

N30738

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

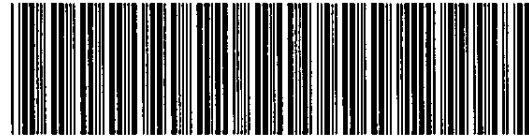
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000250306100

000250306100
04/23/13--01006--018 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 AUG 27 PM 3:45

AUG 28 2013
T. BROWN



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 7, 2013

HAMILTON MIKES
9130 GALLERIA COURT STE 330
NAPLES, FL 34109

SUBJECT: AMBERLY VILLAGE I ASSOCIATION, INC.
Ref. Number: N30738

We have received your document for AMBERLY VILLAGE I ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation of Amberly Village I Association, Inc.. The new name of the corporation should only be under Article I on the amendment.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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.

Teresa Brown
Regulatory Specialist II

Letter Number: 813A00018958

AMENDED AND RESTATED ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following amendments to its Articles of Incorporation.

- A. The name of the corporation is Amberly Village I Association, Inc. (n.k.a Amberly Village Association, Inc.).
- B. The attached Amended and Restated Articles of Incorporation were adopted by the membership.
- C. The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 28th day of March, 2013.
- D. The number of votes cast were sufficient for approval.

Dated this 8TH day of MAY, 2013.

Witnesses:

AMBERLY VILLAGE ASSOCIATION, INC. (f.k.a.
Amberly Village I Association, Inc.)

By: Jaqueline Resop

By: Jason Hamilton Mikes, JD, MBA
Association Attorney and Agent

By: Cristina Monsalve

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed before me this 8th day of May, 2013, by Jason Hamilton Mikes, JD, MBA, Association Attorney and Agent, who is personally known to me or has produced _____ as identification.



By: Cristina Monsalve
NOTARY PUBLIC

EXHIBIT C

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

AMBERLY VILLAGE I ASSOCIATION, INC.

NOTE: SUBSTANTIAL REWORDING OF ARTICLES. REFER TO EXISTING ARTICLES OF INCORPORATION FOR PRESENT TEXT.

Table of Contents

1	Name.....	2
2	Purpose.....	2
3	Definitions.....	2
4	Powers.....	2
	4.1 General.....	2
	4.2 Enumeration.....	2
	4.3 Condominium Property.....	3
	4.4 Distribution of income.....	3
	4.5 Limitation.....	4
5	Members.....	4
	5.1 Assignment.....	4
	5.2 Voting.....	4
	5.3 Meetings.....	4
6	Term of Existence.....	4
7	Officers.....	4
8	Directors.....	5
	8.1 Number and Qualification.....	5
	8.2 Duties and Powers.....	5
	8.3 Election; Removal.....	5
9	Bylaws.....	5
10	Amendments.....	5
	10.1 Proposal of Amendments.....	5
	10.2 Proposed Amendment Format.....	5
	10.3 Notice.....	6
	10.4 Adoption of Amendments.....	6
	10.5 Effective Date.....	6
	10.6 Proviso.....	6
11	Registered Office Address and Name of Registered Agent.....	6

Amended and Restated Articles of Incorporation

of

Amberly Village I Association, Inc.

These are the Amended and Restated Articles of Incorporation for Amberly Village Association, Inc. originally filed with the Florida Department of State the 16th day of February, 1989, under Document Number N30738. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapter 617, Florida Statutes (2012).

1 Name.

The name of the corporation is Amberly Village Association, Inc.

2 Purpose.

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of the certain condominiums located in Collier County, Florida and known as Amberly Village I, a Condominium, and Amberly Village II, a Condominium.

3 Definitions.

The terms used in these Articles of Incorporation shall have the same definitions as those set forth in the Declaration and the Condominium Act, unless herein provided to the contrary, or unless the context otherwise requires.

4 Powers.

The powers of the Association shall include the following;

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 the Declaration, 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 the Declaration, these Articles, and the Bylaws (all as amended from time to time), and all of the powers and duties reasonably necessary to operate the Condominium including but not limited to the power:

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.

4.2.4 To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its Officers, Directors, Committee Members, 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, mortgaging, 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 of the Association.

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 To make contracts and incur liabilities, borrow money at such rates of interest as the Board 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, including but not limited to Assessments.

4.3 Condominium Property.

All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Act, the Declaration, these Articles and the Bylaws.

4.4 Distribution of income.

The Association shall make no distribution of income to its Members, Directors or Officers.

4.5 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.

5 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.

5.1 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.

5.2 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 Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned. Those Members whose voting rights are suspended pursuant to the terms of the Condominium Documents and/or Florida Law shall not be entitled to cast the vote assigned to the Unit for which the suspension was levied during the period of suspension.

5.3 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.

6 Term of Existence.

The Association shall have perpetual existence.

7 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.

8 Directors.

8.1 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 not less than three (3) Directors.

8.2 Duties and Powers.

All of the duties and powers of the Association existing under the Act, the Declaration, these Articles, the Bylaws and the Rules and Regulations (all as amended from time to time) shall be exercised exclusively by the Board of Directors, subject only to approval by Unit Owners when such approval is specifically required.

8.3 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.

9 Bylaws.

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

10 Amendments.

These Articles may be amended in the following manner:

10.1 Proposal of Amendments.

An amendment may be proposed by the President of the Association, a majority of the Directors, or by twenty-five percent (25%) of the entire Voting Interests.

10.2 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."

10.3 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.

10.4 Adoption of Amendments.

A resolution for the adoption of a proposed amendment may be adopted by a vote of two-thirds (2/3rds) of the Voting Interests of the Association present (in person or by proxy) and voting at a duly-called and properly-noticed meeting at which a quorum is present, or by the written agreement of two-thirds (2/3rds) 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.

10.5 Effective Date.

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

10.6 Proviso.

Provided, however, that no amendment shall change the configuration of any Unit or the share in the Common Elements appurtenant to it, or increase the Owner's proportionate 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.

11 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.