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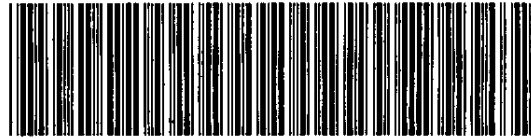
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04/03/18--01017--002 \*\*43.75

FILED  
2018 APR 23 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. GOLDEN

APR 24 2018

# CHAD M. MCCLENATHEN, P.A.

Board Certified Real Estate Attorney

783 South Orange Avenue, Suite 210  
Sarasota, FL 34236  
Telephone: 941-552-1088

chad@mcclenathenlaw.com  
www.mcclenathenlaw.com  
Fax: 941-894-1096

April 17, 2018

Florida Division of Corporations  
Attn: Claretha Golden, Regulatory Specialist II  
PO Box 6327  
Tallahassee, FL 32314

**Re: Filing Amended and Restated Articles of Incorporation for Verona Reserve Community Association, Inc.**

Dear Carolyn:

Enclosed are:

1. Your letter of April 6, 2018 with attached copy of executed Amended and Restated Articles of Incorporation.
2. An original executed Acceptance of duties as registered agent.

Please complete processing of the Amended and Restated Articles of Incorporation and return a certified copy to me. Call if there are any questions or if you need additional information. Thank you.

Very truly yours,



Chad M. McClenathen



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 6, 2018

CHAD M. MCCLENATHEN, ESQ.  
783 SOUTH ORANGE AVENUE  
SUITE 210  
SARASOTA, FL 34236

SUBJECT: VERONA RESERVE COMMUNITY ASSOCIATION, INC.  
Ref. Number: N10000010250

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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.

Claretha Golden  
Regulatory Specialist II

Letter Number: 318A00006968

RECEIVED  
18 APR 23 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
VERONA RESERVE COMMUNITY ASSOCIATION, INC.**

**FILED**

**2018 APR 23 PM 12: 53**

**WHEREAS**, the original Articles of Incorporation of Verona Reserve Community Association, Inc. were filed with the Florida Department of State on November 3, 2010, and were amended on November 20, 2015, and

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**WHEREAS**, the entire Board of Directors approved these Amended and Restated Articles of Incorporation, including amendments, at a duly noticed Board meeting, and

**WHEREAS**, not less than a majority of the voting interests of the entire membership of the Association approved the amendments and these Amended and Restated Articles at a membership meeting held on February 15, 2018, and

**WHEREAS**, the number of membership votes cast for the amendments were sufficient for approval under the corporation documents and applicable law.

**NOW THEREFORE**, the following are adopted as the Amended and Restated Articles of Incorporation of Verona Reserve Community Association, Inc.

**ARTICLE I  
NAME OF CORPORATION AND MAILING ADDRESS**

The name of this corporation shall be Verona Reserve Community Association, Inc., hereinafter referred to as Association. The address of the Association shall be 530 US Hwy 41 Bypass South, Venice, Florida 34285. The Directors of the Association may change the location of the principal office or mailing address from time to time.

**ARTICLE II  
PURPOSES**

The general nature, objects, and purposes of the Association are as follows:

1. To administer and enforce the Declaration of Covenants, Conditions, Restrictions and Easements for Verona Reserve, as amended (Declaration), and governing documents authorized thereunder, including the Use Restrictions, Bylaws, Rules and Regulation and Architectural Guidelines.
2. To take such action as may be deemed appropriate to promote the health, safety, enjoyment, and welfare of the owners of the property within the Subdivision.
3. To add, replace, improve, maintain, and repair common areas within the Subdivision for the benefit of the members of the Association.
4. To operate without profit and for the sole and exclusive benefit of its members.

**ARTICLE III  
POWERS**

The Association shall have powers and privileges granted to a corporation not for profit under the laws of the State of Florida, all the powers and privileges of a homeowner association under Chapter 720, Florida Statutes, and all powers reasonably necessary to implement and effectuate the purposes of the Association,

except as may be limited or otherwise provided by these Articles or the Declaration.

#### **ARTICLE IV MEMBERS**

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as set forth in the Bylaws and Declaration.

#### **ARTICLE V DIRECTORS**

A Board of Directors shall manage the affairs of the Association. The qualifications, method of election, and powers of the Board of Directors shall be as set forth in the Bylaws.

#### **ARTICLE VI OFFICERS**

The officers designated in the Bylaws shall administer the affairs of the Association.

#### **ARTICLE VII BYLAWS**

The Bylaws may be altered, amended, or rescinded by the members in the manner provided by such Bylaws.

#### **ARTICLE VIII INDEMNIFICATION OF OFFICERS AND DIRECTORS**

1. Indemnity. 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 the person is or was a director, officer or committee member of the Association, against expenses (including 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 his or her 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 which the person 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 his or her 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 officers, directors and committee members as permitted by Florida law.

2 Advances. Expenses incurred in defending an administrative, civil or criminal action, suit or proceeding shall 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 entitled to be indemnified by the Association as authorized herein, or as otherwise permitted by law.

3. 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 Bylaw, agreement, vote of members 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.

4. Insurance. The Association shall purchase and maintain adequate insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against such persons and incurred by such persons in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article. Notwithstanding anything in this Article to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

## **ARTICLE IX AMENDMENT TO ARTICLES OF INCORPORATION**

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

- A. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is considered.
- B. A resolution for the adoption of a proposed amendment may be proposed either by vote of not less than a majority of the entire membership of the Board of Directors, or by not less than twenty (20%) percent of the total voting interests of the members of the Association.
- C. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by vote of not less than a majority of the entire membership of the Board of Directors and by vote of not less than two-thirds of the voting interests of the members represented in person or by proxy at a duly noticed membership meeting.
- D. 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 X TERM**

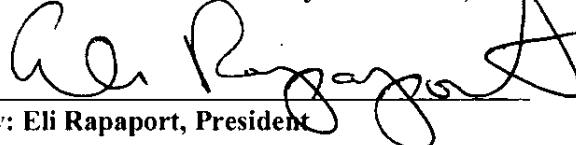
The term of the Association shall be perpetual.

## **ARTICLE XI REGISTERED AGENT AND ADDRESS**

The Association has appointed Chad M. McClenathen, P. A., 783 S. Orange Ave., Suite 210, Sarasota, Florida 34236 as its registered agent and registered address under the laws of the State of Florida. The Board may change the registered agent and registered office from time to time as permitted by law.

The recitals set forth in these Amended and Restated Articles of Incorporation are true and correct and are certified as such by the Board of Directors on this 26 day of February, 2018.

Verona Reserve Community Association, Inc.

  
By: Eli Rapaport, President

### Acceptance of Duties as Registered Agent

Having been named as registered agent and to accept service of process for Verona Reserve Community Association, Inc., 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and responsibilities of my position as registered agent.



Chad M. McClenathen, P. A.  
783 S. Orange Ave., Suite 210  
Sarasota, Florida 34236

Date 4/17/18