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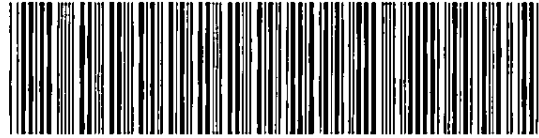
(Business Entity Name)

(Document Number)

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CERTIFICATE OF AMENDMENT

AMENDED AND RESTATED

**ARTICLES OF INCORPORATION
OF
BANBURY AT SARASOTA NATIONAL CONDOMINIUM ASSOCIATION, INC.**

We hereby certify that the attached amendments to the Articles of Incorporation of BANBURY AT SARASOTA NATIONAL CONDOMINIUM ASSOCIATION, INC. (which Articles of Incorporation were attached as an exhibit to the Declaration of Condominium for Banbury at Sarasota National Section I, a Condominium originally recorded at Official Records Instrument #2007071177, of the Public Records of Sarasota County, Florida) was approved and duly adopted at a Special Membership Meeting of BANBURY AT SARASOTA NATIONAL CONDOMINIUM ASSOCIATION, INC. (herein, the "Association") which was originally scheduled for October 12, 2024 but was rescheduled to October 28, 2024 per Section 718.1265, Florida Statute. The amendments to the Articles of Incorporation were approved as required by Article VIII of the Articles of Incorporation. The Association further certifies that the amendments were proposed and adopted as required by the governing documents and applicable law.

DATED this 8th day of November, 2024.

Signed, sealed and delivered:
in the presence of:

sign: K. Weger
print: Kenny C. Weger
address: 23056 BANBURY WAY
City, State, Zip: VENICE, FL 34293

sign: Paul Fay
print: PAUL FAY
address: 75182 BANBURY WAY
City, State, Zip: VENICE, FL 34293

STATE OF FLORIDA
COUNTY OF SARASOTA

BANBURY AT SARASOTA NATIONAL
CONDOMINIUM ASSOCIATION, INC.

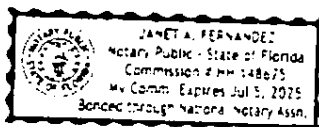
By: Mark Burman
Mark Burman, President

Attest: David Trombino
David Trombino, Vice President

[Corporate Seal]

The foregoing instrument was acknowledged before me by means of ☐ physical presence or ☒ online notarization, this 8th day of November, 2024, by Mark Burman, as President of Banbury at Sarasota National Condominium Association, Inc., who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC



sign: Janet A. Fernandez
print: Janet A. Fernandez
My Commission Expires:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BANBURY AT SARASOTA NATIONAL CONDOMINIUM ASSOCIATION, INC.

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

ARTICLE 1
NAME OF CORPORATION AND PRINCIPAL ADDRESS

The name of this corporation shall be BANBURY AT SARASOTA NATIONAL CONDOMINIUM ASSOCIATION, INC. (herein the "Association"). The Directors of the Association may change the location of the principal office of said Association from time to time.

1.1 PRIOR NAME CHANGE AND MERGERS.

A. Name Change. The corporation's name was changed by amendment in 2009 from BANBURY AT SARASOTA NATIONAL SECTION I CONDOMINIUM ASSOCIATION, INC. to BANBURY AT SARASOTA NATIONAL CONDOMINIUM ASSOCIATION, INC. The amendment effectuating the name change was filed with the Secretary of State on June 16, 2009.

B. Merger. BANBURY AT SARASOTA NATIONAL RECREATION ASSOCIATION, INC. and BANBURY AT SARASOTA NATIONAL CONDOMINIUM ASSOCIATION, INC. merged in 2009, with BANBURY AT SARASOTA NATIONAL CONDOMINIUM ASSOCIATION, INC. being the surviving corporation. The Articles of Merger were filed with the Secretary of State on June 18, 2009.

C. Second Merger. BANBURY AT SARASOTA NATIONAL CONDOMINIUM ASSOCIATION, INC. and BANBURY II AT SARASOTA NATIONAL CONDOMINIUM ASSOCIATION, INC. merged in 2022, with BANBURY AT SARASOTA NATIONAL CONDOMINIUM ASSOCIATION, INC. being the surviving corporation. The Articles of Merger were filed with the Secretary of State on October 17, 2022.

ARTICLE 2
PURPOSES

The general purpose of the Association shall be as follows: to be the "Association" (as defined in Chapter 718, Florida Statutes (herein, the "Condominium Act") for the operation of the condominiums in Sarasota County, Florida known as BANBURY AT SARASOTA NATIONAL SECTION I & BANBURY AT SARASOTA NATIONAL SECTION II (herein individually "Condominium" and collectively "the Condominiums"). The Association shall also operate and administer said Condominiums and carry out the functions and duties of said Condominiums, as set forth in the Declaration of Condominiums (herein individually "Declaration" and collectively "Declarations") establishing said Condominiums, as amended from time to time, and the Exhibits annexed thereto.

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ARTICLE 3 POWERS

3.1 GENERAL POWERS. The Association shall have all of the statutory and common law powers of a corporation not for profit and all of the powers and duties set forth in the Florida Not for Profit Corporation Act (Chapter 617, Florida Statutes), the Florida Condominium Act (Chapter 718, Florida Statutes), the Declarations, the Articles of Incorporation, and Bylaws of the Association, all as amended from time to time, except as may be limited or otherwise provided by these Articles or by law.

3.2 SPECIFIC POWERS. The specific powers of the Association shall be those as provided in the Bylaws and Declarations.

ARTICLE 4 MEMBERS

4.1 MEMBERSHIP. Membership in the Association shall be limited to Unit Owners in the Condominiums. Such membership shall automatically terminate when such person is no longer an Owner of a Unit in the Condominiums.

4.2 CHANGE OF MEMBERSHIP. Change of membership in the Association shall be established by recording in the Public Records of Sarasota County, Florida, a Deed or other instrument establishing record title to a Unit in the Condominiums and the delivery to the Association of a copy of such recorded instrument. The Owner designated by such instrument thus becomes a member of the Association.

ARTICLE 5 VOTING RIGHTS

Each Unit shall be entitled to one (1) vote at membership meetings of the Association. Votes shall be cast as described in the Bylaws. The vote of a Condominium Unit shall not be divisible. A majority of the Unit Owners' total votes cast (in person or by proxy) shall decide any question unless the Declarations, these Articles of Incorporation, or the Bylaws of the Association provide otherwise.

Pursuant to Section 718.103(34), Florida Statutes, voting on matters impacting issues specific to and only applicable to the Unit Owners within Banbury at Sarasota National Section I Condominium may only be voted on by the Board of Directors and when appropriate the Voting interests of Banbury at Sarasota National Section I Condominium. Pursuant to Section 718.103(34), Florida Statutes, voting on matters impacting issues specific to and only applicable to the Unit Owners within Banbury at Sarasota National Section II Condominium may only be voted on by the Board of Directors and when appropriate the Voting interests at Banbury at Sarasota National Section II Condominium.

**ARTICLE 6
INCOME DISTRIBUTION**

No part of the income of the Association shall be distributable to its members, except as reimbursement of expenses properly incurred by such officer or Director in furtherance of Association business. The Association shall not issue shares of stock to its members. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to the member's Unit.

**ARTICLE 7
TERM**

The term for which the Association is to exist shall be perpetual unless dissolved according to law.

**ARTICLE 8
BOARD OF DIRECTORS AND OFFICERS**

The affairs and operation of the Association shall be managed by a governing board called the Board of Directors. The Bylaws shall provide for the number, election, removal, qualification and resignation of the Directors and for filling vacancies on the Board. The Bylaws shall provide for the election, removal, qualification, and resignation of the Officers of the Association.

**ARTICLE 9
BYLAWS**

The Bylaws of the Association may be amended as provided in the Bylaws.

**ARTICLE 10
AMENDMENTS**

These Articles of Incorporation may be amended in the following manner:

10.1 PROPOSAL AND NOTICE. The President or the Board of Directors may propose an amendment to these Articles of Incorporation. Any Unit Owner may present a proposal for an amendment to the Board of Directors. If ten percent (10%) of the Unit Owners in the Condominiums sign a petition recommending an amendment for adoption and deliver the petition to the Board, the Board must submit the proposed amendment to a vote of the Unit Owners in the Condominiums at a duly-noticed membership meeting within sixty (60) days of delivery of the petition to the Board.

10.2 APPROVAL.

The Articles of Incorporation may be altered, amended or added to at any duly called meeting of the Members provided:

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- (A) Notice of the Membership Meeting shall contain a copy of the proposed amendment.
- (B) If the proposed amendment has been approved unanimously by the Board of Directors, then the proposed amendment shall be approved upon the approval of at least two-thirds (2/3rds) of the eligible Voting Interests present (in person or proxy) and voting at a duly membership meeting at which a quorum is obtained.
- (C) If the proposed amendment has not been approved unanimously by the Board of Directors, then the proposed amendment shall be approved upon the approval of at least three-fourths (3/4ths) of the eligible Voting Interests present (in person or proxy) and voting at a duly membership meeting at which a quorum is obtained.

10.3 EXECUTION AND RECORDING. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment to the Articles of Incorporation, which certificate shall be executed by the President or Vice-President and attested by the Secretary of the Association with the formalities of a deed. An amendment to these Articles of Incorporation shall become effective upon filing with the Florida Secretary of State and recording a copy along with a Certificate of Amendment in the Public Records of Sarasota County, Florida.

ARTICLE 11 INDEMNIFICATION OF OFFICERS, DIRECTORS, AND COMMITTEE MEMBERS

11.1 INDEMNIFICATION. The Association shall indemnify any person who ~~was~~ or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, or Committee Member of the Association, against expenses (including reasonable attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceedings, unless: (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that the person did not act in good faith, nor in a manner reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that the person had reasonable cause to believe the conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit, or proceedings by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful. It is the intent of the membership, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Directors, Officers, and Committee Members as permitted by Florida law.

11.2 EXPENSES. To the extent that a Director, Officer, or Committee Member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Article 11.1 above, or in defense of any claim, issue, or matter therein, the person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred in connection therewith.

11.3 ADVANCES. Expenses incurred in defending a civil or criminal action, suit, or administrative proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceedings upon receipt of an undertaking by or on behalf of the affected Director, Officer, or Committee Member to repay such amount unless it shall ultimately be determined that the person is not entitled to be indemnified by the Association as authorized in this Article 11, or as otherwise permitted by law.

11.4 MISCELLANEOUS. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any law, agreement, 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.

11.5 INSURANCE. The Association shall have the power to purchase and maintain insurance with reasonable deductibles on behalf of any person who is or was a Director, Officer, or Committee Member against any liability asserted against the person and incurred in any such capacity or arising out of the person's 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 11 to the contrary, the provisions herein provided for indemnification shall only apply to the extent insurance coverage does not apply or is insufficient.

ARTICLE 12 REGISTERED OFFICE AND REGISTERED AGENT

The Board may change the Association's registered office and registered agent from time to time as permitted by law.

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