

N 44018

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

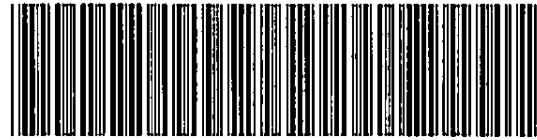
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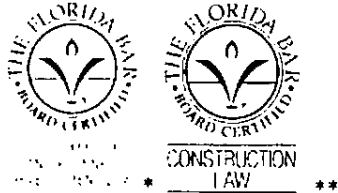
01/03/23--01011--029 **43.75

FILED
2023 APR 17 AM 10:16
TOLSON, JEFFREY

cf 4/29/2023

Condominium, Homeowner
and Cooperative Association

Kevin T. Wells, Esq.*
Paul E. Olah, Jr., Esq.**
Michael W. Cochran, Esq.



Civil Litigation
Construction Litigation

Jackson C. Kracht, Esq.
Michael P. Wallach, Esq.
Thomas A. Marino II, Esq.

December 26, 2022

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

Re: Certificate of Amendment
Calusa Lakes Community Association, Inc.

Dear Sir or Madam:

Please find enclosed Amendments to the Articles of Incorporation for the above-referenced corporation.

Enclosed is my firm check in the amount of \$43.75 for the filing fee and certified copy fee. Please return a certified copy to the undersigned at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,

LAW OFFICES OF WELLS | OLAH, P.A.

/s/ Thomas A. Marino II

Thomas A. Marino II, Esq.
tmarino@kevinwellspa.com

TAM/gb
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 14, 2023

THOMAS A. MARINO II, ESQUIRE
3277 FRUITVILLE ROAD
BUILDING B
SARASOTA, FL 34237

SUBJECT: CALUSA LAKES COMMUNITY ASSOCIATION, INC.
Ref. Number: N44018

We have received your document for CALUSA LAKES COMMUNITY ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

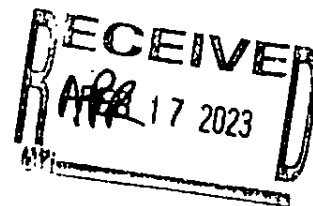
The document must state that there are no members or members entitled to vote.

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.

Claretha Golden
Regulatory Specialist II

Letter Number: 323A00005847



Prepared by and Return to:
Thomas A. Marino II, Esq.
Law Offices of Wells | Olah | Cochran, P.A.
3277 Fruitville Rd., Bldg. B
Sarasota, FL 34237
(941) 366-9191 Telephone

2023 APR 17 AM 10:16

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CALUSA LAKES COMMUNITY ASSOCIATION, INC.
(Division of Corporation's Document Number: N44018)

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:

- A. If amending name, enter the new name of the corporation: N/A.
- B. Enter new principal office address, if applicable: N/A.
- C. Enter new mailing address, if applicable: N/A.
- D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address: N/A.
- E. If amending or adding additional Articles, enter change(s) here: See Attached.

The date of each amendment(s) adoption: adopted by affirmative vote the attached amendment(s) on:
December 21, 2022, duly-noticed meeting of the Board of Directors

Effective Date if applicable: immediately upon filing with the Division of Corporations.

Adoption of Amendments: (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the Board of Directors.

DATED this 10 day of April, 2023.

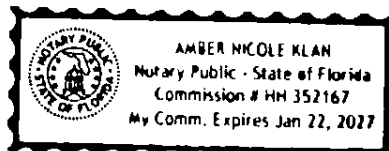
CALUSA LAKES COMMUNITY ASSOCIATION, INC.,
a Florida Not for Profit Corporation

By: [Signature]
Denny Moller, President

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 10 day of April, 2023, by Denny Moller as the President of CALUSA LAKES COMMUNITY ASSOCIATION, INC., a Florida Not for Profit Corporation, on behalf of the corporation, who is personally known to me or has produced drivers license as identification.



NOTARY PUBLIC

Sign: A. Nicole Klan

Print: A. Nicole Klan

State of Florida at Large (Seal)

My Commission expires:

Attested by: [Signature]
Secretary

(Corporate Seal)

FILED

AMENDMENT

2023 APR 17 AM 10:16

ARTICLES OF INCORPORATION
OF
CALUSA LAKES COMMUNITY ASSOCIATION, INC.

CLERK OF DISTRICT COURT
TALLAHASSEE, FL

[Additions are indicated by underline; deletions by ~~strike-through~~]

ARTICLE VII
DIRECTORS

...
(b) The Directors of the ASSOCIATION shall be elected at the annual meeting of the members in the manner determined by these Articles ~~Bylaws~~. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(c) Election Ballot Procedure Defined. To assure confidentiality, the ASSOCIATION balloting process will use the following two-envelope procedure. The first election of Directors shall be held within sixty (60) days of the TRANSFER DATE. The Directors herein named shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

1. Not less than sixty (60) days before a scheduled election of Directors, the Association shall mail, email or deliver to each Lot Owner entitled to vote, a first notice of the date of the election. Any eligible Lot Owner or other eligible person desiring to be a candidate for the Board of Directors ("Director Candidate") shall give written notice (the "Candidate Notice") to the Association Manager not less than forty (40) days before a scheduled election.

a. As it relates to the eligibility to seek election to the Board of Directors, the Director Candidate must meet the eligibility requirements of the Governing Documents of the Association, as well as Section 720.306(9)(b), Florida Statutes (2020) which provides as follows:

1. A person who is delinquent in the payment of any fee, fine, or other monetary obligation to the association on the day that he or she could last nominate himself or herself or be nominated for the board may not seek election to the board, and his or her name shall not be listed on the ballot. A person serving as a board member who becomes more than 90 days delinquent in the payment of any fee, fine, or other monetary obligation to the association shall be deemed to have abandoned his or her seat on the board, creating a vacancy on the board to be filled according to law. For purposes of this paragraph, the term "any fee, fine, or other monetary obligation" means any delinquency to the association with respect to any parcel. A person who has been convicted of any felony in this state or in a United States District or Territorial Court, or has been convicted of any offense in another jurisdiction which would be considered a felony if committed in this state, may not seek election to the board and is not eligible for board membership unless such felon's civil rights have been restored for at least 5 years as of the date on which such person seeks election to the board. The validity of any action by the board is not affected if it is later determined that a person was ineligible to seek election to the board or that a member of the board is ineligible for board membership.

2. Upon request of a Director Candidate, received by the Association at the same time the Director Candidate gives written notice, the Association shall include with the second mailing of the Director election ballot a candidate information sheet, not larger than 8 1/2 inches by 11 inches, furnished by the Director Candidate to the Association and may be submitted electronically. The costs of mailing and copying of the Director Candidate information sheets shall be paid by the Association.
 - a. The Association Manager shall forward all Candidate Notices to the Chairman of the Nominating Committee so the Nominating Committee can review the Candidate Notices received to ensure the Director Candidates who have submitted a Candidate Notice are in fact eligible to run for the Board of Directors pursuant to the Governing Documents of the Association as well as Chapter 720, Florida Statutes.
 - b. Prior to the second notice referenced in Paragraph 3 below being issued, the Nominating Committee shall schedule a time with each eligible Director Candidate who has timely submitted a Candidate Notice to interview and also educate the person on the duties and responsibilities of being a Member of the Board of Directors.
 - c. The Association shall pay the cost to run a criminal background check on any Director Candidate who has timely submitted a Candidate Notice. The Nominating Committee shall review any criminal background check that is completed and report any findings that would disqualify a Director Candidate from seeking election to the Board of Directors pursuant to the Governing Documents of the Association and Chapter 720, Florida Statutes, to the Association Manager.
 - d. The Nominating Committee shall thereafter report and make its recommendation to the Board of Directors at a duly noticed meeting held for that purpose.
 - e. If it is determined that a person who has submitted a Candidate Notice is not eligible to seek election to the Board of Directors pursuant to the Governing Documents of the Association or Chapter 720, Florida Statutes, the Association Manager shall notify the Director Candidate in writing, electronic mail, or verbally.
3. Not less than fourteen (14) days before the membership meeting at which the election will occur, the Association shall mail, email or deliver a second notice of the meeting to all Lot Owners entitled to vote, together with a written Director election ballot, which shall list all eligible Director Candidates in alphabetical order by surname. The ballot shall not contain the name or address of the voting member.
4. Written Director ballots shall be sealed in an inner, smaller envelope labeled "#1 BALLOT ONLY". The Director ballot envelope and the #1 BALLOT ONLY envelope, shall then be placed in a larger outer envelope. The larger outer envelope must be sealed and shall be signed by the Lot Owner, with the Lot Owner's name and address also printed thereon. The outer envelope is to be mailed or delivered to the management company, who in turn log the envelopes by name and address but do not open them.
5. Written Director election ballots will be available for use by those Owners attending the meeting in person. No Lot Owner shall permit another person to cast his or her Director election ballot, and any such improperly cast ballot shall be deemed invalid. Proxies shall not be used in the election of Directors. Any Lot Owner who violates this provision may be fined by the Association.

6. If more persons are nominated than there are vacancies to be filled, the election shall be by secret ballot. Each person voting is entitled to cast his or her vote for each of as many nominees as there are vacancies to be filled. The nominees receiving the greatest number of votes properly cast shall be elected. Elections shall be decided by a plurality of the votes cast. There shall be no cumulative voting. Tie votes shall be broken by agreement among the Director Candidates who are tied, or absent such an agreement, by chance, such as the flipping of a coin by a neutral third party or the drawing of straws.
7. An election is not required unless more eligible Director Candidates file Candidate Notices of Intent to run than Director vacancies exist.
8. No Director nominations shall be permitted from the floor of the Membership Meeting.
9. Once voting is closed, envelopes are opened in the following manner: One person opens the outer envelope, removes the inner envelope or folder, and hands it to a second person. The outer envelope and any additional contents of the packet are turned over to management. The second person, who has not seen the outer envelope with its identifying information, opens the inner envelope or folder and logs the votes.
10. Any number of two-person teams may be employed, depending on availability, in order to increase speed and efficiency of the vote logging process.
11. Vote logs are turned over to management for final tally.

~~(d) The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed are as follows:~~

<u>NAME</u>	<u>ADDRESS</u>
Nick Reklisch, III	1760 Ringling Boulevard Sarasota, Florida 34236
Mark Smith	2477 Stickney Point Road Sarasota, Florida 34231
Richard J. Wilson	101 Chardin Drive Nokomis, Florida 34275

...

ARTICLE XIV CONFLICTS

In the event of an actual or implied conflict between these Articles and the other Governing Documents of the ASSOCIATION, such documents shall govern in the following order: (1) Declaration of Protective Covenants, Conditions and Restrictions for CALUSA LAKES; (2) Articles of Incorporation; and (3) Bylaws.