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NO. 9852 P. 2

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GERALDINE AND FORT HOMEOWNERS ASSOCIATION, INC.**

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May 13, 2015

FLORIDA DEPARTMENT OF STATE

Division of Corporations

GERALDINE AND FORT HOMEOWNERS ASSOCIATION, INC.
100 GERALDINE STREET
KEY WEST, FL 33040

SUBJECT: GERALDINE AND FORT HOMEOWNERS ASSOCIATION, INC.
REF: N14000008180

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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

If you have any questions concerning the filing of your document, please call (850) 245-6050.

To: Annette Ramsey
Regulatory Specialist II

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From: C. Flagg @ GFPAC

See attached per discussion with David Budd.

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The document number of this corporation is N14000008180.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

GERALDINE AND FORT HOMEOWNERS ASSOCIATION, INC.

A Corporation Not For Profit

These amended and restated articles are pursuant to section 617.1007, FL Statutes.

ARTICLE I

NAME AND PLACE OF BUSINESS

The name of the Association shall be GERALDINE AND FORT HOMEOWNERS ASSOCIATION, INC. and the principal place of business shall be 100 Geraldine Street, Key West, FL 33040.

ARTICLE II

PURPOSES

The objects and purposes of the Association are those objects and purposes as are authorized by the Geraldine and Fort Declaration of Covenants, Conditions and Restrictions recorded (or to be recorded) in the Public Records of Monroe County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration," capitalized terms used but not otherwise defined herein will have the meaning set forth in the Declaration). The further objects and purposes of the Association are to preserve values for the benefit of the Members of the Association. The Association shall be conducted as a not-for-profit organization for the benefit of the Members.

ARTICLE III

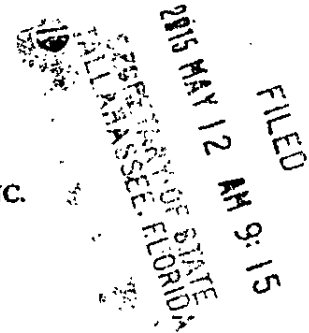
POWERS

The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Declaration. The Association shall also have all of the powers necessary powers to provide for the general health and welfare of the Members and to implement the purposes of the Association as set forth in the Community Documents, including, without limitation, the following:

A. Management. The Association shall have the power to contract for the management of the Association and, in connection therewith, to delegate to the party with whom such contract has been entered into the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

B. Rules and Regulations. Make and establish reasonable Rules and Regulations governing use of the Association Common Area.

C. Assessments. Levy and collect Assessments against Members to defray the cost of performing its duties under the Declaration.



D. Enforcement. Enforce the provisions of these Articles, the Declaration, the Bylaws, and all Rules and Regulations governing use of the Association Common Area which may from time to time be established.

E. Ownership. Own and convey property.

F. Litigation. Sue and be sued.

G. Other Rights and Duties. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration or by applicable law.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS

Section 4.1 Membership. Every Person who is a record owner of fee title in any Lot shall be a Member of the Association, provided that any such Person who holds such interest merely as security for the performance of an obligation shall not be a Member. The Membership of such Person shall be automatically terminated when such Person is divested of title or ownership in such Lot, provided that nothing herein contained shall be construed as terminating the Membership of any Person owning fee title in two or more Lots at any time while such Person shall retain fee title in at least one Lot.

Section 4.2 Voting Rights. One vote is assigned to each Lot which shall be cast by a Member designated by the Owners of such Lot. Such designation shall be filed with the Secretary of the Association.

Section 4.3 Prior to Recordation. Until such time as the Declaration is recorded, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast a vote on all matters upon which the Membership would be entitled to vote

ARTICLE V

CORPORATE EXISTENCE

The Association shall have perpetual existence; provided that if it is dissolved, its assets shall be conveyed to another association or public agency having a similar purpose.

ARTICLE VI

OFFICERS

Section 6.1 Management. The affairs of the Association shall be managed by the President of the Association, assisted by the Vice President, Secretary and Treasurer (collectively, the "Officers"), subject to the direction of the Board of Directors.

Section 6.2 Election and Appointment of Officers. The Officers of the Association, in accordance with any applicable provision of the Bylaws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election for, the removal from office of Officers and the filling of vacancies and duties of the Officers. The President shall be a Director, but no other Officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary be held by the same person. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any

office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 6.3 First Officers. The Officers of the Association, who shall hold office until their successors are selected and have qualified as set forth under these Articles, the Bylaws and/or applicable provisions of the laws of Florida, are as follows:

President	Simon T
Vice President	Donna Bosold
Secretary/ Treasurer	Donna Bosold

ARTICLE VII

BOARD OF DIRECTORS

Section 7.1 Number of Directors. The property, business and affairs of the Association shall be managed by a Board of Directors in accordance with the Bylaws of the Association. Directors shall be appointed, may be removed and shall serve in accordance with the Bylaws.

Section 7.2 First Board of Directors. The names and addresses of the Persons appointed to the first Board of Directors, who shall hold office until their successors are selected and have qualified as set forth under these Articles, the Bylaws and/or applicable provisions of the laws of Florida, are as follows:

Simon T	P.O. Box 1553 Key West, FL 33041
Donna Bosold	P.O. Box 1553 Key West, FL 33041

ARTICLE VIII

BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles. Such Bylaws may be altered, amended or repealed in the manner set forth in the Bylaws.

ARTICLE IX

AMENDMENTS AND PRIORITY

Section 9.1 Amendment. These Articles may be amended, changed, deleted or added to upon the affirmative vote of the designated Members of all of the Lots present in person or by proxy at any Annual Members' Meeting or any special meeting of the Members called for that purpose or who have acted by written response in lieu of a meeting as permitted by the Bylaws. Any amendment approved as required hereby shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. A certified copy of the approved amendment shall also be recorded in the public records of Monroe County, Florida within thirty (30) days from the date approved.

Section 9.2 Priority. In case of any conflict between these Articles and the Bylaws, these Articles shall control; and in case of any conflict between these Articles and the Declaration, the Declaration shall control.

ARTICLE X

INCORPORATOR

The name and address of the incorporator of the Association is:

Name

Address

G. Helen Athan

5551 Ridgewood Drive, Suite 501
Naples, FL 34108

ARTICLE XI

INDEMNIFICATION

Section 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 proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, employee, Officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 11.2 Expenses. To the extent that a Director, Officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 11.1 of this Article XI or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 11.3 Cumulative. 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, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 11.4 Insurance. 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, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, 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.

MAY. 13. 2015 1:12PM

GRANT FRIDKIN 239-514-0377

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ARTICLE XII

REGISTERED AGENT

Until changed, GPPAC Services, LLC, shall be the initial registered agent of the Association and the registered office shall be 5551 Ridgewood Drive, Suite 501, Naples, FL 34108.

This is to **CERTIFY** that the amendments to the articles required member approval and that the amendments were adopted by all of the members on May 6, 2015.

EXECUTED May 6, 2015 for

GERALDINE AND FORT HOMEOWNERS ASSOCIATION, INC.

BY:

DONNA M. ROSOLD

PRINT NAME

VP
PRINT TITLE [P or VP]



Mary Henkel
Mary Henkel