

N29311

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FILED
2013 APR 18 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR
4/22/13

00789
** 01048, 00547, 00544, 00671*

COVER LETTER

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

SUBJECT: ISLAND PARK VILLAGE SECTION V, PART 2, CONDOMINIUM ASSOCIATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Susan M. McLaughlin
Name (Printed or typed)

1833 Hendry Street
Address

Fort Myers, FL 33901
City, State & Zip

239-334-2195
Daytime Telephone number

susanmclaughlin@paveselaw.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

13 APR 18 AM 8:06

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

April 5, 2013

Susan M. McLaughlin
1833 Hendry Street
Ft. Myers, FL 33901

SUBJECT: ISLAND PARK VILLAGE SECTION V, PART 2, CONDOMINIUM
ASSOCIATION, INC.
Ref. Number: N29311

We have received your document for ISLAND PARK VILLAGE SECTION V, PART 2, CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and title of the person signing the document must be noted beneath or opposite the signature.

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
Regulatory Specialist II

Letter Number: 313A00008110

FILED

2013 APR 18 PM 3:09

NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION.
FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ISLAND PARK VILLAGE SECTION V, PART 2,
CONDOMINIUM ASSOCIATION, INC.**

Island Park Village Section V, Part 2, Condominium Association, Inc., a Florida corporation not-for-profit, was originally incorporated under the same name on November 16, 1988. The original Articles of Incorporation were recorded as an Exhibit to the original Declaration of Condominium of Island Park Village Section V, Part 2, a Condominium, recorded on March 22, 1989 in Official Records Book 2057, Page 3504, *et seq.*, of the Public Records of Lee County, Florida, and are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.0201(4), Florida Statutes, and there is no discrepancy between the corporation's original Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles of Incorporation, other than the inclusion of amendments adopted pursuant to Section 617.0201(4), Florida Statutes, and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Island Park Village Section V, Part 2, Condominium Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME. The name of the corporation is Island Park Village Section V, Part 2, Condominium Association, Inc., (hereinafter "Association"), and its address is currently c/o Sentry Management, Inc., 2180 West State Road 434, Suite 5000, Longwood, Florida 32779-5044. The principal address of the Association may be changed from time to time at the discretion of the Board of Directors without the necessity of amending these Articles of Incorporation.

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 Island Park Village Section V, Part 2, 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 earnings 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, except as expressly limited or modified by these Amended and Restated Articles of Incorporation (hereinafter "Articles"), the Amended and Restated Declaration of Condominium (hereinafter "Declaration"), the Amended and Restated Bylaws (hereinafter "Bylaws"), or the Florida Condominium Act; and it shall have all the powers and duties reasonably necessary to operate the Condominium pursuant to said Declaration, as it 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 loss, and to make further improvements of the Condominium property.
- (E) To make, amend, and enforce reasonable rules and regulations governing the use of the Units and common elements, and the operation of the Association.
- (F) To approve or disapprove the transfer, leasing, and occupancy of Units, as provided in the Declaration.
- (G) To enforce the provisions of the Condominium Act, the Declaration, these Articles, the Bylaws, and any Rules and Regulations of the Association, and to assess fines and impose suspensions of use and voting rights.
- (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 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.

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, these Articles, and the Bylaws.

ARTICLE III

MEMBERSHIP.

- (A) The members of the Association shall be the record owners of 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 not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

(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.

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 (1/4) of the voting interest 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 interest.

(D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy 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 Director, Officer or committee member who was or is a party to, 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 service as a Director, Officer, or committee member of the Association, against expenses (including attorney fees and appellate attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding, unless: (1) a Court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued, that such person did not act in good faith or in a manner they 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 the person had reasonable cause to believe such conduct was unlawful, and (2) 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 that they 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 their 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 Directors, Officers, and committee members as permitted by Florida law.

(B) Advances. The Association shall pay any expenses described above upon presentation by the affected Director, Officer, or committee member, as they accrue and in advance of the final disposition of such action, suit, or proceeding, and shall then seek repayment of such amounts if it shall ultimately be determined that the Director, Officer, or committee member is not entitled to be indemnified by the Association.

(C) Miscellaneous. The indemnification provided herein may not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote 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.

(D) 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.

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

PREPARED BY:
Susan M. McLaughlin, Esq.
Payese Law Firm
1833 Hendry Street
Fort Myers, FL 33901

CERTIFICATE OF AMENDMENT OF
THE DECLARATION OF CONDOMINIUM OF
ISLAND PARK VILLAGE, SECTION V, PART 2, A CONDOMINIUM

THE UNDERSIGNED, being the President and Secretary for ISLAND PARK VILLAGE, SECTION V, PART 2, CONDOMINIUM ASSOCIATION, INC., a Florida non-profit corporation, do hereby certify that the attached Amendments to the Declaration of Condominium of Island Park Village, Section V, Part 2, a Condominium, as originally recorded in Official Records Book 2057, Page 3504, et seq., of the Public Records of Lee County, Florida, was duly approved, adopted and enacted by the affirmative vote of the proper percentage of voting interests in the Association at a members meeting called for that purpose at which a quorum was present held on the 21st day of February, 2013.

Dated this 26 day of February, 2013.

WITNESSES:

(Sign) M. Edwards
(Print) Mindy Edwards

ISLAND PARK VILLAGE, SECTION V, PART 2,
CONDOMINIUM ASSOCIATION, INC.

(Sign) Kim Corradino
(Print) Kim Corradino

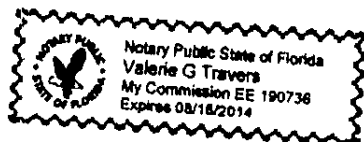
By: Joseph H. Barker
President of the Association
JOSEPH H. BARKER
(Printed Name)

STATE OF FLORIDA
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 26th day of February, 2013, by Joseph Barker, as President of Island Park Village, Section V, Part 2, Condominium Association, Inc., a Florida non-profit corporation, on behalf of said corporation. Said person is personally known to me or has produced as identification and did take an oath.

SEAL

NOTARY PUBLIC:



Valerie G. Travers
STATE OF FLORIDA
My Commission Expires: 8/16/2014

WITNESSES:

(Sign) [Signature]
(Print) NICHOLAS L. MITCHELL

ISLAND PARK VILLAGE, SECTION V, PART 2,
CONDOMINIUM ASSOCIATION, INC.

(Sign) [Signature]
(Print) MINDY EDWARDS

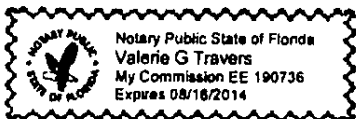
By: [Signature]
Secretary of the Association
Virginia A. Howley
(Printed Name)

STATE OF FLORIDA
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 26th day of February, 2013, by Virginia Howley, as Secretary of Island Park Village, Section V, Part 2, Condominium Association, Inc., a Florida non-profit corporation, on behalf of said corporation. Said person is personally known to me or has produced as identification and did take an oath.

SEAL

NOTARY PUBLIC:



[Signature]
STATE OF FLORIDA
My Commission Expires: 8/16/2014