

NO7000000813

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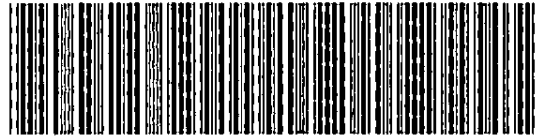
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2022 APR -6 PM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend & Rest.

12/27/22



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 27, 2022

TENNILLE SHIPWASH
225 S SWOOPE AVE
SUITE 110
MAITLAND, FL 32751

SUBJECT: TUSCANA I CONDOMINIUM ASSOCIATION, INC.
Ref. Number: N07000000813

We have received your document for TUSCANA I CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please also date the document on the last page .

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.

Catherine M Brumbley
Regulatory Specialist II

Letter Number: 322A00002164

FILED

2022 APR -6 PM 11:12

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

TUSCANA I CONDOMINIUM ASSOCIATION, INC.

The undersigned, President of a Corporation under Chapter 617, Florida Statutes, adopts the following Amended and Restated Articles of Incorporation for the purposes set forth below.

ARTICLE I

NAME: The name of the corporation is Tuscana I Condominium Association, Inc., hereafter referred to as the "Association." The principal address is 116 Kenny Blvd, Haines City, FL 33844

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 properties subject to the Declaration of Covenants for Tuscana I Condominium Association, Inc., the Declaration of Condominium for Tuscana II Condominium Association, Inc., the Declaration of Condominium for Tuscana III Condominium Association, Inc., (collectively the "Condominium Properties") located in Osceola County, Florida. These Amended and Restated Articles of Incorporation are adopted as a result of a corporate merger between Tuscana I Condominium Association, Inc., Tuscana II Condominium Association, Inc., Tuscana III Condominium Association, Inc. 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 the Governing Documents or Chapter 718, Florida Statutes, as it may hereafter be amended, 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 Properties, 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 Properties.**
- (C) To purchase Insurance upon the Condominium Properties 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 Condominium Properties.**
- (E) To make, amend and enforce reasonable Rules and Regulations governing the use of the Common Elements of the Condominium Properties, and the operation of the Association.**
- (F) To approve or disapprove the transfer of ownership, leasing and occupancy of Units, as provided by the Governing Documents.**
- (G) To enforce the provisions of the Florida Condominium Act, Declaration of Covenants for Tuscana I Condominium Association, Inc., Tuscana II Condominium Association, Inc., Tuscana III Condominium Association, Inc., these Amended and Restated Articles of Incorporation, and the Amended and Restated Bylaws and any Rules and Regulations of the Association (collectively, the "Governing Documents").**
- (H) To contract for the management and maintenance of the Condominium Properties and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Governing 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 Properties.**
- (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 Properties, if they are intended to provide enjoyment, recreation, or other use or benefit to the Unit Owners.**
- (K) To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount; to draw, make, accept, endorse,**

execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

All funds and the title to all property acquired by the Association shall be held for the benefit of the Members in accordance with the provisions of the Governing Documents.

ARTICLE III

MEMBERSHIP:

- (A) The Members of the Association shall consist of all record Owners of a fee simple interest in one or more Units in the Condominium Properties, as further provided in the Amended and Restated Bylaws. After termination of the Condominium, the Members shall consist of those who are Members at the time of such termination.
- (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 the number of votes in Association matters as set forth in the Amended and Rested Bylaws. The manner of exercising voting rights shall be as set forth in the Amended and Restated Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

BYLAWS: The Amended and Restated 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 Amended and Restated Bylaws, but not less

than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors must be Members of the Association.

(B) Directors of the Association shall be elected by the Members in the manner determined by the Amended and Restated Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Amended and Restated Bylaws.

(C) The business of the Association shall be conducted by the Officers designated in the Amended and Restated 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 Amended and Restated Articles of Incorporation shall be proposed and adopted in the following manner:

(A) **Proposal.** Amendments to these Amended and Restated Articles of Incorporation may be proposed by a majority of the Board or by petition of the Owners of one-fourth (1/4) of the Units by Instrument, in writing, signed by them.

(B) **Procedure.** Upon any Amendment or Amendments to these Amended and Restated Articles of Incorporation 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.

(C) **Vote Required.** Except as otherwise required for by Florida law, these Amended and Restated Articles of Incorporation may be amended by vote of a majority of the Board at Directors at any Board Meeting, provided that notice of any proposed Amendment has been given to the Members of the Association, and that the notice contains a fair statement of the proposed Amendment.

(D) **Effective Date.** An Amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Osceola County, Florida.

ARTICLE VIII

REGISTERED AGENT:

The registered office of the Association shall be at:

The registered agent at said address shall be:

Garrett Kenny
116 Kenny Blvd
Haines City, FL 33844

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every Officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or Officer of the Association. The foregoing right of indemnification shall not be available if a judgement 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 interests 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 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.
- (D) Wrongful conduct by Directors or Officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

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.

IN WITNESS WHEREOF, the President has executed these Amended and Restated Articles of Incorporation this 17 day of November 20 21.

TUSCANA I Condominium Association, Inc.

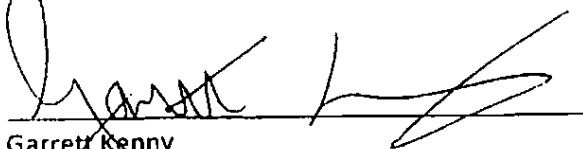
By: 

Garrett Kenny
116 Kenny Blvd
Haines City, FL 33844

Dated: 11/17/2021

Having been named to accept service of process for the above stated Corporation, at the place designated in these Amended and Restated Articles of Incorporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0505 Florida Statutes.

REGISTERED AGENT



Garrett Kenny
116 Kenny Blvd
Haines City, FL 33844

CERTIFICATION

The restatement was adopted by the board of directors and does not contain any amendments requiring member approval.