

731959

(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



100318197321

09/13/18--01007--001 *\$35.00

FILED

2018 SEP 13 P 12:47

STATE OF CALIFORNIA
TALLAHASSEE, FLORIDA

SEP 18 2018

Kevin L. Edwards, Esq.
Shareholder
Board Certified Specialist, Condominium and
Planned Development Law
Phone: (941) 366-8826 Fax: (941) 907-0080
kedwards@beckerlawyers.com

Becker

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

September 11, 2018

Via U.S. Mail

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

Re: **Articles of 2018 Amended Articles of Incorporation**
Sanctuary II at Longboat Key Club Condominium Association, Inc.
Client/Matter No. S06739-221488

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of 2018 Amended 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/iv
Enclosures

ACTIVE 11934523_1

ARTICLES OF 2018 AMENDED 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 Sanctuary II at Longboat Key Club Condominium Association, Inc.

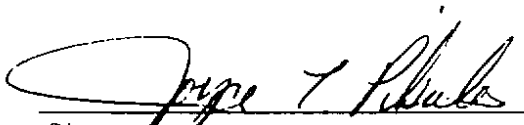
SECOND: The attached 2018 Amended Articles of Incorporation were adopted by the membership.

THIRD: The attached 2018 Amended Articles of Incorporation were adopted by the required vote of the members on the 25th day of April, 2018.

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


WITNESSES:
(TWO)

SANCTUARY II AT LONGBOAT KEY
CONDOMINIUM ASSOCIATION, INC.

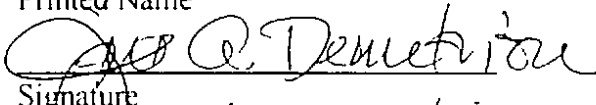

Signature

Joyce L. Pikulas
Printed Name

BY:


Ted Simon, President

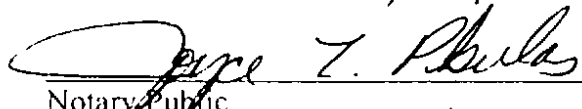
Date: August 7, 2018
(CORPORATE SEAL)


Signature
Nick A. Demetrisou
Printed Name

STATE OF ~~FLORIDA~~)
Michigan) SS:
COUNTY OF Oakland)

The foregoing instrument was acknowledged before me this 7 day of August 2018, by Ted Simon as President of Sanctuary II at Longboat Key Club Condominium Association, Inc., a Florida Corporation, on behalf of the corporation. He/She is personally known to me or has produced (type of identification) personally known as identification.

JOYCE L. PIKULAS
NOTARY PUBLIC, STATE OF MI
COUNTY OF OAKLAND
MY COMMISSION EXPIRES Feb 11, 2021
ACTING IN COUNTY OF Oakland


Notary Public
Joyce L. Pikulas
Printed Name
My commission expires: 2-11-2021

FILED
2018 SEP 13 P 12:47
CLERK OF CIRCUIT COURT
SARASOTA COUNTY, FLORIDA

**AMENDED
ARTICLES OF INCORPORATION
of
SANCTUARY II AT LONGBOAT KEY CLUB
CONDOMINIUM ASSOCIATION, INC.**

These are the 2018 Amended Articles of Incorporation for Sanctuary II at Longboat Key Club Condominium Association, Inc. originally filed with the Florida Department of State on April 26, 1989, under Document Number N31959.

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is SANCTUARY II AT LONGBOAT KEY CLUB CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the Association. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Condominium as "Declaration," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

**ARTICLE II
PURPOSE**

The purpose for which the Association is organized is to provide an entity for the operation and management of the affairs and property of the Condominium known as SANCTUARY II AT LONGBOAT KEY CLUB ("SANCTUARY II AT LONGBOAT KEY CLUB") located in the County of Sarasota Florida, in accordance with the Declaration of Condominium and the Condominium Act, Chapter 718, Florida Statutes (2018), as the same may be amended from time to time.

**ARTICLE III
POWERS AND DUTIES**

The Association shall have all of the powers and duties described in the Florida Condominium Act (2018) and statutory powers of a Florida corporation not for profit and the powers specifically identified in the Declaration and Bylaws, all as the same may be amended from time to time.

**ARTICLE IV
MEMBERS**

All persons owning a vested present interest in the fee title to any of the condominium units of SANCTUARY II AT LONGBOAT KEY CLUB as evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be members and after

termination of the Condominium shall consist of those who were members at the time of the termination and their successors and assigns. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates

After the Association approves of a conveyance of a Condominium Unit as provided in the Declaration, the change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a certified copy of a deed or other instrument of conveyance.

ARTICLE V VOTING RIGHTS

Each Condominium Unit shall be entitled to one vote at Association meetings, notwithstanding that the same owner may own more than one unit or that units may be joined together and occupied by one owner. Such 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.

ARTICLE VI INCOME DISTRIBUTION

No part of the income of this corporation shall be distributable to its members, except as compensation for services rendered.

ARTICLE VII EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VIII REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be at 537 Sanctuary Drive, Longboat Key, Florida, and the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

ARTICLE IX NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) or more than nine (9) persons, as determined by the members

in accordance with the Bylaws.

ARTICLE X 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.

ARTICLE XI INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. **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 or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement 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.

B. **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 paragraph A above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. **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 proceedings upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that

he is entitled to be indemnified by the Association as authorized in this Article XI.

D. **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 any by-law, agreement, vote of members 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.

E. **Insurance.** 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 the Association, or is or was serving, at the request of the Association, as 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.

F. **Amendment.** Anything to the contrary herein notwithstanding, the provisions of this Article XI may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XIII BYLAWS

The first bylaws of the Association shall be adopted by the Board of Directors and may thereafter be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XV AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the corporation and all rights conferred upon the members herein are granted subject to this reservation.

ACTIVE 11039986_1