

N 32283

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

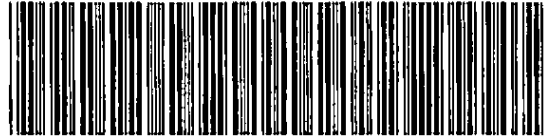
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S TALLENT

APR 06 2018

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2018

Amended  
Registered



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 27, 2018

ERNEST W. STURGES, JR. ESQ.  
GOLDMAN, TISEO & STURGES, P.A.  
701 JC CENTER COURT, SUITE 3  
PORT CHARLOTTE, FL 33954

SUBJECT: CLUB VILLAS I PROPERTY OWNERS' ASSOCIATION, INC.  
Ref. Number: N32283

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must state that there are no members or members entitled to vote.

The date of adoption of each amendment must be included in the document.

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.

Susan Tallent  
Regulatory Specialist II

Letter Number: 418A00006088

Rec 4/6/18



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 22, 2018

ERNEST W. STURGES, JR., ESQ.  
GOLDMAN, TISEO & STURGES, P.A.  
701 JC CENTER COURT, SUITE 3  
PROT CHARLOTTE, FL 33954

SUBJECT: CLUB VILLAS I PROPERTY OWNERS' ASSOCIATION, INC.  
Ref. Number: N32283

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

BYLAWS ARE NOT FILED WITH THIS OFFICE. PLEASE REMOVE ANY MENTION OF BYLAWS THROUGHOUT THE DOCUMENT, EXCEPT FOR ITEM # 13.

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.

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.

Susan Tallent  
Regulatory Specialist II

Letter Number: 918A00001309

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18 MAR 26 PM 2:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE-SUBMITTAL

3-22-18

4-2-18

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: CLUB VILLAS I PROPERT OWNERS' ASSOCIATION, INC.

DOCUMENT NUMBER: N32283

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

Please return all correspondence concerning this matter to the following:

Ernest W. Sturges, Jr., Esq.

(Name of Contact Person)

Goldman, Tisco & Sturges, P.A.

(Firm/ Company)

701 JC Center Court, Suite 3

(Address)

Port Charlotte Florida 33954

(City/ State and Zip Code)

esturges@gtslawfirm.com

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

For further information concerning this matter, please call:

Ernest W. Sturges, Jr., Esq.

941

625-6666

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:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy is  
Enclosed)

BEING HELD  
IN SUSPENSE

**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

RECEIVED  
18 APR -6 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301

**CERTIFICATE OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
CLUB VILLAS I PROPERTY OWNERS' ASSOCIATION, INC.**

THIS CERTIFICATE is made to reflect and document an Amendment, Restatement and Modification of the Articles of Incorporation of Club Villas I Property Owners' Association, Inc. The Articles of Incorporation of Club Villas I Property Owners' Association, Inc. have been recorded in the Public Records of Charlotte County as follows:

<u>Instrument and Date</u>	<u>O.R. Book/Page(s)</u>
a. Articles of Incorporation of Club Villas I Property Owners' Association, Inc. Filed: May 12, 1989 / Recorded: November 7, 1989	1069/0531 <i>et seq.</i>

The undersigned officers of the Board of Directors of Club Villas I Property Owners' Association, Inc., a Florida not-for-profit corporation, hereby certify as follows:

1. The Articles of Incorporation of Club Villas I Property Owners' Association, Inc. is hereby amended in accordance with Exhibit "I" attached hereto and entitled Amended and Restated Articles of Incorporation.

2. This Amendment of the Articles of Incorporation of Club Villas I Property Owners' Association, Inc. was proposed by duly adopted resolution, and approved by a vote of a majority of the entire voting interests in the Association., on December 15, 2017.

Executed this 2 day of January, 2018, at Apie Hye, Florida.

CLUB VILLAS I PROPERTY OWNERS'  
ASSOCIATION, INC., a Florida not-for-profit  
corporation

By:  
Name:  
Its:

Linda Jones  
Linda Jones  
PRESIDENT HOA 600

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18 APR -6 PM 3:58  
CLERK OF COUNTY COURT  
CHARLOTTE COUNTY, FLORIDA



AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

CLUB VILLAS I PROPERTY OWNERS' ASSOCIATION, INC.

***SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION -  
SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT***

These are the Amended and Restated Articles of Incorporation for Club Villas I Property Owners' Association, Inc. originally filed with the Florida Department of State on May 12, 1989, under Chapter Numbers 617 and 721, Florida Statutes. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapter 617, Florida Statutes (2016).

1. Name. The name of the corporation shall be CLUB VILLAS I PROPERTY OWNERS' ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Covenants, Conditions and Restrictions for Club Villas I at Palm Island Resort as the "Plan", these Amended and Restated Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

2. Purpose. The purpose for which the Association is organized is to provide an entity pursuant to the Florida Timeshare Act (the "Act") for the operation of that certain timeshare located in Charlotte County, Florida, and known as Club Villas I at Palm Island Resort, a Quarter Ownership Time Share (the "Club Villas I").

3. Definitions. The terms used in these Articles shall have the same definitions and meaning as those set forth in the Plan recorded in the Public Records of Charlotte County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

4. Powers. The powers of the Association shall include and be governed by the following powers:

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 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 these Articles (as they may be amended from time to time), the Bylaws (as they may be amended from time to time), and all of the powers and duties reasonably necessary to operate the Club Villas I pursuant to the Plan and as it may be amended from time to time including but not limited to the following:

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CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

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 Club Villas I.

4.2.3. To maintain, repair, replace, reconstruct, add to, and operate Club Villas I and other property acquired or leased by the Association for use by Unit Owners.

4.2.4. To purchase insurance upon Club Villas I and insurance for the protection of the Association, its officers, Directors, and members as Unit Owners.

4.2.5. To make and amend reasonable rules and regulations for the maintenance, conservation and use of Club Villas I and for the health, comfort, safety, and welfare of the Unit Owners.

4.2.6. To approve or disapprove the leasing, transfer, ownership, and possession of Units as may be provided by the Plan.

4.2.7. To enforce by legal means the provisions of the Act, the Plan, these Articles, the Bylaws, and the Rules and Regulations for the use of Club Villas I.

4.2.8. To contract for the management of Club Villas I 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 Club Villas I.

4.2.10. Borrow money, and with the assent of two-thirds (2/3) of the members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

4.2.11. Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members (provided, however, no such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer).

4.2.12. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members.

4.2.13. Have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter possess.

4.3. Plan Property. All funds and titles of all properties acquired by the Association and their proceeds shall be held in trust for the members of Club Villas I in accordance with the provisions of the Plan, these Articles of Incorporation, and the Bylaws.

4.4. Distribution of Income. The Association shall make no distribution of income to its members, Directors or officers.

5. Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Plan and the Bylaws.

6. Members. The members of the Association shall consist of all of the record Owners of Units in Club Villas I, and after termination of the Plan shall consist of those who were members at the time of the termination and their successors and assigns.

7. 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.

8. Voting. Each Owner shall have a vote, for all Association decisions subject to a member vote, equal to that Owner's percentage of undivided interest in the Owner's Assigned Unit. A total number of votes for the Association is 48.

9. 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.

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

11. 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.

12. Directors.



12.1. 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 more than seven (7) Directors. Directors must be members or the spouse of a member of the Association.

12.2. Duties and Powers. All of the duties and powers of the Association existing under the Act, the Plan, these Articles, and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by Unit Owners when such approval is specifically required.

12.3. 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.

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

14. Amendments. These Articles may be amended in the following manner:

14.1. Proposal of Amendments. An amendment may be proposed by a majority of Directors, or by twenty-five percent (25%) of the entire voting interests.

14.2. 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."

14.3. 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.

14.4. Adoption of Amendments. A resolution for the adoption of a proposed amendment may be adopted by a vote of a majority of the voting interests of the Association or by the written agreement of a majority of the voting interests 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.

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

14.6. Automatic Amendment. These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Plan. Whenever Chapter 721, Florida Statutes (2016) Chapter 617, Florida Statutes (2016) or other applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than set forth in these Articles, the Board may operate the Association pursuant to the less stringent requirements. The Board of Directors without a vote of the Owners, may adopt by majority vote, amendments to these Articles of Incorporation as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607, 617, and 721 of the Florida Statutes (2016), or such other statutes or administrative regulations as required for the operation of the Association, all as amended from time to time.

14.7. 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 share of the Common expenses, or change in any manner the qualifications for Membership nor the voting rights of Members unless the Record Owner of the Unit concerned and all record Owners of the mortgages of such apartment shall join in the execution of the Amendment, and all of the Unit Owners approve the amendment.

15. 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.

16. Dissolution. The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.