

N06395

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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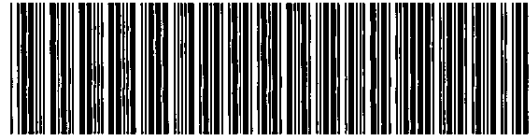
(Business Entity Name)

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09/24/12--01010--013 \*\*78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 NOV 26 AM 8:17

Amended/cc  
Restated  
10/11/27/12

**LAW OFFICES OF  
CIANFRONE & De FURIO**  
*A Partnership of Professional Associations*  
1964 Bayshore Boulevard, Suite A  
Dunedin, Florida 34698  
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Neil E. Polster, Esq.  
Of Counsel

November 21, 2012

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

**Re: Certificate as to the Amended and Restated Articles of Incorporation of  
Edgewater Arms Master Association, Inc.**

Dear Sir/Madame:

Enclosed please find a revised Certificate as to the Amended and Restated Articles of Incorporation for Edgewater Arms Master Association, Inc. for filing with the Division, as per the Division's letter dated September 26, 2012.

The Division is holding the check in the amount of \$78.75 for the filing fee and certified copy costs.

Please return a certified copy of the Amended and Restated Articles of Incorporation to the above noted address. A stamped, self-addressed envelope has been enclosed for your convenience.

If you have any questions, please do not hesitate to call.

Sincerely,

JOSEPH R. CIANFRONE, P.A.

  
Tiffany A. Grant

TAG:dmc  
Enclosures

cc: Board of Directors  
Edgewater Arms Master Association, Inc.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 26, 2012

LAW OFFICES OF CIANFRONE & DE FURIO  
% JOSEPH R. CIANFRONE  
1964 BAYSHORE BOULEVARD - STE. A  
DUNEDIN, FL 34698

SUBJECT: EDGEWATER ARMS MASTER ASSOCIATION, INC.  
Ref. Number: N06395

We have received your document for EDGEWATER ARMS MASTER ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 212A00024005

RECEIVED

12 NOV 26 AM 10:13

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PREPARED BY AND RETURN TO:  
JOSEPH R. CIANFRONE, ESQUIRE  
JOSEPH R. CIANFRONE, P.A.  
1964 Bayshore Boulevard, Suite A  
Dunedin, FL 34698

FILLED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 NOV 26 AM 8:17

**CERTIFICATE  
AS TO THE  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
EDGEWATER ARMS MASTER ASSOCIATION, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation. Pursuant to Article XI of the Articles of Incorporation, the members are not entitled to vote on the proposed amendments and amendments to the Articles may be adopted by not less than three-quarters of the entire Board of Directors so long as the proposed amendments do not change the qualifications for directorship or the voting rights of the directors. We hereby certify that the attached Amended and Restated Articles of Incorporation for EDGEWATER ARMS MASTER ASSOCIATION, INC., a corporation not-for-profit, organized pursuant to the laws of the State of Florida, were duly adopted by at least three-quarters of the entire Board of Directors, at a duly called meeting of the Directors on August 24, 2012.

These Amended and Restated Articles of Incorporation of Edgewater Arms Master Association, Inc. relate to the Master Association referenced in the following Declarations of Condominium Ownership:

Declaration of Condominium Ownership of Edgewater Arms First, Inc., A Condominium, recorded in O.R. Book 3223, Page 481 et seq. of the public records of Pinellas County, Florida as same has been amended from time to time.

Declaration of Condominium Ownership of Edgewater Arms Second, Inc., A Condominium, recorded in O.R. Book 3451, Page 584 et seq. of the public records of Pinellas County, Florida as same has been amended from time to time.

Declaration of Condominium Ownership of Edgewater Arms Third, Inc., A Condominium, recorded in O.R. Book 4081, Page 55 et seq. of the public records of Pinellas County, Florida as same has been amended from time to time.

Declaration of Condominium Ownership of Edgewater Arms Fourth, Inc., A Condominium, recorded in O.R. Book 4137, Page 1774 et seq. of the public records of Pinellas County, Florida as same has been amended from time to time.

IN WITNESS WHEREOF, we have affixed our hands this 9 day of Nov, 2012, at Dunedin, Pinellas County, Florida.

EDGEWATER ARMS MASTER  
ASSOCIATION, INC.

(Corporate Seal)

ATTEST:

Daniel Christie  
Daniel Christie, Secretary

By:

Gaspar A. Tirone  
Gaspar A. Tirone, President

STATE OF FLORIDA  
COUNTY OF PINELLAS

On this 9<sup>th</sup> day of Nov., 2012, personally appeared before me Gaspar A. Tirone, as President, and Daniel Christie, as Secretary, of Edgewater Arms Master Association, Inc., and acknowledged the execution of this instrument for the purposes herein expressed.

Robert E. Bertics, Jr.  
NOTARY PUBLIC

My Commission Expires: SEP. 11, 2013

NOTARY PUBLIC-STATE OF FLORIDA  
Robert E. Bertics, Jr.  
Commission #DD910623  
Expires: SEP. 11, 2013  
BONDED THRU ATLANTIC BONDING CO., INC.

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
EDGEWATER ARMS MASTER ASSOCIATION, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 NOV 26 AM 8:17

WHEREAS, the original Articles of Incorporation allowed for amendment to these Articles by a vote of the Board of Directors and the necessary vote has been obtained and the Board president has been authorized to sign in acknowledgement on behalf of the entire Board of Directors, the members shall continue to associate themselves and their successors together as a corporation not-for-profit under the laws of the State of Florida, and the Board president and secretary do hereby subscribe their names on behalf of the entire Board of Directors and will file in the Office of the Secretary of State of the State of Florida, the following Amended and Restated Articles of Incorporation.

**ARTICLE I  
NAME AND PRINCIPAL ADDRESS**

The name of this corporation shall be:

EDGEWATER ARMS MASTER ASSOCIATION, INC.

(hereinafter referred to as "Master Association").

The principal address for the Master Association shall be 622 Edgewater Drive, Dunedin, Florida 34698.

**ARTICLE II  
PURPOSE**

The Master Association is organized for the purpose of providing a single entity through which Edgewater Arms First, Inc., Edgewater Arms Second, Inc., Edgewater Arms Third, Inc., and Edgewater Arms Fourth, Inc., may assure the proper operation and maintenance of the betterments to all that land, including buildings thereon and improvements thereto, conveyed to the above-named corporations by George L. Mallory and Sally A. Mallory by deed dated June 2, 1976 and recorded in Pinellas County O.R. Book 4420, page 844, and which hereinafter shall be known as the "Common Area".

ARTICLE III  
MEMBERSHIP

The members of the Master Association shall be Edgewater Arms First, Inc., Edgewater Arms Second, Inc., Edgewater Arms Third, Inc., and Edgewater Arms Fourth, Inc., hereinafter referred to as "Member Corporations". These are the sole members of the Master Association and there will be no other members admitted.

ARTICLE IV  
DISTRIBUTIONS

The Master Association shall make no distributions of income to its members, directors or officers, except year end surplus which may be credited to accounts of the Member Corporations.

ARTICLE V  
POWERS

The powers of the Master Association shall include such of the Common Law and statutory powers of a corporation not-for-profit, such powers given to an Association pursuant to Chapter 718 of the Florida Statutes, as same may be amended from time to time, and such powers set forth in the By-Laws of the Master Association, except as same shall, from time to time, be limited by the By-Laws of the Master Association. Notwithstanding any other provision to the contrary in these Articles or in the By-Laws and without limiting the generality of the preceding sentence, the Master Association shall have the authority to promulgate, adopt, amend, and rescind reasonable rules and regulations pertaining to the use of the Common Areas and may take any enforcement action necessary to insure that the rules and regulations are complied with and any costs incurred in such enforcement action, including but not limited to attorney's fees and costs, may be collected from the owner against whom such enforcement action was brought whether the cause be the owner's actions or inactions or those of his or her tenants, guests, or invitees.

ARTICLE VI  
CORPORATE EXISTENCE

The term for which this corporation shall exist shall be perpetual unless all of the condominiums comprising such association are terminated. In the event of such termination, the association shall be dissolved in accordance with the applicable dissolution statute existing at such time.

ARTICLE VII  
BOARD OF DIRECTORS

The Board of Directors shall make the policies and manage the affairs of the Master Association in accordance with the By-Laws of the Master Association. The Board of Directors shall consist of eight directors.

Each Member Corporation shall appoint or elect, in a manner and for a term as prescribed in the By-Laws of the Master Association, two owners of units within the Condominium governed by the respective Member Corporation, each in good standing, to serve as directors of the Master Association.

Directors may be removed in the manner set forth in the By-Laws of the Master Association and any vacancy created by removal, resignation, or by any other reason, may be filled in the manner set forth in the By-Laws of the Master Association.

For purposes of this Article and any reference in the By-Laws of the Master Association, in good standing shall mean current in any and all monetary obligations owed to the Master Association and respective Member Corporation, and otherwise eligible to serve as a director of a Condominium Association pursuant to Chapter 718 of the Florida Statutes, as same may be amended from time to time.

ARTICLE VIII  
OFFICERS

The policies and affairs of the Master Association shall be administered by the officers designated in the By-Laws of the Master Association. The officers shall be elected by the Board of Directors from among its members not less frequently than annually.



ARTICLE IX  
ADOPTION AND AMENDMENT OF BY-LAWS

The By-Laws of the Master Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors in a manner provided in the By-Laws.

ARTICLE X  
INDEMNIFICATION

Every officer and director of the Master Association shall be indemnified by the Master Association against all expenses and liabilities including legal costs, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party or in which he may become involved by reason of being or having been an officer and/or a director of the Master Association, regardless of whether or not he is an officer and/or director at the time such expense or liability is incurred, except when the officer and/or director is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties.

ARTICLE XI  
AMENDMENT

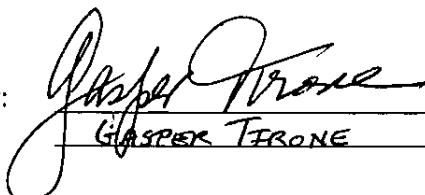
Amendments to the Articles of Incorporation may be proposed by any officer and/or director of the Master Association and shall be subject to the following:

A. The subject matter of the proposed amendment shall be included in the notice of the meeting at which the proposed amendment is to be considered.

B. Approval of an amendment shall be by not less than three-quarters (3/4ths) of the entire Board of Directors, provided, however, that any amendment changing the qualifications for directorship or the voting rights of the directors shall require the unanimous consent of the Board of Directors.

Date: Nov. 9, 2012

By:

  
GASPER TERONE, President

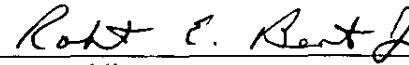
Attest.

  
DANIEL CHRISTIE, Secretary


STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day in the next above named state and county before me, an officer duly authorized and acting, personally appeared GASPER TIROVE, as President, and DANIEL CHRISTIE, as Secretary, duly known as the persons who signed the foregoing instrument as such officers and acknowledged the execution thereof to be their free act and deed for the uses and purposes therein mentioned.

WITNESS MY HAND AND OFFICIAL SEAL THIS 9<sup>TH</sup> day of NOV, 2012.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: SEPT. 11, 2013

NOTARY PUBLIC-STATE OF FLORIDA  
 Robert E. Bertics, Jr.  
Commission #DD910623  
Expires: SEP. 11, 2013  
BONDED THRU ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA  
AND  
NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**


EDGEWATER ARMS MASTER ASSOCIATION, INC., a corporation not for profit with its principal office as indicated in its Amended and Restated Articles of Incorporation, and the address of its registered agent as:

Joseph R. Cianfrone, Esquire  
Joseph R. Cianfrone, P.A.  
1964 Bayshore Boulevard, Suite A  
Dunedin, Florida 34698

**ACCEPTANCE**

Having been named to accept service of process for the foregoing corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Chapter 617, Florida Statutes, relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
JOSEPH R. CIANFRONE, ESQ.

  
\_\_\_\_\_  
Date