

N18943

(Requestor's Name)

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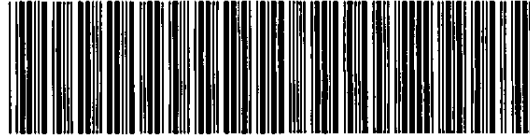
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JUL 18 PM 1:45

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C McNAIR

JUN 28 2016

C McNAIR



16 JUL 18 PM 5:15

July 12, 2016

Cheryl McNair, Regulatory Specialist II
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

16 JUL 17 PM 10:05
RECEIVED
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

RE: Reference number: N18943 – Shark Key Homeowner's Assoc.

Dear Ms. McNair:

Enclosed please find the Amended Articles of Incorporation for Shark Key Homeowner's Association. This document should rectify any filing concerns previously indicated. Our check for \$35.00 was not returned, therefore I am not forwarding any additional funds.

If you have any questions or need anything further from us, please do not hesitate to contact our office.

Sincerely,

Kimberly M. White, FRP
Paralegal for Peter Rysman, Esq.

/kw
Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 28, 2016

PETER RYSMAN, ESQ.
RYSMAN LAW, P.A.
509 WHITEHEAD ST., STE. 4
KEY WEST, FL 33040

SUBJECT: SHARK KEY HOMEOWNER'S ASSOCIATION, INC.
Ref. Number: N18943

We have received your document for SHARK KEY HOMEOWNER'S 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):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair
Regulatory Specialist II

Letter Number: 216A00013608

JUL 07 2016

RECEIVED
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CORPORATIONS
16 JUL 12 PM 1:15

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SHARK KEY HOMEOWNER'S ASSOCIATION, INC.

DOCUMENT NUMBER: N18943

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

Please return all correspondence concerning this matter to the following:

PETER RYSMAN, ESQ

Name of Contact Person

RYSMAN LAW, P.A.

Firm/ Company

509 WHITEHEAD ST, STE 4

Address

KEY WEST, FL 33040

City/ State and Zip Code

PETER@RYSMANLAW.COM

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

FILED
OFFICE OF THE
CLERK OF THE
DIVISION OF CORPORATIONS
16 JUL 19 PM 1:15

For further information concerning this matter, please call:

PETER RYSMAN at (305) 414-8382
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:

- ☒ \$35 Filing Fee
☐ \$43.75 Filing Fee & Certificate of Status
☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
☐ \$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

**AMENDED ARTICLES OF INCORPORATION
OF
SHARK KEY HOMEOWNER'S ASSOCIATION, INC.**

RECEIVED BY STATE
DIVISION OF CORPORATIONS
16 JUL 19 PM 1:16

I. NAME

The name of this corporation shall be SHARK KEY HOMEOWNER'S ASSOCIATION, INC., sometimes hereinafter referred to as the "Association."

II. PURPOSES

The general nature, objects and purposes of the Association are as follows:

- A. To promote the health, safety and social welfare of the Owners of Property within that area referred to as Shark Key in the Declaration of Covenants and Restrictions of Shark Key to be recorded in the Public Records of Monroe County, Florida.
- B. To own and maintain, repair and replace the general and/or Common Areas, parks, sidewalk and/or access paths, streets and other Common Areas, lakes, structures, landscaping and other improvements within Shark Key as defined or benefitting Shark Key provided the Association has specifically accepted such responsibility.
- C. To control the specifications, architecture, design, appearance, elevation and location of landscaping around all buildings and improvements of any type, including walls, fences, swimming pools, docks, antennae, sewers, as well as the alteration, improvement, addition and/or change thereto.
- D. To provide for private security, fire protection and such other services the responsibility for which has been or may be accepted by the Association, and the capital improvements and equipment related thereto, in Shark Key.
- E. To provide, purchase, acquire, replace, improve, maintain and/or repair such real property, building structures, street lights and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the members of the Association as the Board of Directors in its discretion determines necessary appropriate and/or convenient.
- F. To operate without profit for the sole and exclusive benefit of its members.
- G. To perform all of the functions contemplated of the Association, and undertaken by the Board of Directors of the Association, in the Declaration of Covenants and Restrictions.

III. GENERAL POWERS

The general powers that the Association shall have are as follows:

- A. To hold funds solely and exclusively for the benefit of the members set forth in these Articles of Incorporation.
- B. To promulgate and enforce rules, regulations, By-Laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.
- C. To delegate power or powers where such is deemed in the interest of the Association.
- D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interest in, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or other entity; to do any and all acts deemed necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in Amended Articles of Incorporation and not forbidden by the laws of the State of Florida.
- E. To fix assessments to be levied against Property to defray expenses and the cost of effectuating the objects and purposes of the Association, and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.
- F. To charge recipients for services rendered by the Association and the user for use of the Association Property when such is deemed appropriate by the Board of Directors of the Association.
- G. To pay taxes and other charges, if any, on or against property owned or accepted by the Association.
- H. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

IV. MEMBERS

- A. The members of the Association are the record owners of legal title to the seventy-four (74) residential lots within Shark Key. In the case of a lot subject to an agreement for deed, the purchaser in possession shall be deemed the owner of the lot solely for purposes of determining use rights. If a lot is subject to a life estate, the life tenant is deemed the lot owner,

and joint life tenants are deemed joint owners for the purposes of this provision. Membership becomes effective upon the occurrence of the recording in the public records of a deed or other instrument evidencing legal title to the lot in the member and the delivery to the Association of a copy of the recorded deed or other instrument evidencing title.

- B. "Developer", "Owner", "Lot", and any other defined terms used herein, and elsewhere in the Amended Articles, are used with the definition given those terms in the Amended Declaration of Covenants and Restrictions for Shark Key.
- C. Shark Key consists of that certain real property situated in Monroe County, Florida described as follows:

All of Shark Key, according to the Plat thereof as recorded in Plat Book 7, at Page 39, of the Public Records of Monroe County, Florida

More particularly described as:

Government Lot 1, Section 15, T67S, R26E

and

Government Lot 3, Section 14, T67S, R26E

and

Government Lot 2, Section 23, T67S, R26E

The Premises above being known as Shark Key.

V. VOTING AND ASSESSMENTS

- A. Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to one (1) vote for each Lot in which he/she holds the interest required for membership. When one or more persons holds such interest or interests in any Lot, all such persons shall be members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot. Except where otherwise required under the provisions of these amended Articles, the Amended Declaration of Covenants and Restrictions for Shark Key or the By-laws, the affirmative vote of the Owners of a majority of Lots represented at any meeting of the members duly called and at which a quorum is present, shall be binding upon the members.
- B. The Association will obtain funds with which to operate by assessment of its members in accordance with the provisions of the Amended Declaration of Covenants and Restrictions for Shark Key, as supplemented

by the provisions of the Amended Articles and By-Laws of the Association relating thereto.

VI. BOARD OF DIRECTORS

- A. The affairs of the Association shall be managed by a Board of Directors consisting of five (5) Directors. All Directors shall be members of the Association as defined in Article VI. D. Elections shall be by plurality vote. After the Transition Meeting (as defined in Article XVI, A herein) as many directors shall be elected as there are regular terms of office of Directors expiring at such time, and the term of the director so elected at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office by their own hand, or with or without cause by affirmative vote of a majority of the members of the Association.
- B. At the Transition Election (as defined in Article XVI, A herein), three Developer appointed Directors resigned and three new Directors were appointed. At the Annual Meeting on March 16, 2016, two Directors will be elected for two-year terms and one Director shall be appointed for a one-year term to fill the vacancy created by a retiring Director. At the annual Meeting in 2017, three Directors will be elected for two-year terms. Thereafter two Directors will be elected every even year and three Directors will be elected every odd year.
- C. The first election after the Transition Election will be held at the 2016 Annual Meeting of the Association to replace those two Directors whose terms have expired. All elections to the Board shall be held at the Annual Meeting of the Association in accordance with the provisions contained in Article V, of the By-Laws and all candidates elected at each such Annual Meeting shall be elected for two (2) year terms.
- D. If the lot owner is a natural married person they may give their consent to their spouse to be a member and thus eligible to be a Board Director. If the lot owner is an entity, then with the consent of a majority of the entity's ownership, the entity may appoint a natural person to be a member and thus eligible to be a Board Director. If the lot owner is a trust, then the grantor of the trust is deemed to be a member and eligible to serve as a Board Director. If the beneficiary of a trust occupies a lot or dwelling, the beneficiary is deemed a member and eligible to serve as a Board Director.

VII. OFFICERS

- A. The officers of the Association shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year in terms in accordance with the procedures set forth in the By-Laws.

VIII. CORPORATE EXISTENCE

The Association shall have perpetual existence.

IX. BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Amended Articles and may be altered, amended or rescinded in the manner provided by the laws.

X. AMENDMENT TO ARTICLES OF INCORPORATION

These Amended Articles may be altered, amended or repealed by resolution of the Board of Directors after obtaining the written approval of at least two-thirds (2/3) of the voting interests of the membership, with or without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.

XI. SUBSCRIBERS

This section is intentionally left blank.

XII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

- A. The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:
1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or Officer of the Association, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request

of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Association, or by reason of his being or having been a Director, Officer, employee or agent or any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court, administrative agency, or investigative body before such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.
- B. The Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

- C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

XIII. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED.

This section is intentionally left blank.

XIV. DISSOLUTION OF THE ASSOCIATION

- A. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:
1. Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept.
 2. Remaining assets shall be distributed among the members, subject to the limitations set forth below, as tenants in common, each member's share of the assets in accordance with its voting rights.
- B. The Association may be dissolved upon a resolution enacted by three-fourths (3/4) of the members of the Board of Directors and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Sec. 617.05 or statute of similar import, and approved by two-thirds (2/3) of the voting rights of the Association's members.

XV. REGISTERED AGENT

The registered office of the corporation shall be located at 35 Cannon Drive, Shark Key FL 33040. The registered agent at said address shall be John Goss.

XVI. ADOPTING MEETINGS

These Amended Articles of Incorporation were adopted by a sufficient number of voters at the Annual Meeting March 16, 2016. The Transition Meeting was held

on December 30, 2015. The results of the Transition meeting are hereby ratified and affirmed.

IN WITNESS WHEREOF, the said officers of the Shark Key Homeowner's Association, Inc. have hereto set their hands and seal this 17 day of June, 2016.

Signed, sealed and delivered in the presence of:

David Smith
Patricia Wray
David Smith
Patricia Wray
David Smith
Patricia Wray
David Smith
Patricia Wray

Patricia Wray
Acting President

Patricia Wray
Vice President

Patricia Wray
Secretary

David Green
Treasurer

STATE OF FLORIDA

COUNTY OF MONROE

On this 17 day of June, 2016, personally appeared before me the above-named Patricia Wray and David Green, to me personally known or who produced N/A as identification, first being duly sworn, and did acknowledge the foregoing to be his/her free act and deed and his/her free act and deed in his/her capacity as Acting President, Vice President, Secretary and Treasurer of the Shark Key Homeowner's Association, Inc.



Kimberly White
Notary Public