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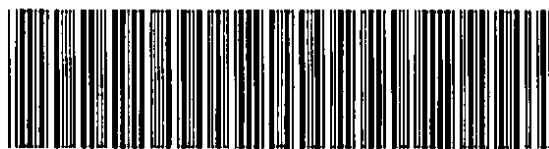
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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF THE
FISHERMAN'S WHARF MARINA CONDOMINIUM ASSOCIATION, INC.**

The undersigned incorporator hereby executes these Amended and Restated Articles for the purpose of modifying existing Articles of a corporation not for profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I.
NAME OF CORPORATION

The name of this corporation shall be FISHERMAN'S WHARF MARINA CONDOMINIUM ASSOCIATION, INC., hereafter referred to as the "Association".

ARTICLE II.
EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law. Upon such dissolution, the property consisting of the surface water management system shall be conveyed to an appropriate agency of The City of Venice, Florida, and if not accepted for such conveyance, then such surface water management system shall be transferred to an entity which complies with Rule 62-330.310, F.A.C. and Applicants' Handbook Volume 1, Section 12.3.

ARTICLE III.
PURPOSE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the institution, operation and management of the affairs and property of the land Condominium known as THE WHARF LAND CONDOMINIUM, located at 501 N. Tamiami Trail, Venice, Florida 34285 and to perform all acts provided in the Declaration of Condominium of said condominium (the "Declaration") and in the Florida Condominium Act, Chapter 718, Florida Statutes, as it applies to non-residential condominiums.

ARTICLE IV. POWERS

The Association shall have all of the condominium and statutory powers of a corporation not for profit and all of the powers and duties set forth in the Declaration, as amended from time to time, and the Florida Condominium Act, except as may be limited or otherwise provided by these Articles, including but not limited to, the maintenance, repair and replacement of the surface water management system as permitted by the South West Florida Water Management District and by the City of Venice, Florida, including all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances serving the Condominium and the Association Property, if any.

Without any limitation whatsoever, the Association shall have the power to enter into lease agreements and may acquire and enter into agreements acquiring leaseholds, memberships and other possessory or use interests for terms up to and including 99 years, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, use or benefit of the members.

ARTICLE V. MEMBERS

All persons owning a vested present interest in the fee title to any of the Condominium units in THE WHARF LAND CONDOMINIUM, as evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates, except that upon termination of the entire condominium project, 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. In the event a unit is owned by a legal entity other than a natural person, the officer, director, or other official so designated by such legal entity shall exercise its membership rights.

After the Association approves of a conveyance of a condominium unit as provided in said Declaration of Condominium, the change of membership in the Association shall be evidenced in the Association recorded by delivery to the Association of a copy of the recorded deed or other instrument of conveyance.

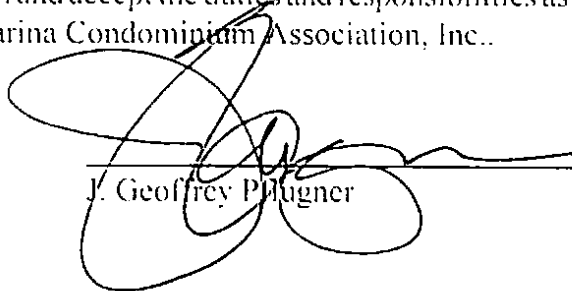
Prior to the recording of said Declaration of Condominium in the Public Records of Sarasota County, the subscribers hereto shall constitute the members of the Association and shall each be entitled to one vote.

Each condominium unit's representative shall be entitled to vote the number of votes assigned to the unit as set forth in Exhibit D to the Declaration.

ARTICLE VI.
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be at 8470 Enterprise Circle Suite 201 Bradenton, Florida 34202, and the registered agent at such address shall be J. Geoffrey Pflugner.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Fisherman's Wharf Marina Condominium Association, Inc..


J. Geoffrey Pflugner

ARTICLE VII.
NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a board of directors. The number of directors shall be determined by resolution of the Board of Directors of the Association, but shall not be less than three. Three directors shall constitute the original board of directors. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jayne E. Parrish	625 Tamiami Trail N. Venice, FL 34285
Marek Wojcicki	625 Tamiami Trail N. Venice, FL 34282
Stephanie L. Tancey	625 Tamiami Trail N. Venice, FL 34285

ARTICLE VIII.
INCORPORATOR

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael W. Miller	625 Tamiami Trail N. Venice, Florida 34285

ARTICLE IX.
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Association against all expenses and liabilities including counsel fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement of it in which they may become involved by reason of holding their office, other than proceedings or claims resulting from willful misconduct or bad faith or knowing violation of the provisions of the Florida Condominium Act. The Association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of that status.

ARTICLE X
RIGHTS OF DEVELOPER

Fisherman's Wharf of Venice Development Company, LLC, a Florida limited liability company, which is the developer of THE WHARF LAND CONDOMINIUM and which is referred to herein as the Developer, shall have the right to elect all the Directors of the Association (which Directors need not be unit owners), subject to the following:

- A. When thirty-three per cent (33%) or more of the units that will be operated ultimately by the Association are conveyed to owners other than the Developer, such unit owners shall be entitled to elect not less than one-third (1/3) of the directors.
- B. Three years after fifty percent (50%), or three months after ninety percent (90%), of the units that will be operated ultimately by the Association are conveyed to owners other than the Developer, such unit owners shall be entitled to elect a majority of the Directors.
- C. When the Developer no longer holds for sale in the ordinary course of business at least one percent (1%) of the units that will be operated ultimately

by the Association, unit owners other than the Developer shall be entitled to elect all of the directors.

Any Director elected by the Developer may be removed and replaced by the Developer at any time, subject only to the foregoing rights of the unit owners. During the period the Developer is entitled to elect a majority of the Directors, the Directors shall exercise all rights which would otherwise be exercisable by the members.

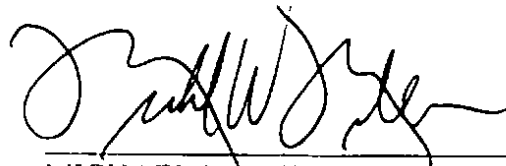
ARTICLE XI.
BYLAWS

The first bylaws of the Association shall be adopted by the board of directors and may be altered, amended or rescinded by majority vote of the voting rights of the members.

ARTICLE XII.
AMENDMENTS


The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a 60% vote of all voting rights of all members of the corporation and all rights here conferred upon the members are granted subject to this reservation; provided, however, that until such time as the Developer shall have conveyed title to all units in THE WHARF LAND CONDOMINIUM no amendment shall be effective without the written consent of the Developer.

Dated: May 30, 2023


MICHAEL W. MILLER, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me by means of
☐ physical presence or ☐ online notarization, this 30th day of May, 2023, by Michael
W. Miller, who is personally known to me or who has produced N/A
_____ as identification.


Notary Public
Print Name: Jayne E Parrish
Title or Rank: Notary Public
Serial Number, if any _____

