

N27169

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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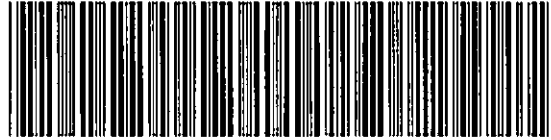
AUTHORIZATION BY PHONE TO

CORRECT Remove "2017"

DATE 6/20/18

INC. EXAM cf

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FILED
2018 JUN 18 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. GOLDEN

JUN 20 2018

Kevin L. Edwards, Esq.
Shareholder
Phone: (941) 366-8826 Fax: (941) 907-0080
kedwards@beckerlawyers.com

Becker

Becker & Poliakoff
6230 University Parkway
Suite 204
Sarasota, Florida 34240

June 14, 2018

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

Re: Articles of Amended and Restated Articles of Incorporation
Seville at Center Gate Homeowners Association, Inc. / Document Number N27169
Client/Matter No. S11909-238096

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Amended and Restated Articles of Incorporation for the above-referenced Association. A check for \$35.00 is also enclosed for the filing fee.

Please file and return the filed copy to my attention. A self-addressed stamped envelope is enclosed for your convenience.

Please feel free to call me should you have any questions regarding this matter.

Sincerely,



KEVIN L. EDWARDS
For the Firm

KLE/lv

Enclosures (as stated)

ACTIVE: S11909/238096/11019867_1

FILED
2018 JUN 18 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Seville at Center Gate Homeowners' Association, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 21st day of October 2017.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:
(TWO)

Skylar M. Stacy
Signature

Skylar M. Stacy
Printed Name

Penny S. Dell'Armi
Signature

Penny S. Dell'Armi
Printed Name

SEVILLE AT CENTER GATE HOMEOWNERS'
ASSOCIATION, INC.

BY:

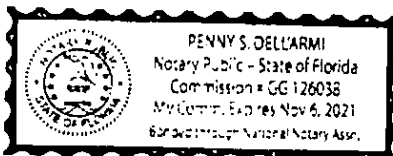
Steven L. Rose
Steven L. Rose, President

Date: 6-6-18

(CORPORATE SEAL)

STATE OF FLORIDA)
) SS:
COUNTY OF Sarasota)

The foregoing instrument was acknowledged before me this 6th day of June 2018, by Steven L. Rose as President of Seville at Center Gate Homeowners' Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) _____ as identification.



Penny S. Dell'Armi
Notary Public

Penny S. Dell'Armi
Printed Name

My commission expires: Nov. 6, 2021

ACTIVE: 10884629_1

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SEVILLE AT CENTER GATE HOMEOWNERS' ASSOCIATION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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SUBSTANTIAL RE-WORDING. PLEASE SEE EXISTING ARTICLES FOR CURRENT TEXT.

ARTICLE I
NAME OF THE ASSOCIATION AND MAILING ADDRESS

The name of this corporation is Seville at Center Gate Homeowners' Association, Inc., hereinafter referred to as the "Association." The address of the Association is 310 Pearl Avenue, Sarasota, Florida 34243. The Directors of the Association may change the location of the principal office or mailing address from time to time.

ARTICLE II
PURPOSE

The purpose for which the Association is organized is to provide an entity for the operation, maintenance and management of the Association's affairs and property in accordance with the Declaration of Covenants, Conditions and Restrictions and Chapters 617 and 720, respectively, Florida Statutes (2017), as the same may be amended from time to time.

ARTICLE III
POWERS AND DUTIES

The Association shall have all of the powers, duties and privileges granted to a corporation not for profit under the laws of the State of Florida, including those described in Chapter 720, Florida Statutes (2017), and those additional powers specifically identified in the Declaration of Covenants, Conditions and Restrictions ("Declaration") and Bylaws, all as the same may be amended from time to time.

ARTICLE IV
MEMBERS

The qualification of the Members, the manner of their admission to membership and termination of such membership, and voting by Members shall be as set forth in the Declaration and Bylaws.

ARTICLE V DIRECTORS

A Board of Directors shall manage the affairs of the Association. The number, qualifications, method of election, and powers of the Board of Directors shall be as set forth in the Bylaws.

ARTICLE VI OFFICERS

The officers designated in the Bylaws shall administer the affairs of the Association. 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.

ARTICLE VII BYLAWS

The Bylaws may be altered, amended, or rescinded by the Members in the manner provided by such Bylaws.

ARTICLE VIII INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. **Indemnity.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer, agent or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement and actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor 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 (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings 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.

2. **Additional Indemnification.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, agreement, vote of a majority of the Voting Interests of the 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.

3. **Insurance.** The Association shall purchase and maintain insurance on behalf of any person who controls or disburses funds of the Association. The insurance policy or fidelity bond must cover the maximum funds that will be in the custody of the Association or its management agent at any one time.

ARTICLE IX AMENDMENTS

These Articles of Incorporation may be altered, amended, or repealed as provided in this Article IX. Notice of the subject matter of a proposed amendment, and a copy of the proposed amendment, shall be included in the notice of any meeting at which a proposed amendment will be considered.

1. **Proposal.** An amendment may be proposed either by a majority of the Board of Directors or by not less than fifteen percent (15%) of the entire Voting Interests of the Association.

2. **Adoption.** To be adopted, a resolution must be approved by not less than a majority of the Board of Directors and a majority of the entire membership of the Association. 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.

3. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Sarasota County, Florida.

ARTICLE X EXISTENCE

The Association shall exist perpetually unless dissolved according to law.

ARTICLE XI RESIDENT AGENT

The Association has appointed Dellcor Management, Inc., 310 Pearl Avenue, Sarasota FL 34243 as its registered office and registered agent. The Board may change the registered agent and registered office from time to time as permitted by law.