

8/27/2015

N35615

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COR AMND/RESTATE/CORRECT OR O/D RESIGN SAN REMO ESTATE ASSOCIATION, INC.

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Amended & Restated
Art. of Inc.

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August 28, 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

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refile this document until the quality has been improved.

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.

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Darlene Connell
Regulatory Specialist III

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

SAN REMO ESTATE ASSOCIATION, INC.

A Corporation Not For Profit

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. As a voluntary neighborhood and civic organization, to promote the health, safety and social welfare of the owners of lots located within San Remo Unit Number 1, Unit Number 2 or Unit Number 3 (collectively, the "Neighborhood"), and, as a voluntary neighborhood and civic organization, 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 accepted by 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 areas used as 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 benefit of its members.

F. The Association shall be dedicated to the preservation of Neighborhood property values and to active participation and cooperation by owners of lots in the Neighborhood in the pursuit of these purposes. Membership in the Association is purely voluntary and is not mandated by any record, covenant, law or other document.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 annual dues from 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 per Member-owned lot. Any increase in 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 dues may be increased by a greater amount upon the approval of a majority of the 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 hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation.

D. To adopt, promulgate, and enforce Association by-laws and membership rules, regulations, covenants, restrictions, and agreements applicable to Members in order to effectuate the purposes for which the Association is organized.

E. 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.

F. To enforce by any and all lawful means, as a non-exclusive designee of the Members, the provisions of these Articles of Incorporation and the Bylaws of the Association which may be hereafter adopted and the terms and provisions of Restrictions of record for the Neighborhood, providing, however, that prior approval by a two-thirds vote of Association members will be required in each case prior to the Association's taking any legal action to achieve compliance with any Association rules, regulations, codes, covenants, ordinances, by-laws, articles, and/or restrictions of record for the Neighborhood.

G. 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

Membership in the Association is purely voluntary; no owner of a lot within the Neighborhood shall be required to become a member or to pay membership dues or Special Assessments. The Association is not empowered to, and shall not, place liens upon the property of any member. Eligibility for membership in the Association shall extend to all owners of lots in the Neighborhood. Owners of such lots shall become members upon submitting to the Association payment of membership dues for the year then in effect, pro-rata, unless the Association's Bylaws provide for other payment terms and procedures.

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. In addition to such automatic termination, membership in the Association may also be terminated voluntarily by any member upon written request; in the event of such voluntary termination, there shall be no refund of any dues or Special Assessments paid by that member. 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 wishes to obtain 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 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 that more than one of the joint owners 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 the Association Bylaws, these Articles, or the Declaration of Restrictions, 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 Association Members and each must reside in the Neighborhood for at least one-quarter of each 12-month period.

B. All Directors shall be elected by the members, in accordance with procedures as set forth in the Association Bylaws.

C. All Directors shall serve for terms in accordance with the provisions of the Bylaws. Unless otherwise provided by the Bylaws, directors shall serve for terms of one (1) year. 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 of the three original units within the neighborhood (which are designated by the names of the different streets that predominate within each of the units), 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 current officers and directors who are to manage the affairs of 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 • |
| Rep. San Remo Terrace (Unit 2) | Kevin Roberts | 3647 San Remo Terrace | Sarasota, FL 34239 • |
| Rep. Tangier Terrace (Unit 1) | Mary Dailey | 3711 Tangier Terrace | Sarasota, FL 34239 • |
| Rep. Tangier Way (Unit 3) | 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, 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 only be altered, amended, restated, restricted or repealed by resolution adopted by a minimum vote of 2/3 of the Association membership.

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 these Articles and Bylaws subsequently adopted by the Association. 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. The Association may be dissolved upon resolution to that effect being approved by two-thirds (2/3) of the members and upon compliance with any applicable laws 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 distributed to any successor corporation having similar objectives, and if no such successor exists then the remaining assets shall be apportioned among the Members in equal shares per Member-owned lot.

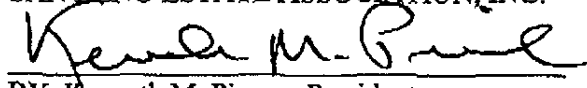
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ARTICLE XVII

BINDING EFFECT

The provisions hereof shall bind and inure to the benefit of the members and their respective heirs, beneficiaries, successors and assigns.

SAN REMO ESTATE ASSOCIATION, INC.

A handwritten signature in black ink, appearing to read "Kenneth M. Pierce", is written over a horizontal line.

BY: Kenneth M. Pierce, President
San Remo Estate Association, Inc.

((H15000206971 3)))

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 XI of the Articles of Incorporation recorded in OR Book 2284, Page 452, and Official Instrument # 2015040096 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, 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 members approved of the Amended and Restated Articles of Incorporation by their written consent to the Written Approval And Consent For The Revival of the Declaration of Restrictions of San Remo Estates, Units 1, 2, and 3, which included the approval of the Amended and Restated Articles of Incorporation;
- 3.) the number of members consenting to 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 27th day of August 2015

SAN REMO ESTATE ASSOCIATION, INC.

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

(SEAL)

STATE OF FLORIDA
COUNTY OF SARASOTA

Execution of the foregoing instrument was acknowledged before me this 27 day of August, 2015 by Kenneth M. Pierce who is personally known

to me or has produced _____ as identification. If no type of identification is indicated, the above-named persons are personally known to me.

(Notary Seal)



LAURIE B. SAMS
MY COMMISSION # FF 131886
EXPIRES: August 11, 2018
Bonded Third Degree Notary Services

Signature of Notary Public

Print Name of Notary Public

I am a Notary Public of the State of Florida
And my commission expires on _____.