

N12193

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

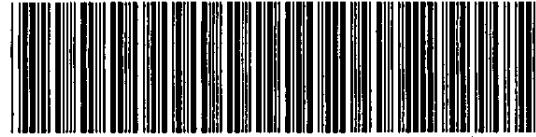
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Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

PER KAY GINNIE WITH THE OFFICE
OF ERNEST W. STURGES, JR. ESQ.,
ALL VOTING INTEREST MEANS
"MEMBERS OF THE CORPORATION"

DARLENE CONNELL 03/20/17



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03/06/17--01044--027 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2017 MAR -6 PM 4:30

V HERRING
MAR 20 2017

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Birchwood I & II Association, Inc.

DOCUMENT NUMBER: N12193

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ernest W. Sturges, Jr., Esq.

(Name of Contact Person)

Goldman, Tiseo & Sturges, P.A.

(Firm/ Company)

701 JC Center Court, Suite 3

(Address)

Port Charlotte, Florida 33954

(City/ State and Zip Code)

esturges@gtslawfirm.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ernest W. Sturges, Jr., Esq.

941

625-6666

at

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|


Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RECORDING REQUESTED BY AND
WHEN RECORDED RETURN TO:

1539  Ernest W. Sturges, Jr., Esq.
Goldman, Tiseo & Sturges, P.A.
701 JC Center Court, Suite 3
Port Charlotte, Florida 33954

**CERTIFICATE OF AMENDED AND RESTATED TO
ARTICLES OF INCORPORATION OF
BIRCHWOOD I & II ASSOCIATION, INC.**

THIS CERTIFICATE is made to reflect and document an Amendment, Restatement and Modification of the Articles of Incorporation of Birchwood I & II Association, Inc. The Articles of Incorporation of Birchwood I & II Association, Inc. have been recorded in the Public Records of Charlotte County as follows:

Instrument and Date

C.R. Book/Pages

- a. Articles of Incorporation of Birchwood I & II
Association, Inc.
(Date) December 6, 1985

843/155 *et seq.*

The undersigned officers of the Board of Directors of Birchwood I & II Association, Inc., a Florida not-for-profit corporation, hereby certify as follows:

1. The Articles of Incorporation of Birchwood I & II Association, Inc. is hereby amended in accordance with Exhibit "1" attached hereto and entitled Amended and Restated Articles of Incorporation of Birchwood I & II Association, Inc.

2. This Amendment of the Articles of Incorporation of Birchwood I & II Association, Inc. was proposed by duly adopted resolution, and approved by a vote of not less than 2/3 of the entire voting interest in the Association.

Executed this 16th day of December, 2016, at Port Charlotte

BIRCHWOOD I & II ASSOCIATION, INC.,
a Florida not-for-profit corporation

By: Roberta Ketting
Name: ROBERTA KETTING
Its: President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2017 MAR -6 PM 4:39

STATE OF FLORIDA
COUNTY OF Charlotte

The foregoing instrument was acknowledged before me this 16th day of
December, 2016, by Roberta Ketring, who is personally known to me or produced
FL DL as identification.

SEAL



[Signature]
NOTARY PUBLIC

Amira Cizmic
Printed name of notary

By:

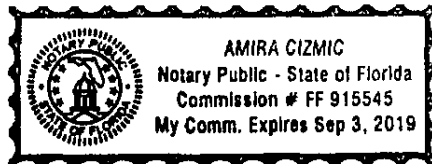
[Signature]
Name: CARRIE DOBLE

Its: Secretary

STATE OF FLORIDA
COUNTY OF

The foregoing instrument was acknowledged before me this 16th day of
December, 2016, by Carrie Doble, who is personally known to me or produced
FL DL as identification.

SEAL



[Signature]
NOTARY PUBLIC

Amira Cizmic
Printed name of notary



**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

BIRCHWOOD I & II ASSOCIATION, INC.

These are the Amended and Restated Articles of Incorporation for Birchwood I & II Association, Inc. originally filed with the Florida Department of State on December 6, 1985, under Chapter Number 718. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapter 617, Florida Statutes (2016).

1. Name. The name of the corporation shall be BIRCHWOOD I & II ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Condominium as "Declaration," these Amended and Restated Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

2. Purpose. The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of that certain condominium located in Charlotte County, Florida, and known as Birchwood I & II, a Condominium (the "Condominium").

3. Definitions. The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium recorded in the Public Records of Charlotte County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

4. Powers. The powers of the Association shall include and be governed by the following powers:

4.1. General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles or of the Act.

4.2. Enumeration. The Association shall have all the powers and duties set forth in the Act except as limited by these Articles (as they may be amended from time to time), the Bylaws (as they may be amended from time to time), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as it may be amended from time to time including but not limited to the following:

4.2.1. To make and collect Assessments and other Charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

4.2.2. To buy, own, operate, lease, sell, and trade both real and personal property as may be necessary or convenient in the administration of the Condominium.

4.2.3. To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property and other property acquired or leased by the Association for use by Unit Owners.

4.2.4. To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, Directors, and members as Unit Owners.

4.2.5. To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety, and welfare of the Unit Owners.

4.2.6. To approve or disapprove the leasing, transfer, ownership, and possession of Units as may be provided by the Declaration.

4.2.7. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Condominium Property.

4.2.8. To contract for the management of the Condominium and any facilities used by the Unit Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific approval of the Board of Directors or the membership of the Association.

4.2.9. To employ personnel to perform the services required for proper operation of the Condominium.

4.2.10. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.

4.3. Condominium Property. All funds and titles of all properties acquired by the Association and their proceeds shall be held in trust for the members of the condominium in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the Bylaws.

4.4. Distribution of Income. The Association shall make no distribution of income to its members, Directors or officers.

5. Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

6. Members. The members of the Association shall consist of all of the record Owners of Units in the Condominium, and after termination of the Condominium shall consist of those who were members at the time of the termination and their successors and assigns.

7. Assignment. 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 Unit for which that share is held.

8. Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

9. Meetings. The Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

10. Term of Existence. The Association shall have perpetual existence.

11. Officers. The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

12. Directors.

12.1. Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors. Directors must be members or the spouse of a member of the Association.

12.2. Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles, and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by Unit Owners when such approval is specifically required.

12.3. Election; Removal. Directors of the Association shall be elected at the annual meeting of 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.

13. Bylaws. The Bylaws of this Corporation may be altered, amended, or repealed in the manner provided in the Bylaws.

14. Amendments. These Articles may be amended in the following manner:

14.1. Proposal of Amendments. An amendment may be proposed by a majority of Directors, or by twenty-five percent (25%) of the entire voting interests.

14.2. Proposed Amendment Format. Proposals to amend existing Articles of Incorporation shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be ~~lined through~~ with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER ____ FOR PRESENT TEXT."

14.3. Notice. Copies of proposed amendments shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.

14.4. Adoption of Amendments. A resolution for the adoption of a proposed amendment may be adopted by a vote of two-thirds (2/3rds) of the voting interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present, or by the written agreement of two-thirds (2/3rds) of the entire voting interests. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for Association membership vote.

14.5. Effective Date. An amendment when adopted shall become effective after being recorded in the Charlotte County Public Records according to law and filed with the Secretary of State according to law.

14.6. Automatic Amendment. These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Declaration of Condominium. Whenever Chapter 718, Florida Statutes (2016) Chapter 617, Florida Statutes (2016) or other applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than set forth in these Articles, the Board may operate the Association pursuant to the less stringent requirements. The Board of Directors without a vote of the Owners, may adopt by majority vote, amendments to these Articles of Incorporation as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607, 617, and 718 of the Florida Statutes (2016), or such other statutes or administrative regulations as required for the operation of the Association, all as amended from time to time.

14.7. Proviso. Provided, however, that no amendment shall change the configuration of any Unit or the share in the Common Elements appurtenant to it, or increase the Owner's share of the Common expenses, or change in any manner the qualifications for Membership nor the voting rights of Members unless the Record Owner of the Unit concerned and all record Owners of the mortgages of such apartment shall join in the execution of the Amendment, and all of the Unit Owners approve the amendment.

15. Registered Office Address and Name of Registered Agent. The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.