

6/18/2020

Jun. 22, 2020 11:57AM

Richard Saba PA

Division of Corporations

No. 0135 P. 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H20000186822 3)))



H200001868223ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : RICHARD D. SABA
Account Number : 070540000565
Phone : (941)952-0990
Fax Number : (941)954-0361

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: RSABA@RSABALAW.COM

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
VENICE MARKETPLACE LAND CONDOMINIUM ASSOCIATION, INC**

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$43.75

2020 JUN 22 PM 2:20

Electronic Filing Menu

Corporate Filing Menu

Help

2020 JUN 22 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FL

FILED

JUN 23 2020



June 22, 2020

FLORIDA DEPARTMENT OF STATE

Division of Corporations
VENICE MARKETPLACE LAND CONDOMINIUM ASSOCIATION, INC.
1729 TAMiami TRAIL, S
VENICE, FL 34293

SUBJECT: VENICE MARKETPLACE LAND CONDOMINIUM ASSOCIATION, INC.
REF: N07000002231

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The Registered Agent's acceptance statement contains an incorrect F.S. site. Please review and revise.

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.

Terri J Schroeder
Regulatory Specialist III

FAX Aud. #: H20000186822
Letter Number: 720A00012255

H20000186822 3

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF
VENICE MARKETPLACE
LAND CONDOMINIUM ASSOCIATION, INC.,
a Florida Not-For-Profit Corporation**

Document No.: N07000002231

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida Not-For-Profit Corporation hereby amends and restates its Articles of Incorporation effective June 15, 2020 by resolution duly and unanimously adopted by the Board of Directors and sole member on June 15, 2020, as follows:

**ARTICLE I
NAME**

The name of the corporation is VENICE MARKETPLACE LAND CONDOMINIUM ASSOCIATION, INC. (the "Association").

**ARTICLE II
ADDRESS**

The street address of the initial principal office of the Association is 1729 S. Tamiami Trail, Venice, Florida 34293, and the mailing address of the Association is 1729 S. Tamiami Trail, Venice, Florida 34293.

**ARTICLE III
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 Venice Marketplace, A Land Condominium, located in Sarasota County, Florida comprised of two (2) land condominium units (Unit 1 and Unit 2).

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 under the laws of the State of Florida, except as limited or modified by these Articles, the Amended and Restated Declaration of Condominium, the Bylaws or the Florida Condominium Act; and it shall have all of the powers and duties reasonably necessary to operate the condominium pursuant to the Amended and Restated Declaration and 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, and to use the proceeds of assessments in the exercise of its powers and duties.
- b. To maintain, repair, replace and operate the Condominium Property and Association Property.

FILED

2020 JUN 22 AM 9:21
CLERK OF
SARASOTA
COUNTY
FLORIDA

H20000186822 3

- c. To purchase insurance upon the Condominium Property and Association Property for the protection of the Association, its members, and their mortgagees.
- 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.
- f. To enforce the provisions of the Condominium Act, the Amended and Restated Declaration of Condominium, these Articles, and the Amended and Restated Bylaws of the Association.
- g. To contract for the management and maintenance of the condominium and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Amended and Restated Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.
- h. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the condominium.

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 Amended and Restated Declaration of Condominium and these Amended Articles of Incorporation and the Amended Bylaws.

ARTICLE IV **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, and as further provided in the Amended Bylaws; after termination of the condominium the members shall consist of those who are members at the time of such termination.
- B. Change of membership shall be established by recording in the Public Records of Sarasota County, Florida, a deed or other instrument and by the delivery to the Association of a copy of such instrument.
- C. 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 the unit transferred.
- D. The owner of Unit 1 shall be entitled to two (2) votes in odd numbered years and one (1) vote in even numbered years. The owner of Unit 2 shall be entitled to two (2) votes in even numbered years and one (1) vote in odd numbered years.

ARTICLE V **TERM**

The term of the Association shall be perpetual.

FILED

2020 JUN 22 AM 11:58
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FLORIDA

H20000186822 3

ARTICLE VI
AMENDMENTS

- A. Except as otherwise required by Florida law, these Articles of Incorporation may be amended by an affirmative vote by both members at any annual or special meeting, or by approval in writing of the owners of both of the units without a meeting, provided that notice of any proposed amendment has been given to the members of the Association and that the notice contains a copy of the proposed Amendment.
- B. An Amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Sarasota County, Florida.

ARTICLE VII
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 three (3) Directors. Directors must be members of the Association, employees of members or affiliated with members. Each condominium unit shall have at least one director on the Board of Directors at all times.
- 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. officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator is: Venice Development, LLC, a Florida limited liability company, whose address is 1729 S Tamiami Trail, Venice, Florida 34293.

ARTICLE IX
REGISTERED AGENT


The registered office of the Association shall be: 1729 S Tamiami Trail, Venice, Florida 34293.

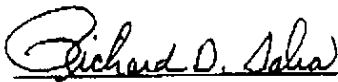
The registered agent shall be Richard D. Saba, P.A., at 2033 Main Street, Suite 400, Sarasota, Florida 34237.

FILED

2020 JUN 22 AM 9:25
SECRETARY OF STATE
TAMPA, FL

H20000186822 3

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 617, F.S. 


Richard D. Saba
As Registered Agent

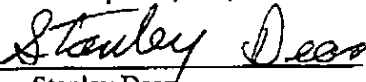
ARTICLE X
INDEMNIFICATION

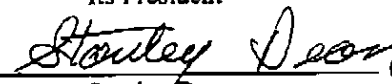
The Association shall indemnify every Director and every officer of the Association against all expenses and liabilities including attorney's fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of his being or having been a Director or officer of the Association to the fullest extent that may be permitted by law.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

WHEREFORE, the President and sole member has caused these Amended and Restated Articles to be executed this 18th day of June, 2020.

Venice Development, Inc., a Florida corporation

By: 
Stanley Dean
Its President


Stanley Dean
Sole Member

SECRETARY OF STATE
TALLAHASSEE, FL

2020 JUN 22 AM 9:24

FILED