

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
MANATEE 20 CONDOMINIUM ASSOCIATION, INC.**

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SECRETARY OF STATE  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MANATEE 20 CONDOMINIUM ASSOCIATION, INC.**

The Members and Board of Directors of the Manatee 20 Condominium Association, Inc., a Florida corporation not-for-profit (the "Corporation") have duly adopted the following Amended and Restated Articles of Incorporation pursuant to the provisions of Sections 617.1001, Florida Statutes, to supersede the original Articles of Incorporation and any amendments thereto:

WHEREAS, the date of the filing of the original Articles of Incorporation of the Corporation with the Florida Department of State was March 1, 2013; and

WHEREAS, these Amended and Restated Articles of Incorporation of the Association were approved by the unanimous consent of all the Members and Directors and no other voting group is entitled to vote on the amendment,

The Corporation's Amended and Restated Articles of Incorporation are as follows:

**ARTICLE I  
NAME**

The name of the corporation shall be **MANATEE 20 CONDOMINIUM ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the By-Laws of the Association as the "By-Laws".

**ARTICLE II  
PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes, as it exists on the date hereof (the "Act") for the operation of that certain condominium located in Martin County, Florida, and known as MANATEE 20, A CONDOMINIUM (the "Condominium") wherein the Association is designated as the "Association."

**ARTICLE III  
DEFINITIONS**

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

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**ARTICLE IV**  
**POWERS**

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

- 4.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit Chapter 617, Florida Statutes, and under Chapter 718, Florida Statutes, that are not in conflict with the provisions of these Articles, the Declaration, the By-Laws or the Act.
- 4.2 Enumeration. The Association shall have all of the powers and duties set forth in the Act, except as limited by these Articles, the By-Laws and the Declaration (to the extent that they are not in conflict with the Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the following:
- (a) To make and collect Assessments and other charges against members as Unit Owners (whether or not such sums are due and payable to the Association) and to use the proceeds thereof in the exercise of its powers and duties.
  - (b) To buy, accept, own, operate, lease, sell, trade and mortgage both real and personal property in accordance with the provisions of the Declaration.
  - (c) To maintain, repair, replace, reconstruct, add to and operate all Condominium and/or Association Property, Common Elements, easements, and other property acquired or leased by the Association.
  - (d) To purchase insurance upon all Condominium Property and Association Property and insurance for the protection of the Association, its officers, directors, committee members and Unit Owners.
  - (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of all Condominium Property and Association Property for the health, comfort, safety and welfare of the Unit Owners.
  - (g) To enforce by legal means the provisions of the Act, each Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominium Property and Association Property.

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- (h) To contract for the management and maintenance of all Condominium Property and/or Association Property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of various records, enforcement of rules and maintenance, repair and replacement of the Common Elements and Association Property with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.
- 4.3 Association Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.
- 4.4 Distribution of Income. The Association shall not pay a dividend to its members and shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another not-for-profit corporation or public agency or as otherwise authorized by the Florida Not For Profit Corporation Act (Chapter 671, Florida Statutes).
- 4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and By-Laws.

#### ARTICLE V MEMBERS

- 5.1 Membership. The members of the Association shall consist of all of the record title owners of Units in the Condominium from time to time, and after termination of a Condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns.
- 5.2 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.
- 5.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each Unit, which vote shall be exercised or cast in the

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manner provided by the Declaration and By-Laws. Any person or entity owning two (2) or more Units shall be entitled to one (1) vote for each Unit owned.

- 5.4 Meetings. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

#### **ARTICLE VI** **TERM OF EXISTENCE**

The Association shall have perpetual existence, unless dissolved in connection with a termination of the Condominium as provided in the Declaration and the Act.

#### **ARTICLE VII** **OFFICERS**

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the current officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Ryan R. Baum	3231 SE Dominica Terrace Stuart, Florida 34997
Vice President/ Treasurer	Traver R. Boettcher	Artisan-n-Trim Inc. c/o Traver Boettcher P.O. Box 2535 Palm City 34990
Secretary:	Joseph J. Stangarone	3233 SE Dominica Terrace Stuart, Florida 34997

#### **ARTICLE VIII** **DIRECTORS**

- 9.1 **Number and Qualification.** The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors. Directors need not be members of the Association.
- 9.2 **Duties and Powers.** All of the duties and powers of the Association existing under the Act, each Declaration, these Articles and the By-Laws shall be exercised

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exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.

- 9.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.
- 9.4 Term of Directors. Directors and their replacements shall hold office for the periods described in the By-Laws.
- 9.5 Directors. The names and addresses of the members of the Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

NAME	ADDRESS
Ryan R. Baum	3231 SE Dominica Terrace Stuart, Florida 34997
Traver R. Boettcher	Artisan-n-Trim Inc. c/o Traver Boettcher P.O. Box 2535 Palm City 34990
Joseph J. Stangarone	3233 SE Dominica Terrace Stuart, Florida 34997

- 9.6 Standards. A Director shall discharge his or her duties as a director, including any duties as a member of a Committee; in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Association. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his or her duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by: one or more officers or employees of the Association whom the Director reasonably believes to be reasonable and competent in the matters presented; legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the persons' professional or expert competence; or a Committee of which the Director is not a member if the Director reasonably believes the Committee merits confidence. A Director is not liable for any action taken as a director, or any failure to take action, if he performed the duties of his or her office in compliance with the foregoing standards.

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**ARTICLE IX**  
**BY-LAWS**

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded only in the manner provided in the By-Laws and the Declaration.

**ARTICLE X**  
**AMENDMENTS**

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

- 9.1 **Notice.** Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.
- 9.2 **Adoption.** Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes, and in the Act (the latter to control over the former to the extent provided for in the Act)
- 9.3 **Recording.** A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Martin County, Florida with an identification on the first page thereof of the book and page of said public records where the Declaration was recorded which contains, as an exhibit, the initial recording of these Articles.

**ARTICLE XI**  
**ADDRESS AND NAME OF REGISTERED AGENT**  
**PRINCIPAL OFFICE**

The registered office of this Association shall be at 3233 SE Dominica Terrace, Stuart, FL 34997, with the privilege of having its office and branch offices at other places within or without the State of Florida. The registered agent at that address is JOSEPH J. STANGARONE.

Until changed, the principal office and mailing address of the Association shall be 3231 SE Dominica Terrace, Stuart, FL 34997.

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IN WITNESS WHEREOF, the undersigned President of the Association has executed these Amended and Restated Articles of Incorporation this \_\_\_\_ day of May, 2016.

MANATEE 20 CONDOMINIUM ASSOCIATION,  
INC., a Florida not for profit corporation

By: \_\_\_\_\_

  
Ryan R. Baum, President

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