORPORATION AND PRINCIPAL ADDRESS.** The name of this corporation shall be Rivo at Ringling Condominium Association, Inc., hereinafter referred to as Association. The principal office of said corporation shall be located at 2127 Ringling Blvd., Suite 102, Sarasota, Florida 34237. The Board of Directors of the Association may change the location of the principal office of said Association from time to time.

**ARTICLE 2. PURPOSES.** The purposes of the Association shall be the operation and management of the affairs and property of the Condominium known as **Rivo at Ringling, a Condominium**, located in Sarasota County, Florida, and to perform all acts provided in the Declaration of Condominium and the Florida Condominium Act, Chapter 718, Florida Statutes.

**ARTICLE 3. POWERS.** The Association shall have all of the common law and statutory powers of a corporation not for profit and all of the powers and duties set forth in the Florida Condominium Act and the Declaration of Condominium, as amended from time to time, except as may be limited or otherwise provided by these Articles. Additionally, the Association shall have the power to grant and relocate easements over the Common Elements as required by and consistent with the Master Declaration of Covenants, Conditions, Easements, and Restrictions recorded in Official Records Instrument #2004192176, of the Public Records of Sarasota County, Florida. In the event of an emergency, the Board of Directors may exercise the emergency powers and any other powers authorized by the provisions of Section 718.1265, Florida Statutes.

**ARTICLE 4. MEMBERS.** All record owners of legal title to any of the Condominium Units of the Condominium shall be Members. Membership shall terminate automatically and immediately as a Member's interest in the record legal title terminates, except that upon termination of the entire Condominium project, the membership shall consist of those who were Members at the time of each conveyance of the respective Units to the Association, or its designee, as provided in said Declaration of Condominium. A new Unit Owner must, within fifteen (15) days of closing on the transfer of title to a Unit, notify the Association in writing of the transfer, as provided in the Declaration of Condominium, and the change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a copy of the deed or other instrument of conveyance.

**ARTICLE 5. VOTING RIGHTS.** Subject to a voting right being suspended pursuant to Section 718.303, Florida Statutes, each Condominium Unit shall be entitled to one (1) vote at Association membership meetings. The manner of exercising voting rights shall be determined by the Declaration, these Articles of Incorporation and the Bylaws. There shall be no vote for a Unit owned by the Association or held in a court appointed receivership. Owners of more than one Unit shall be entitled to cast one vote for each Unit owned.

**ARTICLE 6. INCOME DISTRIBUTION.** No part of the income of the Association shall be distributable to its Members, except as compensation for services rendered, surplus of unused Special Assessments or as allowed by law.

**ARTICLE 7. REGISTERED OFFICE AND REGISTERED AGENT.** The Board of Directors may change the registered agent and office from time to time as permitted by law.

**ARTICLE 8. CORPORATE EXISTENCE.** The term for which the Association is to exist shall be perpetual, unless dissolved according to law.

## **ARTICLE 9. BOARD OF DIRECTORS AND OFFICERS.**

**9.1 Board of Directors.** The affairs of the Association will be administered by a Board of Directors consisting of the number of directors determined by the Bylaws.

**9.2 Election, Removal and Replacement of Directors.** All directors of the Association shall initially be elected by 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.

**9.3 Officers.** The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

**ARTICLE 10. BYLAWS.** The Bylaws of the Association may be amended, altered or rescinded in the manner provided in such Bylaws.

**ARTICLE 11. AMENDMENTS.** The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation. Amendments to these Articles shall be proposed and adopted in the following manner:

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

**11.2 Proposal.** A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than twenty (20%) percent of the Voting Interests of the Association. Upon an amendment to these Articles of Incorporation being properly proposed, such proposed amendment shall be transmitted to the President of the Association or other officer of the Association in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than fourteen (14) days nor later than sixty (60) days from receipt of the proposed amendment and it shall be the duty of the Secretary to give to each Member notice of such meeting in the manner provided for in the Bylaws.

**11.3 Adoption.** Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by not less than two-thirds (2/3) of the Voting Interests of the membership present in person or by proxy at any annual or special membership meeting, or by approval in writing by a majority of the total Voting Interests of the entire membership without a membership meeting, provided that notice of any proposed amendment has been given to the Members of the Association, and that the notice contains or has enclosed with the notice the text of the proposed amendment.

**11.4 Filing and Recording.** An amendment shall become effective upon filing with the Florida Secretary of State, Department of Corporations and recording a copy in the Public Records of Sarasota County, Florida, along with a certificate of amendment executed by the appropriate officers of the Association attesting that the amendment has been lawfully adopted.

**11.5 Automatic Amendment.** These Articles of Incorporation may be amended by the Board of Directors, if necessary, to make the same consistent with the provisions of the Declaration of Condominium. Whenever Chapters 617 or 718, Florida Statutes, or other applicable Florida or Federal laws or administrative regulations, are subsequently amended so that these Articles of Incorporation are inconsistent with the applicable law or administrative rules, the Board of Directors, without a vote of the Owners, may, but shall not be under a duty or obligation to, adopt by majority vote of the Board, amendments to these Articles of Incorporation to make them consistent.

## **ARTICLE 12. INDEMNIFICATION OF OFFICERS AND DIRECTORS.**

**12.1 Indemnity.** The Association shall indemnify any person serving or who previously served the Association as a director, officer, or committee member to the fullest extent permitted under Sections 607.0850-607.0859, Florida Statutes, as amended from time to time.

**12.2 Additional Indemnification.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, agreement, vote of a majority of the Voting Interests of the Members or otherwise, and shall continue as to a person who has ceased to be a director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

**12.3 Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against the person and incurred by the person in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article. Notwithstanding anything in this Article to the contrary, the provision herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

## **ARTICLE 13. MISCELLANEOUS**

**13.1 Definitions and Interpretation.** Terms used in these Articles of Incorporation shall have the same meaning as defined in the Declaration or the Condominium Act. The Board of Directors is responsible for interpreting the provisions of the Declaration, the Bylaws, the Articles of Incorporation, and the Rules and Regulations. The Board of Directors' interpretation shall be binding upon all parties unless unreasonable. A written opinion rendered by legal counsel that an interpretation adopted by the Board of Directors is not unreasonable shall conclusively establish the validity of such interpretation.

**13.2 Conflicts.** The term "Condominium Documents," as used in these Articles of Incorporation and elsewhere shall include the Declaration of Condominium, Articles of Incorporation, Bylaws, the Plats, Surveys, Plot Plans, and graphic descriptions of improvements of record, and all other exhibits to the original Declaration of Condominium. In the event of an actual or implied conflict in the documents, the documents shall control in the following order:

- A. Declaration of Condominium;
- B. Articles of Incorporation;
- C. Bylaws; and
- D. Rules and Regulations

**13.3 Gender.** The use of the term "he," "she," "his," "hers," "their," "theirs" and all other similar pronouns should be construed to include all genders and encompass the plural as well as the singular.

**13.4 Severability.** In the event that any article section, clause, paragraph or other provision of the Articles of Incorporation is deemed invalid, it shall be deemed severed and the remaining provisions of the Articles of Incorporation shall remain valid and in full force and effect.

**13.5 Headings.** The headings of paragraphs or sections herein are for convenience purposes only, and shall not be used to alter or interpret the provisions therein.