

N24000002760

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H24000111976 3)))



H240001119763ABC+

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : CARLTON FIELDS
Account Number : 076077000355
Phone : (813)223-7000
Fax Number : (813)229-4133

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: angelo@polisolutions.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
REFLECTION CONDOMINIUM ASSOCIATION, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$52.50

1 DE 1115

MAR 27 2024

FILED
2024 MAR 25 PM 10:14

2024 MAR 25 PM 2:27

RECEIVED

Electronic Filing Menu

Corporate Filing Menu

Help

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
REFLECTION CONDOMINIUM ASSOCIATION, INC.
N24000002760

FILED
2024 MAR 25 PM 10:14
CLERK OF STATE
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation of Reflection Condominium Association, Inc., a Florida not for profit corporation, dated as of March 18, 2024, are being duly executed and filed by Nicholas Hansen, its President, to amend and restate the original articles of incorporation, which were filed on February 29, 2024. These Amended and Restated Articles of Incorporation were duly executed and filed in accordance with Chapter 617, Florida Statutes (the Florida Not For Profit Corporations Act). Hereinafter, any and all references to the Articles of Incorporation shall mean and refer to these Amended and Restated Articles of Incorporation, as may be amended from time to time.

ARTICLE I. NAME; DEFINITIONS

The name of the corporation is Reflection Condominium Association, Inc. ("Association"). All capitalized terms contained in this instrument shall have the same defined meaning as contained in the Declaration of Condominium for Reflection, A Condominium ("Declaration"), unless otherwise provided to the contrary.

ARTICLE II. PURPOSE AND POWERS

Section 1. Purpose. The purpose for which the Association is organized is to provide an entity for the operation and governance of Reflection, a Condominium (the "Condominium"), located upon lands in Pinellas County, Florida, said property being described in the recorded Declaration. The Association shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

Powers. The Association shall have all of the common-law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles.

The Association shall have all of the powers and duties contemplated in the Declaration and the Act together with all of the powers and the duties reasonably necessary to operate the Condominium pursuant to the Declaration as it may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Condominium. The powers and duties, which the By-Laws may set forth in more detail, shall include, but shall not be limited to, the following specific powers and duties:

(a) To make and collect General Assessments and Limited Common Element Assessments against applicable members as Unit Owners to defray the costs, expenses and losses of the Condominium, and to make such other Special Assessments against Unit Owners as the Declaration shall provide, and to enforce such levy of Assessments through a lien and the foreclosure thereof or by other action pursuant to the Declaration.

(b) To use the proceeds of the Assessments in the exercise of its powers and duties, and as provided in the Declaration.

(c) To maintain, repair, replace and operate the Condominium Property.

(d) To purchase insurance and enter into contracts for services, utilities and other purposes as may be deemed appropriate.

(e) To reconstruct improvements after casualty and further improve the Condominium Property.

(f) To make and amend reasonable Rules and Regulations.

(g) To perform such functions as may be specified in the Declaration and the By-Laws.

(h) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws of the Association and the Rules and Regulations.

(i) To employ personnel to perform the services required for proper operation of the Condominium.

(j) To lease, maintain, repair and replace the Common Elements as same are defined in the Declaration.

(k) To acquire or enter into agreements acquiring leaseholds, memberships or other possessory or use interests in lands or facilities and to pay the rental, membership fees, operational, replacement and other expenses as Common Expenses.

(l) To purchase a Unit or Units of the Condominium for any purpose and to hold, lease, mortgage or convey such Units on terms and conditions approved by the Board.

(m) To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by the applicable laws of the State of Florida.

(n) To contract for the management and maintenance of the Condominium Property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, and other sums due from Unit Owners, preparation of records, enforcement of rules and maintenance, repair and the replacement of the Common Elements with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium documents and the Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.

(o) To bring suit as may be necessary to protect the Association's interests, the interests of the Association's Members, or the Condominium Property, and to be sued.

ARTICLE III. DEVELOPER

Mirror Lake Place, LLC, a limited liability company organized under the laws of Florida, has made and declared or shall make and declare a certain Declaration of Condominium submitting to condominium ownership certain property described therein under the terms, covenants, and conditions expressed more fully therein; the Condominium is known as Reflection, A Condominium.

ARTICLE IV. TERM

The term for which this Association shall exist shall be perpetual.

ARTICLE V. OFFICERS

The officers of the Association shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board may from time to time determine. The officers of this Association shall be elected for a term of 1 year (unless otherwise provided in the By-Laws), and until a successor shall be elected and qualified, by the Board of Directors at the annual meeting and in accordance with the provisions provided therefor in the By-Laws.

The names of the officers who are currently serving, and who will serve until their successors are elected under the provisions of the Articles and the By-Laws, are the following:

Nicholas Hansen – President
Angelo Cappelli – Vice President
Chris Hemmer – Secretary/Treasurer

ARTICLE VI. DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than the number of directors required under Section 617.0803, Florida Statutes, with the precise number of directors being determined from time to time in accordance with the applicable provisions of the By-Laws. Until control of the Association is transferred to Unit Owners other than the Developer, Developer shall be entitled to designate non-member directors to the extent permitted by the Act. The first Board is comprised of 3 persons who shall serve until their respective successors are elected (or designated) and qualified. The names and addresses of the members of the Board who are serving as the first directors are:

Nicholas Hansen	9800 4 th Street North, Suite 200 St. Petersburg, Florida 33702
Angelo Cappelli	9800 4 th Street North, Suite 200 St. Petersburg, Florida 33702
Chris Hemmer	9800 4 th Street North, Suite 200 St. Petersburg, Florida 33702

Elections of the directors subsequent to the initial Board shall occur in accordance with the By-Laws and the requirements and provisions of Chapter 718 of the Act.

Transfer of control shall occur in accordance with the requirements of Section 718.301(1) of the Act, which reads as follows:

(1) If unit owners other than the developer own 15 percent or more of the units in a condominium that will be operated ultimately by an association, the unit owners other than the developer are entitled to elect at least one-third of the members of the board of administration of the association. Unit owners other than the developer are entitled to elect at least a majority of the members of the board of administration of an association, upon the first to occur of any of the following events:

(a) Three years after 50 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;

(b) Three months after 90 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;

(c) When all the units that will be operated ultimately by the association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the developer in the ordinary course of business;

(d) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business;

(e) When the developer files a petition seeking protection in bankruptcy;

(f) When a receiver for the developer is appointed by a circuit court and is not discharged within 30 days after such appointment, unless the court determines within 30 days after appointment of the receiver that transfer of control would be detrimental to the association or its members; or

(g) Seven years after the date of the recording of the certificate of a surveyor and mapper pursuant to s. 718.104(4)(e) or the recording of an instrument that transfers title to a unit in the condominium which is not accompanied by a recorded assignment of developer rights in favor of the grantee of such unit, whichever occurs first; or, in the case of an association that may ultimately operate more than one condominium, 7 years after the date of the recording of the certificate of a surveyor and mapper pursuant to s. 718.104(4)(e) or the recording of an instrument that transfers title to a unit which is not accompanied by a recorded assignment of developer rights in favor of the grantee of such unit, whichever occurs first, for the first condominium it operates; or, in the case of an association operating a phase condominium created pursuant to s. 718.403, 7 years after the date of the recording of the certificate of a surveyor and mapper pursuant to s. 718.104(4)(e) or the recording of an instrument that transfers title to a unit which is not accompanied by a recorded assignment of developer rights in favor of the grantee of such unit, whichever occurs first.

The developer is entitled to elect at least one member of the board of administration of an association as long as the developer holds for sale in the ordinary course of business at least 5 percent, in condominiums with fewer than 500 units, and 2 percent, in condominiums with more than 500 units, of the units in a condominium operated by the association. After the developer relinquishes control of the association, the developer may exercise the right to vote any developer-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the association or selecting the majority members of the board of administration.

Additionally, Developer, in its sole discretion, may elect to transfer control at an earlier time.

ARTICLE VII. BY-LAWS

The Initial By-Laws are be attached as an exhibit to the Declaration of Condominium and were adopted by the first Board.

ARTICLE VIII. MEMBERS

Membership in the Association shall automatically consist of and be limited to all of the record owners of units in the Condominium. Transfer of Unit ownership, either voluntary or by operation of law, shall terminate membership in the Association and said membership is to become vested in the transferee. If Unit ownership is vested in more than one person then all of the persons so owning said Unit shall be members eligible to hold office, attend meetings, etc., but the owner(s) of each Unit shall only be entitled to one vote as a member of the Association. The manner of designating voting members and exercising voting rights shall be determined by the By-Laws.

ARTICLE IX. AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) Prior to transfer of control pursuant to Section 718.301 of the Act, the Board shall be entitled to consider amendments to these Articles of Incorporation and shall approve any such amendments upon not less than a majority vote of the directors (and no vote of the Association membership shall be required for such an amendment to become effective, unless otherwise required under the Act).

(b) Subsequent to transfer of control pursuant to Section 718.301 of the Act, amendments to these Articles of Incorporation shall be made in the following manner:

(i) The Board shall adopt a resolution setting forth a proposed amendment and, if Members have been admitted, directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting. If no Members have been admitted, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by Members shall not apply.

(ii) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member of record entitled to vote thereon within the time and in the manner provided by Florida Statutes for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(iii) At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of (1) a majority of the total eligible voting interests, and (2) the Developer.

(iv) Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

Notwithstanding the foregoing, (a) no amendment to the Articles of Incorporation shall be valid which affects any of the rights and privileges provided to Developer under the Governing Documents

without the written consent of Developer as long as Developer shall own any Units in the Condominium, and (b) no amendment which will affect any aspect of the Surface Water Drainage and Management System located on the Property shall be effective without the prior written approval of the WMD.

ARTICLE X. PRINCIPAL PLACE OF BUSINESS; MAILING ADDRESS

The principal place of business of the Association shall be 777 3rd Avenue North, St. Petersburg, FL 33701, or at such other place or places as may be designated from time to time. The mailing address for the Association shall be 3001 Executive Drive, Suite 260, Clearwater, FL 33762.

ARTICLE XI. REGISTERED OFFICE AND AGENT

The street address of the registered office of the Association and the name of the registered agent at that address are:

Nicholas Hansen
9800 4th Street North, Suite 200
St. Petersburg, Florida 33702

ARTICLE XII. INDEMNIFICATION

The Association shall indemnify every director and every officer, his heirs, executors and administrators, against all loss, cost and expense reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

CERTIFICATE OF AMENDMENT

Pursuant to Section 617.1007, Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Reflection Condominium Association, Inc., a Florida not for profit corporation, (1) were approved by the directors on March 18, 2024, and (2) the sole member of Reflection Condominium Association, Inc. on March 18, 2024.

Dated as of the 18th day of March, 2024.

WITNESSES:

Reflection Condominium Association, Inc., a
Florida not-for-profit corporation

Print Name: Evel Hemmer

By: 
Nicholas Hansen, President

(Corporate Seal)

Angelo Cappell.
Print Name: ANGELO CAPPELLI

STATE OF FLORIDA
COUNTY OF PINELLAS

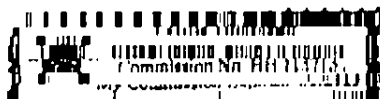
The foregoing instrument was acknowledged before me, by means of ☒ physical presence or ☐ online notarization, this 18th day of March, 2024, by Nicholas Hansen, as President of Reflection

התאריך: 11/11/2011

[illegible]

My Remembrance Expires

1. Ch. 11
 2. Ch. 12
 3. Ch. 13
 4. Ch. 14
 5. Ch. 15
 6. Ch. 16
 7. Ch. 17
 8. Ch. 18
 9. Ch. 19
 10. Ch. 20
 11. Ch. 21
 12. Ch. 22
 13. Ch. 23
 14. Ch. 24
 15. Ch. 25
 16. Ch. 26
 17. Ch. 27
 18. Ch. 28
 19. Ch. 29
 20. Ch. 30
 21. Ch. 31
 22. Ch. 32
 23. Ch. 33
 24. Ch. 34
 25. Ch. 35
 26. Ch. 36
 27. Ch. 37
 28. Ch. 38
 29. Ch. 39
 30. Ch. 40
 31. Ch. 41
 32. Ch. 42
 33. Ch. 43
 34. Ch. 44
 35. Ch. 45
 36. Ch. 46
 37. Ch. 47
 38. Ch. 48
 39. Ch. 49
 40. Ch. 50
 41. Ch. 51
 42. Ch. 52
 43. Ch. 53
 44. Ch. 54
 45. Ch. 55
 46. Ch. 56
 47. Ch. 57
 48. Ch. 58
 49. Ch. 59
 50. Ch. 60
 51. Ch. 61
 52. Ch. 62
 53. Ch. 63
 54. Ch. 64
 55. Ch. 65
 56. Ch. 66
 57. Ch. 67
 58. Ch. 68
 59. Ch. 69
 60. Ch. 70
 61. Ch. 71
 62. Ch. 72
 63. Ch. 73
 64. Ch. 74
 65. Ch. 75
 66. Ch. 76
 67. Ch. 77
 68. Ch. 78
 69. Ch. 79
 70. Ch. 80
 71. Ch. 81
 72. Ch. 82
 73. Ch. 83
 74. Ch. 84
 75. Ch. 85
 76. Ch. 86
 77. Ch. 87
 78. Ch. 88
 79. Ch. 89
 80. Ch. 90
 81. Ch. 91
 82. Ch. 92
 83. Ch. 93
 84. Ch. 94
 85. Ch. 95
 86. Ch. 96
 87. Ch. 97
 88. Ch. 98
 89. Ch. 99
 90. Ch. 100
 91. Ch. 101
 92. Ch. 102
 93. Ch. 103
 94. Ch. 104
 95. Ch. 105
 96. Ch. 106
 97. Ch. 107
 98. Ch. 108
 99. Ch. 109
 100. Ch. 110
 101. Ch. 111
 102. Ch. 112
 103. Ch. 113
 104. Ch. 114
 105. Ch. 115
 106. Ch. 116
 107. Ch. 117
 108. Ch. 118
 109. Ch. 119
 110. Ch. 120
 111. Ch. 121
 112. Ch. 122
 113. Ch. 123
 114. Ch. 124
 115. Ch. 125
 116. Ch. 126
 117. Ch. 127
 118. Ch. 128
 119. Ch. 129
 120. Ch. 130
 121. Ch. 131
 122. Ch. 132
 123. Ch. 133
 124. Ch. 134
 125. Ch. 135
 126. Ch. 136
 127. Ch. 137
 128. Ch. 138
 129. Ch. 139
 130. Ch. 140
 131. Ch. 141
 132. Ch. 142
 133. Ch. 143
 134. Ch. 144
 135. Ch. 145
 136. Ch. 146
 137. Ch. 147
 138. Ch. 148
 139. Ch. 149
 140. Ch. 150
 141. Ch. 151
 142. Ch. 152
 143. Ch. 153
 144. Ch. 154
 145. Ch. 155
 146. Ch. 156
 147. Ch. 157
 148. Ch. 158
 149. Ch. 159
 150. Ch. 160
 151. Ch. 161
 152. Ch. 162
 153. Ch. 163
 154. Ch. 164
 155. Ch. 165
 156. Ch. 166
 157. Ch. 167
 158. Ch. 168
 159. Ch. 169
 160. Ch. 170
 161. Ch. 171
 162. Ch. 172
 163. Ch. 173
 164. Ch. 174
 165. Ch. 175
 166. Ch. 176
 167. Ch. 177
 168. Ch. 178
 169. Ch. 179
 170. Ch. 180
 171. Ch. 181
 172. Ch. 182
 173. Ch. 183
 174. Ch. 184
 175. Ch. 185
 176. Ch. 186
 177. Ch. 187
 178. Ch. 188
 179. Ch. 189
 180. Ch. 190
 181. Ch. 191
 182. Ch. 192
 183. Ch. 193
 184. Ch. 194
 185. Ch. 195
 186. Ch. 196
 187. Ch. 197
 188. Ch. 198
 189. Ch. 199
 190. Ch. 200
 191. Ch. 201
 192. Ch. 202
 193. Ch. 203
 194. Ch. 204
 195. Ch. 205
 196. Ch. 206
 197. Ch. 207
 198. Ch. 208
 199. Ch. 209
 200. Ch. 210
 201. Ch. 211
 202. Ch. 212
 203. Ch. 213
 204. Ch. 214
 205.



CERTIFICATE OF AMENDMENT

Pursuant to Section 617.1007, Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Reflection Condominium Association, Inc., a Florida not for profit corporation, (1) were approved by the directors on March 18, 2024, and (2) the sole member of Reflection Condominium Association, Inc. on March 18, 2024.

Dated as of the 18th day of March, 2024.

WITNESSES:

Reflection Condominium Association, Inc., a
Florida not-for-profit corporation

Chris Hemmer
Print Name: Chris Hemmer

Angelo Cappell
Print Name: ANGELO CAPPELL

By: *Nicholas Hansen*
Nicholas Hansen, President
(Corporate Seal)

FILED
2024 MAR 25 PM 10:14
SECRETARY OF STATE
NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF PINELLAS

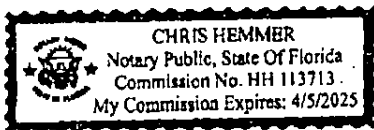
The foregoing instrument was acknowledged before me, by means of ☒ physical presence or ☐ online notarization, this 18th day of March, 2024, by Nicholas Hansen, as President of Reflection Condominium Association, Inc., a Florida not-for-profit corporation. He ☒ is personally known to me or ☐ has provided _____ as identification.

My Commission Expires:

(AFFIX NOTARY SEAL)

Chris Hemmer
(Signature)


Name: Chris Hemmer
(Legibly Printed or Typed)
Notary Public, State of Florida



HH 113713
(Commission Number, if any)

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for Reflection Condominium Association, Inc., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.


Nicholas Hansen