

N 35615

Division of Corporations

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April 23, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SAN REMO ESTATE ASSOCIATION, INC.
3648 TANGIER TERRACE
SARASOTA, FL 34239US

SUBJECT: SAN REMO ESTATE ASSOCIATION, INC.
REF: N35615

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

SAN REMO ESTATE ASSOCIATION, INC.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be: SAN REMO ESTATE ASSOCIATION, INC., hereinafter in these Articles referred to as the "Association."

ARTICLE II

PURPOSES

The general nature, objects and purposes of the Association are:

A. To promote the health, safety and social welfare of the owners of lots located within San Remo Unit No. 1, Unit No. 2 and Unit No. 3 (collectively called the "Neighborhood"), and to enforce any and all restrictions of record applicable to Neighborhood lots, as same may be amended from time to time.

B. To maintain all Neighborhood common areas for which the obligation to maintain and repair has been delegated to the Association.

C. To furnish or otherwise provide for such services as may be deemed necessary or desirable by the Board of Directors of the Association.

D. To provide, purchase, acquire, replace, improve, maintain and repair such improvements to the Neighborhood common areas, including, without limitation, landscaping and equipment, as the Board of Directors of the Association, in its discretion, determines to be necessary or desirable for the promotion of the health, safety, and social welfare of the members of the Association.

E. To operate without profit and for the sole and exclusive benefit of its members.

ARTICLE III

GENERAL POWERS

The general powers that the Association shall have are as follows:

A. To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association; to make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association; and to do any and all other acts necessary or expedient for carrying on any and all of the activities of the Association and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation and

not forbidden by the laws of the State of Florida.

B. To establish a budget and to collect dues or assessments to be levied against all Members for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association. It is the intent hereunder that basic annual dues ("Basic Dues") for the year 2015 shall be \$150 for each Member-owned lot. Any increase in Basic Dues on a percentage basis for any subsequent year shall not exceed the corresponding increase in the Consumer Price Index (All Urban Consumers) for the prior year, provided, however, that Basic Dues may be increased by a greater amount upon the approval of a majority of Association Members. Any assessment beyond this basic dues ("Special Assessment") shall require approval by two-thirds of the membership, and in the collection of any such approved Special Assessment, the same, identical amount shall be charged to each Member-owned Lot.

C. To file property liens and to bring suit for the collection of such dues and membership-approved assessments for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.

D. To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation.

E. To adopt, promulgate, and enforce rules, regulations, bylaws, covenants, restrictions, and agreements in order to effectuate the purposes for which the Association is organized.

F. To delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors.

G. To enforce by any and all lawful means, as a non-exclusive designee of the Members, the provisions of these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and, the terms and provisions of Restrictions of record for the Neighborhood.

H. In general, to have all powers which may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

ARTICLE IV

MEMBERS

The members of this Association shall consist of all owners of lots that are made subject to the provisions of Restrictions. Owners of such lots shall automatically become members upon acquisition of the fee simple title to their respective lots.

The membership of any member in the Association shall automatically terminate upon conveyance or other divestment of title to such member's lot, except that nothing herein contained shall be construed as terminating the membership of any member who may own two or more lots so long as such member owns at least one lot.

The interest 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 lot which is the basis of his membership in the Association.

The Secretary of the Association shall maintain a list of the members of the

Association. Whenever any person or entity becomes entitled to membership in the Association, it shall become such party's duty and obligation to so inform the Secretary in writing, giving his name, address and lot number; provided, however, that any notice given to or vote accepted from the prior owner of such lot before receipt of written notification of change of ownership shall be deemed to be properly given or received. The Secretary may, but shall not be required to, search the Public Records of Sarasota County or make other inquiry to determine the status and correctness of the list of members of the Association maintained by him and shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

ARTICLE V VOTING

Subject to the restrictions and limitations hereinafter set forth, each Association Member shall be entitled to one vote for each lot in which he holds a fee simple ownership. When more than one person holds such interest in any one Member-owned lot, all such persons shall be members and the vote attributable to such lot may be cast by any of such joint owners. In the event more than one of the joint owners of a Member-owned lot attempts to cast the vote to which their lot is entitled, said vote shall be apportioned equally among such of the joint owners as cast the vote. Except where otherwise required by law or by the provisions of said Declaration of Restrictions, or these Articles, the affirmative vote of a majority of members represented at any meeting of the members duly called and at which a quorum is present shall be binding upon the members.

ARTICLE VI BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting initially of seven (7) Directors. The number of Directors comprising succeeding Boards of Directors, shall be determined by resolution of the membership from time to time but in no event shall there be less than three (3) or more than nine (9) Directors. All directors must be members of the Association.

B. All Directors shall serve for terms of one (1) year in accordance with the provisions of the Bylaws. Any elected Director may be removed from office with or without cause by majority vote of the members, but not otherwise.

ARTICLE VII OFFICERS

A. The officers of the Association, to be elected by the members, shall be a President, a Vice-President, a Secretary, a Treasurer, and a unit representative (sometimes referred to as a "street" representative) for each unit, and such other officers as the Board shall deem appropriate from time to time. The same person may hold two or more offices, provided, however, that the office of President and Secretary (or Assistant Secretary) shall not be held by the same person. The affairs of the Association shall be administered by such officers under the direction of the Board of Directors. Officers shall be elected for a term of one (1) year in accordance with the procedure set forth in the Bylaws.

B. The names of the officers and directors who are to manage the affairs of

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the Association, until their successors are duly elected and qualified, are as follows:

President	Kenneth Pierce	1350 Tangier Way	Sarasota, FL 34239
Vice – President	Jim Barr	3620 San Remo Terrace	Sarasota, FL 34239
Treasurer	David Lyons	1340 Tangier Way	Sarasota, FL 34239
Secretary	Scott Schechter	3550 Tangier Terrace	Sarasota, FL 34239
Director (Unit 2 San Remo Terrace)	Kevin Roberts	3647 San Remo Terrace	Sarasota, FL 34239
Director (Unit 1 Tangier Terrace)	Marv Dailey	3711 Tangier Terrace	Sarasota, FL 34239
Director (Unit 3 Tangier Way)	Hamilton Jones	1386 Tangier Way	Sarasota, FL 34239

ARTICLE VIII

UNIT REPRESENTATIVES AND THE BUILDING REVIEW COMMITTEE

The Building Review Committee, which shall review proposed construction or improvement, as required under the Declaration of Restrictions, shall consist of the Unit Representative for the affected Unit, and the neighbor on each side of the lot to be reviewed. Should a direct neighbor to the lot to be improved choose not to serve, the nearest willing neighbor may serve.

Unit Representatives may simultaneously hold other Association offices and/or serve as Directors. The term of service for Unit Representatives, and the start-date for each term, shall be the same as for Directors, unless other provision is made in the Association Bylaws.

ARTICLE IX

CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE X

BYLAWS

The first Board of Directors of the Association shall adopt Bylaws consistent with these Articles. Thereafter, the Bylaws may be altered, amended or rescinded by a majority vote of the members in the manner provided by such Bylaws.

ARTICLE XI

AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed by resolution of the membership.

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ARTICLE XII

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be at 3550 Tangier Terrace, Sarasota, FL 34239, and the registered agent at such address shall be Scott Schechter. The corporation may, however, maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE XIII

CONSISTENCY OF TERM DEFINITIONS

Should there be any discrepancies in the definitions provided in the various governing documents for such terms as "San Remo," "Neighborhood," "Subdivision," "Unit," "Association," "Member" and the like, the definitions given in these Articles shall control.

ARTICLE XIV

BUDGET AND EXPENDITURES

The Association shall obtain funds with which to operate by annual dues paid by its members in accordance with the provisions of said Declaration of Restrictions, as the same may be supplemented by the provisions of the Association's Articles and Bylaws. Accordingly, the Board of Directors shall annually adopt a budget for the operation of the Association for the ensuing year, which budget shall be conclusive and binding upon all members; provided, however, that the Board of Directors may thereafter at any time approve or ratify variations from such budget.

ARTICLE XV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and Directors shall be indemnified by the Association for and against all expenses and liabilities, including counsel fees, reasonably incurred in connection with any proceeding (including appellate proceedings) or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any officer or Director be indemnified for his own willful misconduct or, with respect to any criminal proceeding, his own knowing violation of provisions of law. The Association may purchase and maintain insurance on behalf of all officers and Directors for any liability asserted against them or incurred by them in their capacity as officers and Directors or arising out of their status as such.

ARTICLE XVI

DISSOLUTION OF THE ASSOCIATION

A. Upon expiration of the term of the aforementioned Declaration of Restrictions, the Association may be dissolved upon resolution to that effect being approved by two-thirds (2/3) of the members and, if a judicial decree is necessary at the time of dissolution, then after receipt of an appropriate decree as provided for in Section

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617.05, Florida Statutes (1987), or any statute of similar import then in effect.

B. Upon dissolution of the Association, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be distributed in the following manner:

(1) Any property determined by the Board of Directors of the Association to be appropriate for dedication to any applicable municipal or other governmental authority may be dedicated to such authority provided the authority is willing to accept the dedication.

(2) All remaining assets, or the proceeds from the sale of such assets, shall be apportioned among the lots subject to assessment in equal shares, and the share of each shall be distributed to the then owners thereof.

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Prepared by:
Kenneth M. Pierce
1350 Tangier Way
Sarasota FL 34239

CERTIFICATE OF AMENDMENT OF THE ARTICLES OF
INCORPORATION
OF
SAN REMO ESTATE ASSOCIATION, INC.

Pursuant to Article X of the Articles of Incorporation recorded in OR Book 2284, Page 452, of the Official Records of Sarasota County, Florida, and under Document Number N35615 with the Secretary of State, the undersigned officers, do hereby certify that the Amended and Restated Articles Of Incorporation of San Remo Estate Association, Inc., which are attached to this certificate, restate the Association's Articles of Incorporation in their entirety, and that:

- 1.) the Amended and Restated Articles of Incorporation does contain amendments to the articles requiring member approval, and was submitted to the members for approval in its entirety;
- 2.) the Amended and Restated Articles of Incorporation was adopted at a duly called meeting of the members on March 31, 2015, and that the number of votes cast for approval of the Amended and Restated Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the Association has caused this certificate to be executed by its President this 6 day of April, 2015

SAN REMO ESTATE ASSOCIATION, INC.

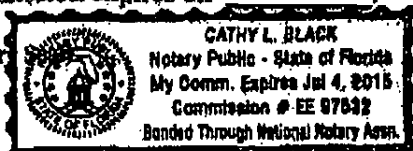
BY: *Kenneth M. Pierce*
Kenneth M. Pierce, President

STATE OF FLORIDA
COUNTY OF SARASOTA

Execution of the foregoing instrument was acknowledged before me this 6th day of April, 2015 by Kenneth M. Pierce, who is ~~personally known~~ to me or has produced N/A as identification. If no type of identification is indicated, the above-named persons are personally known to me.

commission expires on

(Notary



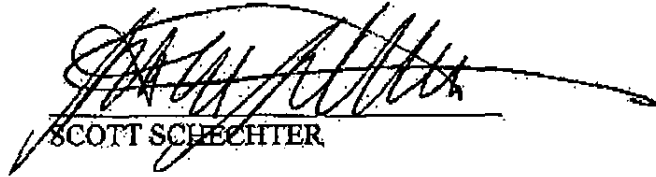
Cathy L. Black
Notary Public of the State of Florida

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ACCEPTANCE TO ACT AS REGISTERED AGENT

Having been named to accept service of process for SAN REMO ESTATE ASSOCIATION, INC, a Florida not for profit corporation, SCOTT SCHECHTER agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: April 23 2015


SCOTT SCHECHTER

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