

# N21000014385

(Requestor's Name)

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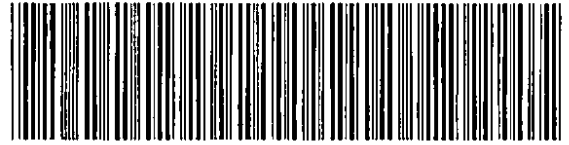
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06/27/23--01014--006 \*\*52.50

*Amended & Restated  
Articles*

FILED  
2023 AUG 23 AM 8:48  
CLERK OF COURT  
STATE OF ARIZONA

A. RAMSEY

AUG 24 2023

# Knott · Ebelini · Hart

Attorneys At Law

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Of Counsel

Michael E. Roeder, AICP  
Director of Land Use

- Board Certified Civil Trial Lawyer
- ◻ Board Certified Real Estate Lawyer
- Board Certified Business Litigation Lawyer

June 21, 2023

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: The Caves II Condominium Association, Inc.

Dear Sir or Madam:

Enclosed please find a cover letter, Articles of Amendment and Amended and Restated Articles of Incorporation with respect to the above-referenced entity. Also enclosed is a check in the sum of \$52.50 in payment of the filing fee, a Certificate of Status and a certified copy of the filing. An additional copy of the filing is also enclosed.

If you have any questions or require anything further to complete this change, please feel free to contact me. Thank you for your courtesy and assistance in this matter.

Very truly yours,

KNOTT EBELINI HART



Mark A. Ebelini

MAE/mcl  
Enclosures  
cc: client

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

## THE CAVES II CONDOMINIUM ASSOCIATION INC

Thank you Seth Neeley



Signature

Requested by: SETH

Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

121 Ponder & Ponder • Tallahassee, FL 32301

- \_\_\_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 10, 2023

MARK A. EBELINI  
1625 HENDRY STREET, SUITE 301  
FORT MYERS, FL 33901

SUBJECT: THE CAVES II CONDOMINIUM ASSOCIATION, INC.  
Ref. Number: N21000014385

We have received your document and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

YOU MUST SUBMIT EITHER OUR AMENDMENT FORM OR YOUR DRAWN UP AMENDMENT FORM

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.

Shaunteria Cobbs  
Regulatory Specialist II

Letter Number: 923A00018195

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** The Caves II Condominium Association, Inc.

**DOCUMENT NUMBER:** N21000014385

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

Please return all correspondence concerning this matter to the following:

Mark A. Ebelini

(Name of Contact Person)

Knott Ebelini Hart

(Firm/ Company)

1625 Hendry Street, Suite 301

(Address)

Fort Myers FL 33901

(City/ State and Zip Code)

mebelini@knott-law.com

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

For further information concerning this matter, please call:

Mark A. Ebelini

239

334-2722

at

(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 checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|---|--|---|---|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

FILED

2023 AUG 23 AM 8:48

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

CLERK OF STATE  
TALLAHASSEE, FLORIDA

**THE CAVES II CONDOMINIUM ASSOCIATION, INC.**

The following are the Amended and Restated Articles of Incorporation for The Caves II Condominium Association, Inc.:

**ARTICLE I**

**NAME:** The name of the corporation, herein called the "Association," is **The Caves II Condominium Association, Inc.**, and its address is 4848 SW 23<sup>rd</sup> Ave, Cape Coral, FL 33914.

**ARTICLE II**

**PURPOSE AND POWERS:** The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of The Caves II, a Condominium, located in Lee County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earning of the Association shall be distributed or inure to the private benefit of any member, Director or Officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida and of a condominium association under the Florida Condominium Act, except as expressly limited or modified by these Articles, the Declaration of Condominium, and the Bylaws ; and it shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to the condominium documents as they may hereafter be amended, including but not limited to the following:

(A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.

(B) To protect, maintain, repair, replace and operate the condominium property and association property.

(C) To purchase insurance for the protection of the Association and its members.

(D) To repair and reconstruct improvements after casualty, and to make further improvements of the condominium property.

(E) To make, amend and enforce reasonable rules and regulations governing the operation of the Association and the use, maintenance, occupancy, alteration, transfer and appearance of units, common elements and limited common elements, subject to any limits set forth in the Declaration of Condominium.

(F) To approve or disapprove the transfer, leasing and occupancy of units, as provided in the Declaration of Condominium.

(G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.

(H) To contract for the management and maintenance of the condominium and the condominium property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.

(I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.

(J) To borrow money as necessary to perform its other functions hereunder.

(K) To grant, modify or move any easement in the manner provided in the Declaration of Condominium.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of the Condominium, these Articles of Incorporation and the Bylaws.

### **ARTICLE III**

#### **MEMBERSHIP:**

(A) The members of the Association shall be the record owners of a fee simple interest in one or more units in the Condominium, as further provided in the Bylaws.

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

(C) The owners of each unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

### **ARTICLE IV**

**TERM:** The term of the Association shall be perpetual.

## ARTICLE V

**BYLAWS:** The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

## ARTICLE VI

### **DIRECTORS AND OFFICERS:**

(A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but in no event less than three (3) Directors. The initial Board of Directors shall consist of individuals appointed by the Developer and while the Developer is in control of the Association, the number of Directors shall be three (3).

(B) Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

(D) The initial Officers and Directors of the Association are as follows:

	Name	Address	Title
1.	Kurt Baum	723 SW 53 <sup>rd</sup> Terrace Cape Coral FL 33914	D
2.	Charles J. Ringland, II	4848 SW 23 <sup>rd</sup> Terrace Cape Coral FL 33914	VP, D
3.	Charles J. Ringland, III	4848 SW 23 <sup>rd</sup> Terrace Cape Coral FL 33914	P, S, D

## ARTICLE VII

**AMENDMENTS:** Amendments to these Articles shall be proposed and adopted in the following manner.

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by a written petition to the Board, signed by at least one-fourth (1/4th) of the voting interests of the Association.



(B) Procedure. Upon any amendment to these Articles being proposed by said Board or unit owners, such proposed amendment shall be submitted to a vote of the owners not later than the next annual meeting for which proper notice can be given.

(C) Vote Required. Except as otherwise provided by Florida law, a proposed amendment shall be adopted if it is approved by at least two-thirds (2/3) of the voting interests who are present and voting, in person or by proxy, at any annual or special meeting called for the purpose. Amendments may also be approved by written consent two thirds (2/3) of the total voting interests. The Board of Directors may amend these Articles to correct scrivener's errors or omissions and amend and restate the Articles in order to consolidate into one document amendments previously adopted by the members or the Board. Amendments adopted by the Board shall occur at a duly noticed Board meeting (with adoption of the amendments set forth on the agenda).

(D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a Certificate of Amendment in the Public Records of Lee County, Florida, with the formalities required by the Condominium Act.

## ARTICLE VIII

### INDEMNIFICATION.

(A) Indemnity. The Association 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 Association, against expenses (including 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 Association, 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 Association, 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 membership of the Association, 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 Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section (A) above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorneys' 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 Association 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 Association as authorized by this Article VIII.

(D) Miscellaneous. The indemnification provided by this Article VIII 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 Association shall have 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 Association, 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 Association would have the power to indemnify him against such liability under the provisions of this Article.

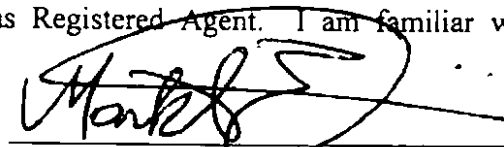
(F) Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

## ARTICLE IX

**REGISTERED AGENT.** The name and address of the Registered agent is below:

Name of Registered Agent: Mark A. Ebelini  
Knott Ebelini Hart  
1625 Hendry Street, Suite 301  
Fort Myers FL 33901

I hereby accept the appointment as Registered Agent. I am familiar with and accept the obligations of the position.

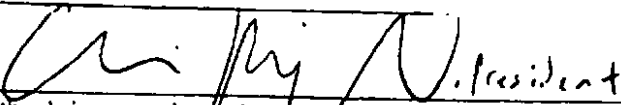


\_\_\_\_\_  
Signature of Registered Agent

- ☒ 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 June 20, 2023

Signature

 President

(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)

Charles J. Ringland, III

(Typed or printed name of person signing)

President

(Title of person signing)