

18 JAN 29 AM 10:01

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Pointe Bocilla Property Owners' Association, Inc.

DOCUMENT NUMBER: N25638

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

Please return all correspondence concerning this matter to the following:

Ernest W. Sturges, Jr., Esq.

(Name of Contact Person)

Goldman, Tiseo & Sturges, P.A.

(Firm/ Company)

701 JC Center Court, Suite 3

(Address)

Port Charlotte Florida 33954

(City/ State and Zip Code)

esturges@gtslawfirm.com

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

For further information concerning this matter, please call:

Ernest W. Sturges, Jr., Esq.

941

625-6666

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  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RECORDING REQUESTED BY AND  
WHEN RECORDED RETURN TO:



Ernest W. Sturges, Jr., Esq.  
Goldman, Tiseo & Sturges, P.A.  
701 JC Center Court, Suite 3  
Port Charlotte, Florida 33954

**CERTIFICATE OF AMENDED AND RESTATED  
DECLARATION OF CONDOMINIUM  
ARTICLES OF INCORPORATION  
AND BYLAWS OF  
POINTE BOCILLA PROPERTY OWNERS' ASSOCIATION, INC.**

THIS CERTIFICATE is made to reflect and document an Amendment and Restatement of the Declaration of Condominium, Articles of Incorporation and Bylaws of Pointe Bocilla Property Owners' Association, Inc. The Declaration of Condominium, Articles of Incorporation and Bylaws of Pointe Bocilla Property Owners' Association, Inc. have been recorded in the Public Records of Charlotte County as follows:

<u>Instrument and Date</u>	<u>O.R. Book/Page(s)</u>
a. Declaration of Condominium of Pointe Bocilla, A Land Condominium Recorded: May 31, 1988	0978/0092 <i>et seq.</i>
b. Articles of Incorporation of Pointe Bocilla Property Owners' Association, Inc. Filed: March 28, 1988	File # N25638
c. Bylaws of Pointe Bocilla, A Land Condominium Dated: May 31, 1988	Unrecorded
d. Second Certificate of Amendment to Declaration of Pointe Bocilla, A Land Condominium Recorded: October 13, 1995	1426/1955 <i>et seq.</i>

The undersigned officers of the Board of Directors of Pointe Bocilla Property Owners' Association, Inc., a Florida not-for-profit corporation, hereby certify as follows:

1. The Declaration of Condominium, Articles of Incorporation and Bylaws of Pointe Bocilla Property Owners' Association, Inc. are hereby amended in accordance with Exhibit "1" attached hereto.

2. The Amendment and Restatement of the Declaration of Condominium of Pointe Bocilla Property Owners' Association, Inc. was proposed by a duly adopted resolution, and approved by a vote of a majority of the entire voting interests in the Association.

3. The Amendment and Restatement to the Articles of Incorporation of Pointe Bocilla Property Owners' Association, Inc. was proposed by a duly adopted resolution, and approved by a vote of a majority of the entire voting interests in the Association.

4. The Amendment and Restatement of the Bylaws of Pointe Bocilla Property Owners' Association, Inc. was proposed by a duly adopted resolution, and approved by a vote of a majority of the entire voting interests in the Association.

Executed this 7th day of January, 2018, at Placida, Florida.

POINTE BOCILLA PROPERTY OWNERS'  
ASSOCIATION, INC., a Florida not-for-profit  
corporation

By: Candyce Cohen  
Name: CANDYCE COHEN  
Its: President

STATE OF FLORIDA  
COUNTY OF Charlotte

The foregoing instrument was acknowledged -- before -- me -- this 7th day of January, 2018, by Candyce Cohen, who is personally known to me or produced me as identification.

SEAL



Deena R. Wolley  
NOTARY PUBLIC

Deena R. Wolley  
Printed name of notary

By: Carol P. Peterson  
Name: CAROL PETERSON  
Its: Secretary

STATE OF FLORIDA  
COUNTY OF Charlotte

The foregoing instrument was acknowledged ~~before me~~ this 7<sup>th</sup> day of January, 2018, by Carol Peterson, who is personally known to me or produced as identification.

Deena R Wolley  
NOTARY PUBLIC

SEAL



Deena R Wolley  
Printed name of notary

FILED

AMENDED AND RESTATED 18 JAN 29 AM 9:59  
ARTICLES OF INCORPORATION

OF

POINTE BOCILLA PROPERTY OWNERS' ASSOCIATION, INC.  
(A NOT-FOR-PROFIT FLORIDA CORPORATION)

These are the Amended and Restated Articles of Incorporation for Pointe Bocilla Property Owners' Association, Inc. originally filed with the Florida Department of State on March 23, 1988, under Chapter Number 718. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapter 617, Florida Statutes.

1. Name. The name of the corporation is POINTE BOCILLA PROPERTY OWNERS' ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Condominium as "Declaration," these Amended and Restated Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."
2. Purpose. The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of that certain land condominium located in Charlotte County, Florida, and known as Pointe Bocilla, a Land Condominium (the "Condominium").
3. Definitions. The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium recorded in the Public Records of Charlotte County,

Florida, unless herein provided to the contrary, or unless the context otherwise requires.

4. Powers. The powers of the Association shall include and be governed by the following powers:

4.1. General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles or of the Act.

4.2. Enumeration. The Association shall have all the powers and duties set forth in the Act except as limited by these Articles (as they may be amended from time to time), the Bylaws (as they may be amended from time to time), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as it may be amended from time to time including but not limited to the following:

4.2.1. To make and collect Assessments and other Charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

4.2.2. To buy, own, operate, lease, sell, and trade both real and personal property as may be necessary or convenient in the administration of the Condominium.

4.2.3. To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property and other property acquired or leased by the Association for use by Unit Owners.

- 4.2.4. To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, Directors, and members as Unit Owners.
- 4.2.5. To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety, and welfare of the Unit Owners.
- 4.2.6. To approve or disapprove the leasing, transfer, ownership, and possession of Units as may be provided by the Declaration.
- 4.2.7. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Condominium Property.
- 4.2.8. To contract for the management of the Condominium and any facilities used by the Unit Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific approval of the Board of Directors or the membership of the Association.
- 4.2.9. To employ personnel to perform the services required for proper operation of the Condominium.
- 4.2.10. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.



- 4.3. Condominium Property. All funds and titles of all properties acquired by the Association and their proceeds shall be held in trust for the members of the condominium in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the Bylaws.
- 4.4. Distribution of Income. The Association shall make no distribution of income to its members, Directors or officers.
5. Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.
6. Members. The members of the Association shall consist of all of the record Owners of Units in the Condominium, and after termination of the Condominium shall consist of those who were members at the time of the termination and their successors and assigns.
7. Assignment. The share 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 Unit for which that share is held.
8. Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

9. Meetings. The Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

10. Term of Existence. The Association shall have perpetual existence.

11. Officers. The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

12. Directors.

12.1. Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but which shall consist of three (3) or five (5) Directors. Directors must be members or the spouse of a member of the Association.

12.2. Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles, and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by Unit Owners when such approval is specifically required.

12.3. Election; Removal. Directors of the Association shall be elected at the annual meeting of 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.

13. Bylaws. The Bylaws of this Corporation may be made, amended, or repealed in the manner provided in the Bylaws.

14. Amendments. These Articles may be amended in the following manner:

14.1. Proposal of Amendments. An amendment may be proposed by a majority of Directors, or by ten percent (10%) of the entire voting interests.

14.2. Proposed Amendment Format. Proposals to amend existing Articles of Incorporation shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be lined through with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER                      FOR PRESENT TEXT."

14.3. Notice. Copies of proposed amendments shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.

14.4. Adoption of Amendments. A resolution for the adoption of a proposed amendment may be adopted by a majority (51%) of the

voting interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present, or by the written agreement of a majority (51%) of the entire voting interests. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for Association membership vote.

14.5. Effective Date. An amendment when adopted shall become effective after being recorded in the Charlotte County Public Records according to law and filed with the Secretary of State according to law.

14.6. Automatic Amendment. These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Declaration of Condominium. Whenever Chapter 718, Florida Statutes Chapter 617, Florida Statutes or other applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than set forth in these Articles, the Board may operate the Association pursuant to the less stringent requirements. The Board of Directors without a vote of the Owners, may adopt by majority vote, amendments to these Articles of Incorporation as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607, 617, and 718 of the Florida Statutes, or such other statutes or administrative regulations as required for the operation of the Association, all as amended from time to time.

14.7. Proviso for Extraordinary Amendments. Provided, however, that no amendment shall change the configuration or size of any condominium Unit in any material fashion; materially alter or modify the appurtenances to a unit; or materially and adversely affect the property rights of unit owners; the common elements or the sharing of common expenses; or change the percentages of ownership of share in the Common Elements appurtenant to it, or increase the Owner's share of the Common Expenses, unless the record Owner of the Unit concerned and all record Owners of the mortgages on such Unit shall join in the execution of the amendment, and all other Unit Owners approve the amendment.

15. Registered Office Address and Name of Registered Agent. The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 7th day of January, 2018.

Witnesses:

Larry P. Pitterson  
Linda Lavalley

Cardyce Cohen

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

BEFORE ME, the undersigned Notary Public authorized in the State and County aforesaid, personally appeared, Cardyce Cohen, known to me and known to be the person who executed the foregoing Amended and Restated Articles of Incorporation.

WITNESS my hand and official seal in the State and County aforesaid this 7th day of January, 2018.

Deena R. Wolley

