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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Casa del Mar Community Association, Inc.

DOCUMENT NUMBER: N46625

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

Please return all correspondence concerning this matter to the following:

Heather Grope

(Name of Contact Person)

Alliant Property Management, LLC

(Firm/ Company)

6719 Winkler Rd. Ste. 200

(Address)

Ft. Myers, FL 33919

(City/ State and Zip Code)

heather@alliantproperty.com

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

For further information concerning this matter, please call:

Heather Grope

(Name of Contact Person)

at (239) 210-6334

(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 &
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(Additional copy is
enclosed)

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

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION

FOR

VENETIAN VILLAGE COMMUNITY ASSOCIATION, INC.

(Formally Known As Casa Del Mar Community Association, Inc.)

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ARTICLES OF INCORPORATION
OF
VENETIAN VILLAGE COMMUNITY ASSOCIATION, INC.

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
VENETIAN VILLAGE COMMUNITY ASSOCIATION, INC.

Pursuant to Section 617, Florida Statutes, the Articles of Incorporation for Venetian Village Community Association, Inc., a Florida not-for-profit corporation, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617, Florida Statutes, and there is no discrepancy between the Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617 and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Venetian Village Community Association, Inc., and its address is c/o Alliant Property Management, LLC 6719 Winkler Rd., Ste 200, Fort Myers, Florida 33919

ARTICLE II

DEFINITIONS: The definitions set forth in the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Venetian Village shall apply to terms used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide a homeowners' association entity pursuant to the Act to act as a "homeowners' association" for the operation of Venetian Village (the "Properties") located in Lee County, Florida. The Association is organized and shall exist on a non-stock basis as a not-for-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a not-for-profit corporation and of a homeowners' association under the laws of the State of Florida, except as expressly limited or modified by the Governing Documents and it shall have all of the powers and duties reasonably necessary to operate the Properties pursuant to the Governing Documents as they may hereafter be amended, and including but not limited to the following:

- (A) To make and collect Assessments against Members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the Association Property.
- (C) To purchase insurance for the protection of the Association and its Members.
- (D) To repair and reconstruct improvements after casualty, and to make further improvements to the Association Property.
- (E) To make, amend and enforce Rules and Regulations.
- (F) To approve or disapprove the transfer, leasing and occupancy of Lots as provided in the Declaration.

(G) To enforce the provisions of the laws of the State of Florida that are applicable to the Properties and the Association Documents.

(H) To contract for the management and maintenance of the Properties and the Association Property and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Declaration to be exercised by the Members.

(I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Properties.

(J) To borrow money as necessary to perform its other functions hereunder.

(K) To grant, modify or move any easement.

(L) To acquire, own, lease and dispose of any real and personal property.

(M) To sue and be sued.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Association Documents. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Properties, including any property or easements and related improvements that are dedicated to the Association by plat, or separate instrument, including any agreement or easement which imposes maintenance obligations on the Association, shall be transferred to and accepted by an entity that is acceptable to any applicable governmental authorities, prior to such termination, dissolution or liquidation.

ARTICLE IV

MEMBERSHIP:

(A) Every person or entity that is a record Owner of a fee interest in any Lot located upon the Properties, shall be a Member, except that if a Lot is subject to an agreement for deed, the purchaser in possession shall be considered the Owner for purposes of determining voting and use rights.

(B) The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his Lot.

(C) The Owners of each Lot, collectively, shall be entitled to one (1) vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII

DIRECTORS AND OFFICERS:

(A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

(B) Directors of the Association shall be elected by 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.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the Members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE VIII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Board, or by a written petition to the Board signed by at least one-fourth (1/4) of the Voting Interests of the Association.

(B) Procedure. Upon any amendment to these Articles being proposed by said Board or Members, such proposed amendment shall be submitted to a vote of the Board not later than the next regular Board meeting for which proper notice can be given.

(C) Vote Required. A proposed amendment shall be adopted if it is approved by a majority of the Board at a meeting called for that purpose.

(D) Effective Date. An amendment shall become effective upon filing with the Secretary of State, and recording a Certificate of Amendment in the Public Records of Lee County, Florida with the formalities required for the execution of a deed.

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

- (C) A transaction from which the Director or officer derived an improper personal benefit.

The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT: The name and address of the Registered Agent and the address of the Registered Office is:

Alliant Property Management, LLC
6719 Winkler Road, Suite 200
Fort Myers, Florida 33919

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

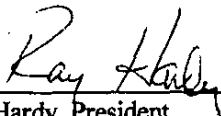
Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

VENETIAN VILLAGE COMMUNITY ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

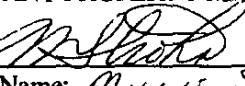
Alliant Property Management, LLC
6719 Winkler Road, Suite 200
Fort Myers, Florida 33919



Ray Hardy, President
DATE 21 OCT 10

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

ALLIANT PROPERTY MANAGEMENT, LLC

By: 

Print Name: MILLIE STROHM
Its: VP
Date: 10-21-10