

N13 000 007296

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

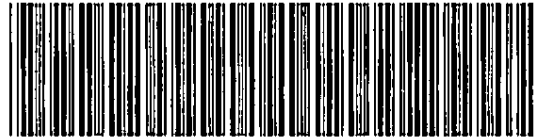
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer: Did not
include Registered Agent
Of Adoption of Amendment

Office Use Only



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04/14/22--01010--008 **35.00

FILED
2022 JUN 30 PM 12:24
CLERK OF STATE
TALLAHASSEE, FL

A. BUTLER

JUL 23 2022

Jeremy Anderson, Esquire
Justin Givens, Esquire
D.J. Fredericks, Esquire
Harvey Halprin, Esquire



ANDERSON | GIVENS | FREDERICKS

— Attorneys & Counselors At Law —

Community Association
Land Use
Real Estate & Title
Civil Litigation
Probate and Trusts

1689 Mahan Center Blvd., Ste. B
Tallahassee, Florida 32308
Tel: 850-692-8900
Fax: 850-224-2440

5500 Bee Ridge Road, Suite 201
Sarasota, Florida 34233
Tel: 941-866-4348
Fax: 850-224-2440

April 11, 2022

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Certificate of Amendment – Amended and Restated Articles of Incorporation
Gulf Gate Garden Homes East Association, Inc.

To whom it may concern:

Please find enclosed a Certificate of Amendment for the approved Amended and Restated Articles of Incorporation and amended text for the above-referenced corporation and a check made payable to Florida Division of Corporations in the amount of \$35.00 for the filing fee.

Thank you for your assistance in this matter.

Very truly yours,

Harvey Halprin, Esq.
hhalprin@andersongivens.com

HPH
Enclosures

Jeremy Anderson, Esquire
Justin Givens, Esquire
D.J. Fredericks, Esquire
Harvey Halprin, Esquire

Community Association
Land Use
Real Estate & Title
Civil Litigation
Probate and Trusts

ANDERSON | GIVENS | FREDERICKS

RECEIVED

2022 JUN 30 AM 8:25

SEC. June 27, 2022
TALLAHASSEE, FL

1689 Mahan Center Blvd., Ste. B
Tallahassee, Florida 32308
Tel: 850-692-8900
Fax: 850-224-2440

FILED

2022 JUN 30 PM 12:24
3665 Ring Rd., Suite 100
Sarasota, FL 34233
Tel: 941-866-4348
Fax: 850-224-2440
SECRETARY OF STATE
TALLAHASSEE, FL

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Certificate of Amendment – Amended and Restated Articles of Incorporation
Gulf Gate Garden Homes East Association, Inc. – N13000007286

To Whom It May Concern:

This is our response to the rejection letter dated June 3, 2022. It appears that the enclosed Certificate of Amendment for the approved Amended and Restated Articles of Incorporation previously submitted was overlooked. Page 1 of the Certificate of Amendment document indicates that the members voted to approve the amended and restated Article of Incorporation on a specific date. Article VII of Amended and Restated Articles of Incorporation states the name of the current Registered Agent currently on file with the Division of Corporations.

www.sunbiz.org:

Registered Agent Name & Address

Anderson/Givens/Fredericks
1689 Mahan Center Blvd, Suite B
Tallahassee, FL 32308
Name Changed: 03/19/2019

Article VII of the Amended and Restated Articles of Incorporation:

REGISTERED OFFICE AND REGISTERED AGENT

The office of the Association is located at 1689 Mahan Center Blvd, Suite B, Tallahassee, FL 32308. The Association's Registered Agent is currently Anderson, Givens & Fredericks, P.A. The Board may change the Association's registered agent and office in the manner provided by law.

Notwithstanding having previously provided the information stated as the basis for the denial, we are returning the form included in the denial. Thank you for your assistance in this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read 'H. Halprin', with a stylized, flowing script.

Harvey Halprin, Esq.
hhalprin@andersongivens.com

HPH

Enclosures: Certificate of Amendment
Amended and Restated Articles of Incorporation
Div. Corp Form

Prepared by and return to:
Harvey Halprin, Esquire
Anderson, Givens & Fredericks, P.A.
3665 Bee Ridge Rd., STE 100
Sarasota, FL 34233
(941) 866-4348 (Telephone)
(850) 224-2440 (Facsimile)

FILED

2022 JUN 30 PM 12:25

SECRETARY OF STATE
TALLAHASSEE, FL

CERTIFICATE OF AMENDMENT

ADOPTION OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GULF GATE GARDEN HOMES EAST ASSOCIATION, INC.

We hereby certify that the attached Amended and Restated Articles of Incorporation for ~~GULF GATE GARDEN HOMES EAST ASSOCIATION, INC.~~ (which Declaration was originally recorded at Official Records Book 814 at Page 768 et seq. of the Public Records of Sarasota County, Florida) were approved at the membership meeting held on on February 1, 2022, and continued on March 9, 2022, in accordance with Article XII of the Articles of Incorporation.

DATED this 16 day of MARCH, 2022.

Witnesses:

GULF GATE GARDEN HOMES EAST
ASSOCIATION, INC.

sign: Bpayne

print: Briana Payne

sign: Julia Ball

print: Julia Ball

sign: Bpayne

print: Briana Payne

sign: Julia Ball

print: Julia Ball

By: David Consbruck
David Consbruck, President

Attest: Dawn Galvin
Dawn Galvin, Secretary

STATE OF FLORIDA
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 16 day of March, 2022, by David Consbruck as President of GULF GATE GARDEN HOMES EAST ASSOCIATION, INC., a Florida not for profit corporation, on behalf of the corporation. He is personally known to me or has produced Drivers license as identification.



NOTARY PUBLIC

sign

Raylene Gaines

print

Raylene Gaines
State of Florida at Large (Seal)

My Commission expires: April 29, 2024

STATE OF FLORIDA
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 16 day of March, 2022, by Dawn Galvin as Secretary of GULF GATE GARDEN HOMES EAST ASSOCIATION, INC., a Florida not for profit corporation, on behalf of the corporation. She is personally known to me or has produced _____ as identification.



NOTARY PUBLIC

sign

Raylene Gaines

print

Raylene Gaines
State of Florida at Large (Seal)

My Commission expires: April 29, 2024

This instrument prepared by:
Jeremy V. Anderson, Esquire
Anderson, Givens & Fredericks, P.A.
5500 Bee Ridge Road, Suite 201
Sarasota, FL 34233

FILED
2022 JUN 30 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FL

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GULF GATE GARDEN HOMES EAST ASSOCIATION, INC.
A Florida Not-For-Profit Corporation**

(This is a substantial rewording of the Articles of Incorporation. See original Articles of Incorporation text and prior amendments for text that is amended by this document.)

**ARTICLE I
NAME AND PRINCIPAL ADDRESS**

The name of the corporation shall be GULF GATE GARDEN HOMES EAST ASSOCIATION, INC., hereinafter referred to as "the Association." The principal office of the Association is 4301 32nd Street W., Suite A-20, Bradenton, FL 34205. The Directors of the Association may change the location of the principal office from time to time.

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the Condominium known as Gulf Gate Garden Homes East Condominium, located in Sarasota County, Florida, and to perform all acts provided in the Original Declaration of said Condominium, originally recorded in Official Records Book 814, Page 768 et seq. of the Public Records of Sarasota County and pursuant to Chapter 718, Florida Statutes as amended ("the Condominium Act").

**ARTICLE III
POWERS**

A. The Association by and through its Board of Directors ("Board") shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Condominium Act and the Declaration and Bylaws, including, but not limited to the following:

1. To make, amend and collect annual and special assessments against members as unit owners to defray the cost, expenses, and losses of the Condominium, and to make special assessments against members as unit owners for maintenance or repair which is the responsibility of the unit owner.

2. To use the proceeds of assessments in the exercise of its powers and duties.
3. To maintain, repair, replace and operate the condominium property, which right shall include the irrevocable right to access each unit during reasonable hours as may be necessary for such maintenance, repair or replacement of any of the common elements therein, or accessible therein or therefrom, or for making an emergency repair therein, that may be necessary to prevent damage to the common elements, or to another unit or units.
4. To purchase insurance upon the condominium property, and insurance for the protection of the Association and its members as unit owners.
5. To reconstruct the improvements after casualty and to further improve the property.
6. To make and amend reasonable rules and regulations regulating the use of the Condominium property.
7. To approve or disapprove the transfer, mortgage, ownership and lease of units in the Condominium, as provided in the Declaration and Bylaws.
8. To enforce by legal means the provisions of the Condominium Act, the Declaration, these Articles of Incorporation, Bylaws, and the rules and regulation for the use of the Condominium property.
9. To levy fines for violation of approved condominium rules and regulations, or violations of the provisions of the Declaration, these Articles of Incorporation or Bylaws, all as provided by law.
10. To contract for the management, operation, and administration of the Condominium and to delegate to such contractor all powers and duties of the Association, except as specifically required by the Declaration to be performed by or have the approval of the Board or the membership of the Association.
11. To employ personnel for reasonable compensation to perform the services as required for the proper administration of the purposes of the Association.
12. To pay taxes and assessments which are liens against any part of the Condominium, other than the individual units, unless the individual unit or units are owned by the Association, and to assess the same against the unit and the owner of the unit which is subject to such liens.

13. To purchase a unit or units in the Condominium in accordance with the provisions of the Declaration and to hold, lease, mortgage and convey the same.

14. To enter into agreements for construction of recreation facilities, buildings, or master television systems, and other amenities or facilities for the benefit of the unit owners and to borrow money for the purpose of carrying out such construction, and to mortgage, lease or otherwise provide security for the repayment of said funds.

15. In the event of an emergency, the Board may exercise the emergency powers authorized by the provisions of the Condominium Act and Sections 617.0207 and 617.0303, Florida Statutes, all as amended from time to time.

ARTICLE IV MEMBERS

The members of the Association shall consist of all persons owning a condominium unit of Gulf Gate Garden Homes East Condominium as evidenced by a duly recorded deed or other appropriate instrument of conveyance, in the Public Records of Sarasota County, Florida. Membership in the Association shall terminate automatically and immediately as a member's interest in the title terminates, except that upon termination of the entire Condominium the membership shall consist of those who were members at the time of each conveyance of the respective units to the trustee as provided in the Declaration.

Each change of membership in the Association shall be established by both securing the approval of the Association as required by the Declaration, and delivery to the Secretary of a copy of the recorded deed or other instrument of conveyance.

The share of a member in the funds and assets of the corporation cannot be assigned or transferred in any manner except as an appurtenance to his unit.

ARTICLE V VOTING RIGHTS

~~Each condominium unit shall be entitled to one (1) vote at Association meetings, as provided in the Bylaws or Declaration, notwithstanding that the same owner may own more than one unit. The manner of exercising voting rights shall be determined by the Bylaws.~~

ARTICLE VI EXISTENCE

The Association shall exist perpetually unless dissolved according to law.

ARTICLE VII AMENDED AND RESTATED ARTICLES OF INCORPORATION OF GULF GATE GARDENS HOMES EAST ASSOCIATION, INC. PAGE 3 OF 5

REGISTERED OFFICE AND REGISTERED AGENT

The office of the Association is located at 1689 Mahan Center Blvd, Suite B, Tallahassee, FL, 32308. The Association's Registered Agent is currently Anderson, Givens & Fredericks, P.A. The Board may change the Association's registered agent and office in the manner provided by law.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of five (5) directors. Directors must be members of the Association.

Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the Bylaws and by the Condominium Act. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws and by the Condominium Act.

ARTICLE IX OFFICERS

The affairs of the Association will be managed by the officers whose positions and duties are set forth in the Bylaws. The officers shall be elected by the Board at its first meeting following the annual meeting of the Association, and shall serve at the pleasure of the Board.

ARTICLE X INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses, liabilities, and settlements, including attorney's fees reasonably incurred by or imposed upon him in connection with any legal or administrative proceeding to which he may become involved by reason of him being or having been a director or officer of the Association, whether or not he is a director or officer at the time of the expenses, unless the director or officer is adjudged by a Florida court of competent jurisdiction to have committed gross negligence, fraud, willful misfeasance and/or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all right of indemnification to which such director or officer may be entitled whether by statute, by common law, or otherwise.

The Association may also elect to indemnify any committee member or other appointee or volunteer if it believes such indemnification shall be in the best interests of the Association and the membership. The indemnification provided by this Article shall inure to the benefit of the heirs and personal representatives of such person.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association against any liability

asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

Anything to the contrary herein notwithstanding, the provisions of this Article X may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XI BYLAWS

The Bylaws of the Association may be amended, altered or rescinded by the Board in the manner provided by for in the Bylaws.

ARTICLE XII AMENDMENTS

The Association may amend any provisions contained in these Articles of Incorporation by a two-thirds (2/3rds) majority vote of all voting rights of the members, and all rights conferred upon the members herein are granted subject to this reservation; provided however, that no amendment shall make any changes in the qualification for membership or voting rights of the members without the written approval of all members and the joinder of all record owners of the mortgages upon the Condominium. No amendment shall be made which is in conflict with the Condominium Act or the Declaration.

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name:

Anderson/Bivens/Fredrick

Address:

1689 Market Center Blvd Suite B
Tallahassee FL 32308

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Required Signature/Registered Agent

6/27/22
Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s)

(CHECK ONE)



These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was *See below, and the votes cast were sufficient for approval



These restated articles of incorporation were adopted by the board of directors.

*Original meeting held on February 1, 2022, and continued to March 9, 2022 as stated on Certificate of Amendment.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 3, 2022

HARVEY HALPRIN, ESQUIRE
3665 BEE RIDGE RD
SUITE 100
SARASOTA, FL 34233

SUBJECT: GULF GATE GARDEN HOMES EAST ASSOCIATION, INC.
Ref. Number: N13000007286

We have received your document for GULF GATE GARDEN HOMES EAST ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

YOU DID NOT INCLUDE THE REGISTERED AGENT OR ADOPTION OF AMENDMENT(S) IN YOUR AMENDED AND RESTATED ARTICLES OF INCORPORATION.

The date of adoption of each amendment must be included in the document.

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.

Anissa Butler
Regulatory Specialist II

Letter Number: 522A00012477