

N29333

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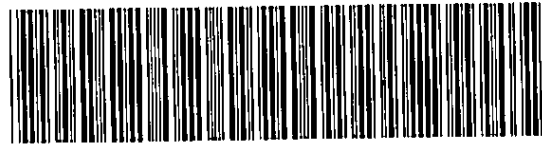
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2019 FEB 19 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

2019 FEB 19 PM 4:46

NAME OF CORPORATION: VILLAS OF MARINER'S COVE CONDOMINIUM ASSOCIATION, INC.

SECRETARY B. STATE
TALLAHASSEE, FLORIDA

DOCUMENT NUMBER: N29333

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

Please return all correspondence concerning this matter to the following:

Christopher J. Shields

(Name of Contact Person)

Pavese Law Firm

(Firm/ Company)

1833 Hendry Street

(Address)

Fort Myers, FL 33901

(City/ State and Zip Code)

cjs@paveselaw.com

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

For further information concerning this matter, please call:

Christopher J. Shields

239

336-6245

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 type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
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

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
VILLAS OF MARINER'S COVE CONDOMINIUM ASSOCIATION, INC.

2019 FEB 19 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name of Corporation: VILLAS OF MARINER'S COVE CONDOMINIUM ASSOCIATION, INC.

Document Number: N29333

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida Not-For-Profit Corporation adopts the following amendment(s) to its Articles of Incorporation (otherwise, all other provisions shall remain the same):

Amendment Adopted:

Language to be added is underlined. Language to be deleted is ~~struck through~~.

SEE ATTACHED AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR VILLAS OF MARINER'S COVE CONDOMINIUM ASSOCIATION, INC.

The date of Adoption of the Amendment(s) was: December 12, 2018

Adoption of Amendment(s) (check one):

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment was 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.

Signed this 4TH day of JANUARY, 2019.

Sign: [Signature]

- By the Chairman or Vice Chairman of the Board, President, or other Officer.
- If Directors have not been selected, then by an Incorporator.
- If in the hands of a Receiver, Trustee, or other Court appointed fiduciary, then that fiduciary

Print: LEONARD J. KRAUSS

Title: PRESIDENT

EXHIBIT "B"

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF VILLAS OF MARINER'S COVE CONDOMINIUM ASSOCIATION, INC.

These are the Amended and Restated Articles of Incorporation of Villas of Mariner's Cove Condominium Association, Inc. The original Articles of Incorporation were filed with the Florida Department of State on November 17, 1988, under Document Number N29333.

For historical reference, the street address of the initial principal office and the initial mailing address was 1780 Deborah Drive #3, Punta Gorda, FL 33950. The names of the original incorporators were Edmond Adriaens, Sieglinde D. Boettcher and Edward Wotitsky. The street address of the initial registered office was 1780 Deborah Drive #3, Punta Gorda, FL 33950 and the name of the initial registered agent was Sieglinde D. Boettcher. The address of the current registered agent is Star Hospitality Management, 26530 Mallard Way, Punta Gorda, FL 33950. The Board of Directors may, from time to time, change the designation of the principal office, the mailing address of the corporation, the registered office and the registered agent, in the manner provided by law.

1. Name. The name of the corporation continues to be Villas of Mariner's Cove Condominium Association, Inc. (the "**Association**").
2. Definitions. The definitions set forth in the Second Amended and Restated Declaration of Condominium for Villas of Mariner's Cove, as amended from time to time (the "Declaration") and the Act shall apply to terms used in these Amended and Restated Articles.
3. Term of Existence. The Association shall have perpetual existence.
4. 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 the Condominium to be developed on property located in Charlotte County, Florida within the residential project known as Villas of Mariner's Cove. The Association is organized to provide a means of administering the Condominium. The Unit Owners of the Condominium shall automatically be members ("**Members**") of the Association.
5. Powers and Duties. The powers of the Association shall include and be governed by the following:
 - 5.1. 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 Amended and Restated Articles, the Declaration, the Bylaws, or as they may have been subsequently amended or the Act.

5.2. Enumeration. Without limiting the foregoing, the Association shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the Bylaws including, but not limited to, the following:

5.2.1. Assessments and Special Assessments. To make and collect Assessments, Special Assessments and other charges from Unit Owners as provided in the Declaration. and to use the proceeds thereof in the exercise of its powers and duties.

5.2.2. Real and Personal Property. To buy, own, operate, lease, sell, trade and mortgage both real and personal property as may be necessary or convenient in the administration of the Condominium, and to maintain, repair, replace, reconstruct, add to and operate any Condominium Property, and other property acquired or leased by the Association for use by Unit Owners in the Condominium.

5.2.3. Insurance. To purchase insurance upon any Condominium Property and insurance for the protection of the Association, its officers, directors and Unit Owners of the Condominium. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was 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 Article 12.

5.2.4. Rules and Regulations. To make and amend reasonable rules and regulations (the "**Rules and Regulations**") for the maintenance, conservation and use of any Condominium Property and for the health, comfort and welfare of the Unit Owners in the Condominium.

5.2.5. Enforcement. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations.

5.2.6. Management and Employees. To employ personnel, retain independent contractors, managers, and professional personnel; enter into any supply or service contracts; and contract for the management of the Condominium and, in connection therewith, to delegate powers and duties of the Association to the extent and in the manner permitted by the Declaration, the Bylaws, and the Act.

5.2.7. Approval of Transfers. Approve or disapprove the leasing, transfer, ownership, and possession of Units as may be provided by the Declaration.

6. Unit Owners and Membership.

6.1. Membership. The Members of the Association shall consist of all of the record owners of Units in the Condominium from time to time. There are a total of twenty-five (25) units.

6.2. Assignment. The share of a Unit Owner 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. The funds and assets of the Association shall be expended, held or used only for the benefit of the Unit Owners and for the purposes authorized herein, in the Declaration, and in the Bylaws.

6.3. Voting. On all matters upon which the Unit Owners shall be entitled to vote, there shall be only one (1) vote for each Unit, which vote shall be exercised or cast in the manner provided by the Bylaws. Any person or entity owning more than one (1) Unit shall be entitled to one (1) vote for each Unit owned.

6.4. Prior to Recordation of Declaration. Until such time as the real property comprising the Condominium, and the improvements now and/or to be constructed thereon, are submitted to the condominium form of ownership by recordation of the Declaration in the Public Records of Charlotte County, Florida, the membership of the Association (the "Membership") shall be comprised of the Directors of the Association, each of whom shall be entitled to cast a vote on all matters upon which the Membership would be entitled to vote.

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

8. Directors.

8.1. Number and Qualification. The property, business and affairs of the Association shall be managed by a Board of Directors (the "Board") consisting of five (5) directors, but subject to change as provided by the Bylaws. All directors must be Unit Owners, unless otherwise required by law or required by the Bylaws.

8.2. 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, its agents, contractors and/or employees, subject only to approval by Unit Owners when such approval is specifically required by the Declaration or the Act.

8.3. Election; Removal. Directors shall be appointed, elected, and removed as provided in the Bylaws.

8.4. Current Directors. The names and addresses of the members of the current Board who shall hold office until their successors are appointed and/or elected, are as follows:

David Commens
26530 Mallard Way
Punta Gorda, FL 33950

Leonard Krauss
26530 Mallard Way
Punta Gorda, FL 33950

Carleton Haswell
26530 Mallard Way
Punta Gorda, FL 33950

Lynne Pallarino
26530 Mallard Way
Punta Gorda, FL 33950

George Buckingham
26530 Mallard Way
Punta Gorda, FL 33950

9. Officers. The affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board and shall serve at the pleasure of the Board. The names and addresses of the current officers who shall serve until their successors are designated by the Board are as follows:

PRESIDENT: Leonard Krauss
26530 Mallard Way
Punta Gorda, FL 33950

VICE PRESIDENT: George Buckingham
26530 Mallard Way
Punta Gorda, FL 33950

SECRETARY: Lynne Pallarino
26530 Mallard Way
Punta Gorda, FL 33950

TREASURER: Carleton Haswell
26530 Mallard Way
Punta Gorda, FL 33950

10. Indemnification.

10.1. 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 proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, employee, officer, or agent of the Association, against expenses (including reasonable attorneys' fees and paraprofessional fees at trial and upon appeal), judgments, fines

and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceedings, if he acted in good faith and 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, has no reasonable cause to believe his conduct was unlawful.

10.2. Limitations on Indemnification. Notwithstanding the foregoing, no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have adjudged to be liable for gross negligence or intentional misconduct in the performance of his duties to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

10.3. Effect of Termination of Action. 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 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.

10.4. Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and paraprofessional fees at trial and upon appeal) actually and reasonably incurred by him in connection therewith.

10.5. Approval. Any indemnification under Section 10.1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Section 10.1 above. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the voting interests of the Unit Owners.

10.6. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board in any specific case upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount until such time it shall ultimately be determined that he was not entitled to be indemnified by the Association as authorized in this Article 10.

10.7. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Bylaws, agreement, vote of Unit Owners or otherwise, and shall continue as to a person who has

ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

11. Bylaws. The first Bylaws of the Association were previously adopted by the Board and may be altered, amended or rescinded by the Board, Unit Owners, as provided in the Bylaws.

12. Amendments. Amendments to these Articles shall be proposed and adopted in the following manner:

12.1. Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

12.2. Proposal. A resolution for the adoption of a proposed amendment may be proposed by the affirmative vote of at least two-thirds (2/3) of the voting interests present and voting, in person or by proxy, at any regular or special meeting of the Members of the Association.

12.3. Approval. An amendment shall be approved once it is approved:

12.3.1. The affirmative vote of at least two-thirds (2/3) of the voting interests present and voting, in person or by proxy, at any regular or special meeting of the Members of the Association.

12.4. Limitation. Notwithstanding the foregoing, no amendment shall be made that is in conflict with the Act, the Declaration, or the Bylaws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers, or options herein provided in favor of or reserved to the Developer herein or in the Declaration unless the Developer shall join in the execution of the amendment.

12.5. Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Charlotte County, Florida.

For the purpose of forming this Association under the Laws of the State of Florida, the undersigned, being the PRESIDENT of this Association, has executed these Amended and Restated Articles of Incorporation as of the 12TH day of DECEMBER, 2018

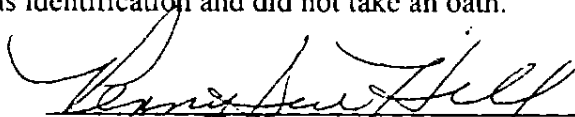


LEONARD I. KRAUSS

STATE OF FLORIDA)

COUNTY OF CHARLOTTE)

The foregoing instrument was acknowledged before me this 12 day of December, 2018 by Leonard I Krauss, President of Villas of Mariner's Cove Condominium Association, Inc., a non-profit Florida corporation, on behalf of the corporation. He/she is personally known to me or who has produced _____ as identification and did not take an oath.


NOTARY PUBLIC