

N16000006689

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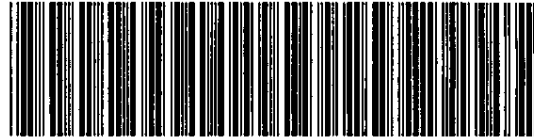
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2016 AUG - 8 AM 11: 04

AUG 18 2016

C LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Pass Key Association, Inc.

DOCUMENT NUMBER: N16000006689

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

Please return all correspondence concerning this matter to the following:

John Meuschke
Name of Contact Person

Firm/ Company

505 S. Orange Avenue #701
Address

Sarasota, FL 34242
City/ State and Zip Code

JMMINS@aol.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael W. Cochran, Esq. at (941) 366-9191
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 type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 2, 2016

JOHN MEUSCHKE
505 S. ORANGE AVENUE #701
SARASOTA, FL 34242 US

SUBJECT: PASS KEY ASSOCIATION, INC. PLS CALL ELBA 941-366-9191
BEFORE FILING
Ref. Number: N16000006689

We have received your document for PASS KEY ASSOCIATION, INC. PLS
CALL ELBA 941-366-9191 BEFORE FILING and your check(s) totaling \$43.75.
However, the enclosed document has not been filed and is being returned for the
following correction(s):

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 616A00016162

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**AMENDED ARTICLES OF INCORPORATION
OF
PASS KEY ASSOCIATION INC.
(A Corporation Not For Profit)**

N16000006689

The undersigned incorporator, for the purpose of forming a not for profit corporation under the Florida Not-for-Profit Corporation Act, hereby adopts the following Amended Articles of Incorporation.

1. NAME OF CORPORATION.

- a. The name of the Corporation shall be Pass Key Association, Inc.

2. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS.

- a. The principal office and mailing address of this Corporation shall be 100 Pass Key Road, Sarasota, Florida 34242. The Corporation's Board of Directors (the "Board" or "Board of Directors") may change the location of the principal office from time to time in the manner provided by law.

3. MEMBERS.

- a. The members of the Corporation are as follows:

- i. Sandy Cove 2 Association Inc.
- ii. Sandy Cove 3 Association Inc.
- iii. Sandy Cove 4 Association Inc.

4. PURPOSE.

- a. The purpose of the Corporation is to manage, maintain, and administer the operation of the Pass Key property, in accordance with the Co-Tenancy Agreement dated December 15, 1977 ("Co-Tenancy Agreement") entered into by Sandy Cove 2 Association Inc., Sandy Cove 3 Association Inc., and Sandy Cove 4 Association Inc., recorded in the Official Records Book 1217, Page 1565 et seq. public records of Sarasota County, Florida. The Pass Key property ("the Property") is defined in Exhibit "A" of the Co-Tenancy Agreement as follows:

The North 133 feet of the South 666.3 feet of U.S. Government Lot 1, Section 11, Township 37 South, Range 17 East, lying Westerly of the paved road (Ocean Boulevard, 50 foot wide) less the Easterly 727.6 feet thereof.

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5. COMMON LAW AND STATUTORY POWERS.

- a. The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit.

6. SPECIFIC POWERS.

- a. The Corporation shall have all of the powers reasonably necessary to implement the purposes of the Corporation including, but not limited to, the following:
 - i. To have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the exercise of any right, power, or privilege so granted, or granted by these Articles and the Co-Tenancy Agreement.
 - ii. To adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the Property.
 - iii. To purchase and maintain such policies of insurance as required by Florida law, or as may be deemed desirable by the Corporation's Board of Directors for the Property as well as the Board of Directors.
 - iv. Pay all costs, expenses, and obligations lawfully incurred in connection with the Corporation's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Property.
 - v. To pay and/or contest taxes and all other charges or assessments, if any, levied against the Property.
 - vi. To engage in all lawful acts permitted or authorized by Section 617.0302, Florida Statutes.
 - vii. With the approval required by Section 617.1103, Florida Statutes, participate in mergers and consolidations with other non-profit corporations.

7. EMERGENCY POWERS.

- a. To the extent allowed by law and consistent with Section 617.0830, Florida Statutes, the Board of Directors, in response to damage caused by an event for which a state of emergency is declared pursuant to Section 252.36, Florida Statutes, may exercise the following powers:
 - i. Relocate Principal Office. The Board of Directors may relocate the principal office or designate alternative principal offices or authorize any officer to do so.

- ii. Assistant Officers. The Board of Directors may name any person or persons to serve as interim Assistant Officers, which Assistant Officers shall have the same authority as the officers to whom they are assistants during the period of emergency, to accommodate the incapacity or absence from the area of any officer. If the executive officer is incapacitated or unavailable, the assistant officer has the same authority during the state of emergency as the executive officer he or she assists.
- iii. Emergency Meetings. The Board of Directors may conduct Board, committee or membership meetings after notice of the meetings and Board decisions is provided in as practicable a manner as possible, including via publication, radio, United States mail, the Internet, public service announcements, conspicuous posting on the Corporation property, or any other means the Board deems appropriate under the circumstances. The directors in attendance at such a Board meeting (if more than one (1) Director) shall constitute a quorum.
- iv. Cancel and Reschedule Meetings. The Board may cancel and reschedule any Corporation meeting.
- v. Agreements. The Board may enter into agreements with counties and municipalities to assist counties and municipalities with debris removal.
- vi. Disaster Plan. The Board may implement a disaster plan before or immediately following the event for which a state of emergency is declared, which may include, but is not limited to, turning on or shutting off elevators; electricity; water, sewer, or security systems; or air conditioners for Corporation buildings.
- vii. Corporation Property Unavailable for Entry. Based upon the advice of emergency management officials or upon the advice of licensed professionals retained by the Board, determine any portion of the Corporation property unavailable for entry or occupancy by members, Owners or their family members, tenants, guests, agents, or invitees to protect their health, safety, or welfare.
- viii. Corporation Property Unavailable for Occupation. Based upon the advice of emergency management officials or upon the advice of licensed professionals retained by the Board, determine whether the Corporation property can be safely inhabited or occupied.
- ix. Mitigation. The Board may mitigate further damage, including taking action to contract for the removal of debris and to prevent or mitigate the spread of fungus, including mold or mildew, by removing and disposing of wet drywall, insulation, carpet, cabinetry, or other fixtures on or within the Corporation property.

- x. Limitation on Authority. The authority granted under section 7 is limited to that time reasonably necessary to protect the health, safety, and welfare of the Corporation and the parcel Owners and their family members, tenants, guests, agents, or invitees, and to mitigate further damage and make emergency repairs.
- b. Good Faith. Corporate action taken in good faith to meet the emergency needs of the Corporation, its Owners or residents shall be binding on the Corporation and shall have the rebuttable presumption of being reasonable and necessary.

8. LIMITATION ON EXERCISE OF POWERS.

- a. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Co-Tenancy Agreement, and the Bylaws.

9. BOARD OF DIRECTORS.

- a. Pursuant to the Co-Tenancy Agreement, this Corporation shall have up to seven (7) directors comprised of three (3) representatives from Sandy Cove 2 Association Inc., two (2) representatives from Sandy Cove 3 Association Inc., and two (2) representatives from Sandy Cove 4 Association Inc. The initial Board of Directors shall be:

Deborah Tinney - President

John Meuschke - Vice President

Richard McDowall – Secretary/Treasurer

10. OFFICERS.

- a. The affairs of the Corporation shall be administered as directed by the Board of Directors and by the officers designated in the Bylaws. The officers shall be elected by the Board. Officers shall serve at the pleasure of the Board of Directors.

11. CORPORATE TERM OF EXISTENCE.

- a. The term of which this Corporation is to exist shall be perpetual, unless sooner dissolved according to law.

12. REGISTERED OFFICE AND REGISTERED AGENT

- a. The registered agent and office of the Corporation, until otherwise determined by the Board, shall be c/o ARGUS Property Management, Inc. 2477 Stickney Point Road 118A Sarasota, FL 34231. The Corporation's Board of Directors is authorized to change its registered agent and registered office in the manner provided by law.

13. ORIGINAL SUBSCRIBERS.

- a. The names and addresses of the original subscribers of the Articles of Incorporation are:

Deborah Tinney - 110 Pass Key Rd. Sarasota FL 34242

John Meuschke - 505 S. Orange Avenue #701 Sarasota FL 34242

Richard McDowall - 7976 Meadow Rush Loop. Sarasota FL 34238

14. INDEMNIFICATION OF OFFICERS AND DIRECTORS.

- a. Indemnity. The Corporation shall indemnify any Officer, Director, or committee member 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, Officer, or committee member of the Corporation, against expenses (including without limitation attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless: (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (ii) such court also 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, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the Corporation, 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.
- b. Defense. To the extent that a Director, Officer, or committee member of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Article 14(a) above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.
- c. Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, or committee member to repay such amount if it shall ultimately be determined that he is

not entitled to be indemnified by the Corporation as authorized by this Article 14.

- d. Miscellaneous. The indemnification provided by this Article 14 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.
- e. Insurance. The Corporation has the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, committee member, employee, or agent of the Corporation, or 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 Corporation would have the power to indemnify him against such liability under the provisions of this Article.
- f. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 14 may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

15. AMENDMENTS TO THE ARTICLES OF INCORPORATION.

- a. These Articles of Incorporation may be amended as follows:
 - i. Proposal. Amendments to these Articles of Incorporation may be proposed either by the President, or by a majority of the Board.
 - ii. Adoption. Except as elsewhere provided, approval of a proposed amendment to these Articles of Incorporation must be by a majority of the Board of Directors.
 - iii. Automatic Amendment. These Articles of Incorporation shall be deemed amended, if necessary, so as to make the same consistent with the provisions of these Articles of Incorporation. Whenever Chapter 617, Florida Statutes, 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 of Incorporation, the Board of Directors may operate the Corporation pursuant to the less stringent requirements. The Board of Directors, may adopt by majority vote, amendments to these Articles of Incorporation as the Board of Directors deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607, and 617 of the Florida Statutes, or such other statutes or administrative regulations as required for the operation of the Corporation, all as amended from time to time.
- b. Certification. A copy of each amendment to the Articles shall be filed with the Florida Secretary of State and shall be recorded in the Public Records of Sarasota County,

Florida, along with a certificate of amendment executed by the appropriate officers of the Corporation attesting that the amendment has been lawfully adopted. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles.

16. BYLAWS.

- a. The Bylaws may be amended in the manner provided in the Bylaws.

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The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 8/9/16

Signature [Signature]
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

John Munschke
(Typed or printed name of person signing)

V.P.
(Title of person signing)

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