

N23000008758

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

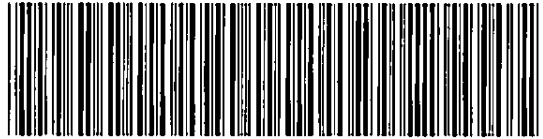
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800429544228

Amended &  
Restated

05/13/24--01013--021 \*\*35.00

FILED  
2024 MAY 13 AM 8:22  
CLERK OF SUPERIOR COURT  
JANESVILLE, WI

A. RAMSEY

JUN 28 2024

00686, 00671



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 4, 2024

STEPHANIE TANCEY  
625 TAMiami TRAIL NORTH  
VENICE, FL 34285

SUBJECT: COTTAGES OF VENICE OWNERS' ASSOCIATION, INC.  
Ref. Number: N23000008758

Upon receipt of your letter and/or check(s) totaling \$35.00, no document was found. Please send your document with any fees due to:

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

Please return a copy of this letter to ensure your money is properly credited.

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.

Annette Ramsey  
OPS

Letter Number: 924A00012072

M.L.MILLER LAW, PLLC

M.L. Miller Law, PLLC

Mariah L. Miller, Esq.

625 Tamiami Trail N.

Venice, FL, 34285

P: 941-809-0120

E: mariah@mlmillerlaw.com

May 7, 2024

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

Re: Amended and Restated Articles of Incorporation for Cottages of Venice Owners' Association

To Whom it May Concern:

Please see the enclosed Amendment to the Articles of Incorporation for Cottages of Venice Owners' Association. Our filing fee of \$35.00 was accidentally sent before this amendment and without the required cover letter and amendment. Also enclosed is a copy of that check. Please apply that check to this Amendment. This has been mailed out after that check so the check is likely to be received before this letter.

Please let me know if you have any questions or comments. I can be contacted at the information above.

Best,



Mariah L. Miller, Esq.  
M.L. Miller Law, PLLC

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: COTTAGES OF VENICE OWNERS' ASSOCIATION, INC.

DOCUMENT NUMBER: N23000008758

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

Please return all correspondence concerning this matter to the following:

Stephanie Tancey

\_\_\_\_\_  
(Name of Contact Person)

\_\_\_\_\_  
(Firm/ Company)

625 Tamiami Trail North

\_\_\_\_\_  
(Address)

Venice, FL 34285

\_\_\_\_\_  
(City/ State and Zip Code)

stancey@mpscontractors.net

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

For further information concerning this matter, please call:

Mariah Miller

941

809-0120

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 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

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
COTTAGES OF VENICE OWNERS' ASSOCIATION, INC.**

2024 MAY 13 AM 8: 22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(A Corporation Not-for-Profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of Corporations Not-for-Profit, we, the undersigned, do hereby associate ourselves together into a corporation for the purposes and with the powers hereinafter set forth, and to accomplish that end we do hereby adopt and set forth these Articles of Incorporation, Inc:

**ARTICLE I  
NAME AND PRINCIPAL OFFICE OF CORPORATION**

The name of this corporation shall be COTTAGES OF VENICE OWNERS' ASSOCIATION, INC., (hereinafter in these Articles referred to as the "Association"). The principal office address is 625 Tamiami Trail N., Venice, Florida 34285.

**ARTICLE II  
PURPOSES**

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

A. To promote the health, safety and social welfare of the owners of parcels located within COTTAGES OF VENICE, a single-family residential community (hereinafter referred to as a "Community"), as per the Site Development Plan as approved by the City of Venice, Venice, Florida, and per plat thereof to be recorded in the Public Records of Sarasota County, Florida.

B. To carry out all duties and obligations assigned to it as a community association under the terms of the Declaration of Covenants, Conditions, and Restrictions for the Cottages of Venice (hereinafter the "Declaration") of the community applicable to parcels in the community.

C. To maintain, manage and operate the surface water management system facilities, and maintain the common areas, if any, of the Community for which the obligation to maintain and repair has been delegated to the Association as set forth in the Declaration.

D. To collect on behalf of the Association all assessments levied by this Association.

E. To provide such services as may be deemed necessary or desirable by the Board of Directors of the Association and to acquire such capital improvements and equipment as may be related thereto.

F. To purchase, acquire, replace, improve, maintain and repair such buildings, structures and equipment related to the health, safety and social welfare of the members of the Association as the Board of Directors of the Association, in its discretion, determines to be necessary or desirable.

G. To operate without profit and for the sole and exclusive benefit of its members.

### **ARTICLE III** **GENERAL POWERS**

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

A. To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association; to make, enter into, perform and carry out contracts of every kind and nature with any person, firm, corporation or association; and to do any and all other acts necessary or expedient for carrying on any and all of the activities of the Association and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

B. To establish a budget and to fix assessments to be levied against all parcels in the Community which are subject to assessment pursuant to the aforesaid Declaration of Community for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance and improvements, and capital replacements.

C. To place liens against any parcels in the Community for delinquent and unpaid assessments and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.

D. To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation.

E. To adopt, promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements in order to effectuate the purposes for which the Association is organized.

F. To grant variances regarding the Association's governing document restrictions as may be deemed by the Board of Directors.

G. To interpret with authority the provisions of all the Association's governing documents.

H. To delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors.

I. To charge recipients of services rendered by the Association and users of property of the Association where such is deemed appropriate by the Board of Directors.

J. To pay all taxes and other charges or assessments, if any, levied against property owned, leased or used by the Association.

K. To enforce, by any and all lawful means, the provisions of these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the terms and provisions of the aforesaid Declaration .

L. To purchase Insurance upon the Association property for the protection of the Association and its members.

M. To reconstruct the Association property and Improvements after casualty and to further Improve the property. If required.

N. To purchase lots in the Association subdivision, to foreclose on Association liens against lots of owners, to convey, lease, mortgage, and Improve lots owned by the Association.

O. To dedicate and grant easements for ingress and egress and the installation, maintenance, construction and repair of utilities and facilities, including, but not limited to, electric power, telephone, cable television and services, governmental purposes, sewer, water, gas, drainage, irrigation, lighting, television transmission, security, garbage and waste removal, emergency services, and the like as it deems to be in the best interest of, and necessary and proper for the members of the Association.

P. To levy special assessments as needed in the sole discretion of the Association's Board of Directors.

Q. To borrow monies and execute evidences of indebtedness, securing such loans with the assessments of the Association.

R. To grant variances as needed and or as required.

S. To pass rules and regulations regarding parcels use.

T. In general, to have all powers which may be conferred upon a corporation *not for profit*, Chapter 617, Florida Statutes, except as prohibited herein.

#### **ARTICLE IV** **MEMBERS**

The members of this Association shall consist of all owners of parcels in the Community. owners of such parcels shall automatically become members upon acquisition of the fee simple title to their respective parcels.

The membership of any member in the Association shall automatically terminate upon conveyance or other divestment of title to such member's parcels, except that nothing herein contained shall be construed as terminating the membership of any member who may own two (2) or more parcels so long as such member owns at least one (1) parcels.

The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the parcels which is the basis of his membership in the Association.

The Secretary of the Association, or another person designated by the Board, shall maintain a list of the members of the Association. Whenever any person or entity becomes entitled to membership in the Association, it shall become such party's duty and obligation to so inform the Secretary or its designee in writing, giving the owner's name, address and parcel number; provided however, that any notice given to or vote accepted from the prior Owner of such parcel before receipt of written notification of change of ownership shall be deemed to be properly given or received. The Secretary may, but shall not be required to, search the Public Records of Sarasota County or make any other inquiry to determine the status and correctness of the list of members of the Association and shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

#### **ARTICLE V** **VOTING**

Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to one (1) vote for each parcel in which he holds a fee simple ownership. When more than one (1) person holds such interest in any one (1) parcel, the vote attributable to such parcel may be cast by only one (1) of such joint owners, whose vote must be registered in a voter's certificate on file with the Association. In the event of a vote in person, only one (1) such joint owner may vote on behalf of said parcel. Except where otherwise required by law or by the provisions of said Declaration of community, or these Articles, the affirmative vote of a majority of members represented at any meeting of the members duly called and at which a quorum is present shall be binding upon the members.

#### **ARTICLES VI** **BOARD OF DIRECTORS**

A. The affairs of the Association shall be managed by a Board of Directors consisting initially of three (3) Directors. The number of Directors comprising succeeding Boards of Directors shall be provided from time to time in the Bylaws of the Association, but in no event shall there be less than three (3) nor more than nine (9) Directors. Additionally, the Board of Directors shall always consist of an odd number of Directors. The Directors (other than those



appointed by the Developer) must be members of the Association, but need not be residents of the State of Florida.

B. Initial Directors shall be appointed by and shall serve at the pleasure of the Developer.

C. All Directors who are not subject to appointment by Developer shall be elected by the members. Election of the Directors shall be conducted according to the provisions of the *Florida Statutes, Chapter 720*.

D. All Directors, whether appointed or elected shall serve for terms of one (1) year in accordance with the provisions of the Bylaws. Any elected Director may be removed from office according to the provisions of the *Florida Statutes, Chapter 720*. Similarly, in no event may a Director appointed by the Developer be removed except by action of the Developer.

E. The names and addresses of the members of the initial Board of Directors who shall hold office until their successors are elected or appointed and have qualified are as follows:

JAYNE E. PARRISH  
625 Tamiami Trail N., Venice, Florida 34285

MICHAEL W. MILLER  
625 Tamiami Trail N., Venice, Florida 34285

MAREK WOJCICKI  
625 Tamiami Trail N., Venice, Florida 34285

## **ARTICLE VII** **OFFICERS**

A. The Officers of the Association, to be elected by the Board of Directors, shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board shall deem appropriate from time to time. The President, Vice President, and Secretary/Treasurer shall be elected from among the membership of the Board of Directors. Other Officers, as the Board may appoint, do not have to be members of the Board. The same person may hold two (2) or more offices, provided however, that the office of President and Secretary shall not be held by the same person. The affairs of the Association shall be administered by such officers under the direction of the Board of Directors. Officers shall be elected for a term of one (1) year in accordance with the procedure set forth in the Bylaws.

B. The names of the officers who are to manage the affairs of the Association until their successors are duly elected and qualified, are as follows:

President	-	Jayne E. Parrish
Vice President	-	Michael W. Miller
Secretary/Treasurer	-	Marek Wojcicki

**ARTICLE XIV**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All Officers and Directors or any other committee member shall be indemnified by the Association for and against all expenses and liabilities, including counsel fees (including appellate proceedings, mediation or arbitration) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any Officer or Director or any other committee member be indemnified for his own willful misconduct, or any criminal proceeding, or his own knowing violation of provisions of law. The Association may purchase and maintain insurance on behalf of all Officers and Directors for any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such. This expense shall be a common expense included in the annual budget.

**ARTICLE XV**  
**DISSOLUTION OF THE ASSOCIATION**

A. The Association may be dissolved upon a resolution to that effect being approved by one-hundred percent (100%) of the voting interests in the Association or as provided for in the *Florida Statutes Chapter 720*, and if a judicial decree is necessary at the time of dissolution, then after receipt of an appropriate decree as provided for in §617.1433, Florida Statute, or any statute of similar import then in effect.

B. The Association shall exist in perpetuity. If, however, the Association dissolves, the operational documents shall provide that the surface water management system shall be transferred to and maintained by one of the entities identified in the Declaration or The City of Venice, Florida, or any controlling governmental authority, and may assume the duties of the Association to maintain the surface water management system and other Community property. If not accepted for such conveyance by The City of Venice, Florida, then the Surface Water Management System shall be transferred to an entity which complies with F.A.C. Rule 62-330.210 and Environmental Resource Permit Applicant's Handbook Volume 1, Section 12.3.

C. Upon dissolution of the Association, all assets remaining after provisions for payment of creditors, and all costs and expenses of such dissolution, shall be distributed in the following manner:


(1) Any property determined by the Board of Directors of the Association to be appropriate for dedication to any applicable municipal or other governmental authority may be dedicated to such authority provided the authority is willing to accept the dedication.

(2) All remaining assets, or the proceeds from the sale of such assets, shall be apportioned among the parcels subject to assessment in equal shares, and the share of each shall be distributed to the then owners thereof.

**ARTICLE XVI**  
**BINDING EFFECT**

The provisions hereof shall bind and insure to the benefit of the members and Declarant and their respective successors and assigns.

IN WITNESS WHEREOF, the aforesaid subscriber has hereunto set his hand and seal this 29 day of April, 2024.


  
MICHAEL W. MILLER

STATE OF FLORIDA  
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me by means of (X) physical presence or ( ) online notarization this 29 day of April, 2024, by Michael W. Miller, who is personally known to me or has produced \_\_\_\_\_ as identification.

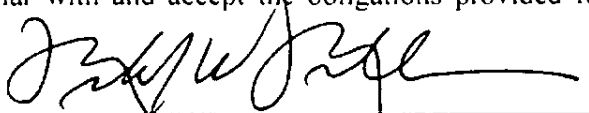


**STEPHANIE L. TANCEY**  
Notary Public  
State of Florida  
Comm# HH485192  
Expires 2/21/2028

  
Notary Public  
Print Name: \_\_\_\_\_  
Commission Number: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**ACCEPTANCE**


I hereby agree, as Registered Agent, to accept Service of Process: to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations provided for in §617.0503 of the Florida Statutes.

  
MICHAEL W. MILLER  
Registered Agent

☐ 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 5.3.24

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)

Jayne E. Parrish  
(Typed or printed name of person signing)

President / Director  
(Title of person signing)