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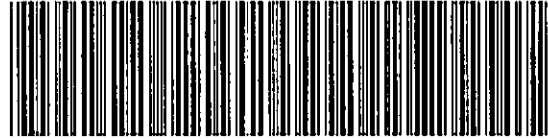
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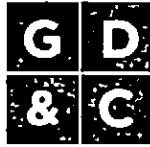
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STREET, NEW YORK, NY



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October 22, 2021

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: Amended and Restated Articles of Incorporation for Paseo Condominium Association, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Amended and Restated Articles of Incorporation of Paseo Condominium Association, Inc., along with a check for \$43.75 to cover the filing fee, and fee to obtain a certified copy. Please return the certified copy to our office in the envelope provided.

If you have any questions or need additional information, please do not hesitate to contact me.

Very truly,
GOEDE, DEBOEST & CROSS, PLLC

Jean M. Morningstar
Paralegal

/jmm

Enclosures as stated

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned Florida not for profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amended and Rested Articles adopted:

See attached Exhibit "A" for full text.

SECOND: The date of adoption of the amended and restated Articles was April 1, 2021

THIRD: Adoption of amended and restated Articles (Check one):

 X The amended and restated Articles were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

 There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the Board of Directors.

PASEO CONDOMINIUM ASSOCIATION, INC.



Signature of Officer

Arlette Abbott

Print Name of Officer

President

Title of Officer

8/9/21

Date

NOTE: SUBSTANTIAL REVISION OF ARTICLES. SEE PRIOR ARTICLES FOR COMPARISON.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

PASEO CONDOMINIUM ASSOCIATION, INC.

Pursuant to Chapter 617, Florida Statutes, these Articles of Incorporation of Paseo Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on December 5th, 2006, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Chapter 617, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments, adopted pursuant to Chapter 617, Florida Statutes, and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Paseo Condominium Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME AND ADDRESS

The name of the corporation, herein called the "Association", is Paseo Condominium Association, Inc. The address of the Association is as listed with Florida Department of State Division of Corporations.

ARTICLE II

PURPOSE AND POWERS

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Paseo, a Condominium, located in Lee County, Florida. The Association is organized and shall exist upon a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the Declaration of Condominium or Chapter 718 Florida Statutes, as it may hereafter be amended from time to time, including but not limited to the following:

- (A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of assessments in the exercise of its powers and duties.

- (B) To protect, maintain, repair, replace, and operate the condominium property.
- (C) To purchase insurance upon the condominium property and Association property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the common elements and association property, and the operation of the Association.
- (F) To approve or disapprove the transfer of ownership, leasing and occupancy of units, as provided by the Declaration of Condominium.
- (G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the Bylaws and any Rules and Regulations of the Association.
- (H) To contract for the management and maintenance of the Condominium and the condominium property; to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the law or by the condominium documents to be exercised by the Board of Directors or the membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- (J) To enter into agreements, or acquire leaseholds, memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has the power whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.
- (K) To borrow money without limit as to amount if necessary to perform its other functions hereunder.
- (L) To assist, cooperatively with the Florida corporation not for profit established for the purpose of operating the recreational and common facilities of the Association, in the administration and enforcement of the Paseo covenants, as amended from time to time.
- (M) To participate in mergers or consolidations with other condominium, or their associations, located in Paseo.
- (N) To sue and be sued and appear and defend all actions and proceedings in its corporate name.

All funds and the title to all property acquired by the Association shall be held in trust for the benefit of members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE III MEMBERSHIP

- (A) The members of the Association shall consist of all record owners of legal title to one or more units in the Condominium, as further provided in the Bylaws.
- (B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.
- (C) The owners of each unit, collectively, shall be entitled to one (1) vote in Association matters, as further set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV TERM

The term of the Association shall perpetual.

ARTICLE V BYLAWS

The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI DIRECTORS AND OFFICERS

- (A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than 5 Directors. In the absence of a Bylaw provision to the contrary, the Board shall consist of 5 Directors.
- (B) Directors of the Association shall 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.
- (C) 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 VII AMENDMENTS

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

(A) After the recording of the Declaration of Condominium of Paseo, a condominium in the Public Records, these Articles may be amended in the following manner:

(1) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition of the owners of 1/4th of the units by a petition, in writing, signed by them.

(2) Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or unit owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

(3) Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests present and voting in person or by proxy at any annual or special meeting, or by approval in writing of a majority of the total voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains the full text of the proposed amendment.

(4) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Lee County, Florida.

ARTICLE VIII REGISTERED AGENT

The Registered Agent shall be as listed with Florida Department of State Division of Incorporation.

ARTICLE IX INDEMNIFICATION

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer and member of an official committee of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on

him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his or her being or having been a Director or officer of the Association. The Association will advance all attorneys fees and costs during the pendency of the action. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interest of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his or her action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit. In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled. The indemnification hereby afforded to Directors and officers shall also extend to any other entity other than the Association found responsible or liable for the actions of such individuals in their capacity as Directors or officers.