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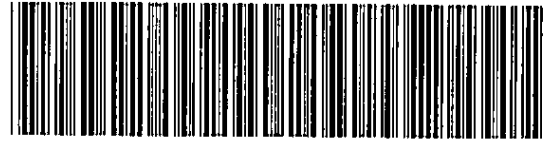
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S. TALLENT
APR 29 2019

2019 APR 17 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FL

FILED

*Amended
&
Restated*

DANIEL J. LOBECK*
MARK A. HANSON* **
MICHELLE A. ROWE

LEAH E. ELLINGTON*
KEVIN F. COLEMAN

2033 MAIN STREET, SUITE 403
SARASOTA, FL 34237
(941) 955-5622
FAX (941) 951-1469

E-MAIL law@lobeckhanson.com
INTERNET www.lobeckhanson.com

THE LAW OFFICES OF
LOBECK & HANSON
PROFESSIONAL ASSOCIATION

CONDOMINIUM
COOPERATIVE AND
COMMUNITY
ASSOCIATIONS
CIVIL LITIGATION
PERSONAL INJURY
FAMILY LAW
LAND USE LAW
ESTATES AND TRUSTS

* FLA. BOARD CERTIFIED SPECIALIST IN CONDOMINIUM
AND PLANNED DEVELOPMENT LAW
** FLA. SUPREME COURT CERTIFIED MEDIATOR

April 15, 2019

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

Re: Certificate of Amendment
Homeowners Association of La Casa, Inc.

To Whom It May Concern:

Please find enclosed an original Certificate of Amendment and attached Amended and Restated Articles of Incorporation for the above-referenced corporation and a check in the amount of \$35.00 for the filing fee.

Thank you for your assistance in this matter.

Sincerely,



Leah E. Ellington

LEE/pft
Enclosure

CERTIFICATE OF AMENDMENT

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF HOMEOWNERS ASSOCIATION OF LA CASA, INC.**

We hereby certify that the attached Amended and Restated Articles of Incorporation were approved and adopted at the Annual Meeting of the Membership held on February 12, 2019, and reconvened on April 3, 2019, by the owners of not less than two-thirds of the units, which such approval is sufficient for adoption under Section 719.1055(4)(a) of the Florida Statutes.

DATED this 10 day of April, 2019.

Witnesses:

HOMEOWNERS ASSOCIATION
OF LA CASA, INC.

sign Victoria B. Maly

By: David A Bisson
David Bisson, President

print Victoria B. Maly

sign Kellie J Kerich

print Kellie J Kerich

Witnesses:

Attest: Jim Palmer
Jim Palmer, Secretary

sign Victoria B. Maly

print Victoria B. Maly

sign Kellie J Kerich

print Kellie J Kerich

FILED
2019 APR 17 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FL

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 10 day of April, 2019, by David Bisson as President of Homeowners Association of La Casa, Inc., on behalf of the corporation. He is personally known to me or has produced personally known as identification.

NOTARY PUBLIC



sign Linda T. Krout

print Linda T. Krout
State of Florida at Large (Seal)

My Commission expires:

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 10 day of April, 2019, by Jill Palmer, as Secretary of Homeowners Association of La Casa, Inc., on behalf of the corporation. She is personally known to me or has produced personally known as identification.



NOTARY PUBLIC

sign Linda T. Krout

print Linda T. Krout
State of Florida at Large (Seal)

My Commission expires:

Prepared by: Leah E. Ellington, Esq.
2033 Main Street, Suite 403
Sarasota, Florida 34237

Prepared by and return to:
Leah E. Ellington, Esquire
Lobeck & Hanson, P.A.
2033 Main Street, Suite 403
Sarasota, Florida 34237
(941) 955-5622 (Telephone)
(941) 951-1469 (Facsimile)

FILED
2019 APR 17 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FL

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HOMEOWNERS ASSOCIATION OF LA CASA, INC.**

These are the Articles of Incorporation of HOMEOWNERS ASSOCIATION OF LA CASA, INC., a corporation not for profit organized under and by virtue of the laws of the State of Florida as contained in Chapter 617, Chapter 719 and Chapter 723, Florida Statutes, as amended from time to time. The terms used herein shall have the same definitions as stated in the Master Form Proprietary Lease and Chapter 719 of the Florida Statutes unless the context requires otherwise. If there is a dispute over the proper definition of a vague or ambiguous term which is not otherwise defined by the Master Form Proprietary Lease or by Chapter 719, the Board shall provide a reasonable definition of the term or may adopt any standard dictionary definition of the term.

**ARTICLE 1.
NAME**

The name of the Corporation shall be HOMEOWNERS ASSOCIATION OF LA CASA, INC. (herein "the Corporation").

**ARTICLE 2.
DURATION**

The date of commencement of corporation existence shall be the date the original Articles of Incorporation were filed with the Department of State. The period of duration of the corporation shall be perpetual.

**ARTICLE 3.
PURPOSE**

The purpose for which the Corporation is organized is to provide an entity pursuant to Chapter 719, Florida Statutes (herein, "the Cooperative Act"), for the operation of LA CASA RESIDENTIAL COOPERATIVE pursuant to Chapter 719, Florida Statutes.

ARTICLE 4. POWERS

The powers of the Corporation shall include and be governed by the following provisions:

4.1 COMMON LAW AND STATUTORY POWERS. The Corporation shall have all the common law and statutory powers of a corporation not for profit not in conflict with these Articles of Incorporation or the Cooperative Act.

4.2 SPECIFIC POWERS. The Corporation shall have all the powers and duties set forth in the Cooperative Act and the Bylaws of the Corporation, if not inconsistent with the Cooperative Act, as it may be amended from time to time, including but not limited to, the following:

A. To promote the health, safety and general welfare of the residents of the Cooperative;

B. Fix, levy, collect and enforce payment by any lawful means all charges or Assessments, rents, maintenance fees, membership fees and liens, if any, relating to ownership of the Cooperative, and pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Corporation, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Corporation;

C. Acquire, either by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of this Corporation;

D. To use the proceeds of Assessments in the exercise of its powers and duties;

E. To purchase insurance upon the Cooperative Property and insurance for the protection of the Corporation and its Members;

F. To reconstruct improvements after casualty and further improve the property owned by the Corporation;

G. To make and amend reasonable rules regarding the use and occupancy of the lots and dwellings thereon and common elements of the Cooperative; provided, however, that no such rule or amendment shall conflict in any regard with the rights of Members provided in the Cooperative Act or the Bylaws of the Corporation;

H. To enforce by legal means the provisions of the Cooperative Act, these Articles, the Bylaws of the Corporation and the Rules and Regulations of the Corporation;

I. To contract for operation, management and maintenance of the Cooperative Property;

J. To employ personnel to perform the services required for proper operation of the Cooperative;

K. To maintain, repair, replace and operate the property owned by the Corporation;

L. To borrow money, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

M. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of these Articles of Incorporation and the Bylaws; and

N. The Corporation has the power to operate the Cooperative on behalf of the Members and on behalf of the tenants under Section 723, Florida Statutes; and to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith.

ARTICLE 5. MEMBERSHIP

Membership in this corporation shall be limited to lessees or a family member of a lessee of LA CASA RESIDENTIAL COOPERATIVE who have purchased membership certificates in the Corporation. Upon the transfer of a membership certificate, either voluntarily, or by operation of law, the transferee shall become a Member of the Corporation if all the requirements for membership have been met.

ARTICLE 6. DIRECTORS

The Board of Directors shall consist of nine (9) members who are elected at the annual shareholders' meeting by a plurality of votes cast. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

ARTICLE 7. OFFICERS

The affairs of the Corporation shall be administered by the officers designated in the Bylaws. The officers shall serve at the pleasure of the Board.

**ARTICLE 8.
BYLAWS**

The Bylaws of the Corporation may be amended in the manner provided in the Bylaws.

**ARTICLE 9.
AMENDMENTS**

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

A. The text of a proposed amendment shall be included in or with the notice of the meeting at which a proposed amendment is considered.

B. Approval of the amendment must be by not less than a majority of the entire membership.

**ARTICLE 10.
REGISTERED OFFICE AND AGENT**

The registered office of the Corporation, until otherwise determined by the Board, shall be 2033 Main Street, Suite 403, Sarasota, Florida 34237 and the registered agent of the Corporation at that office shall be The Law Offices of Lobeck and Hanson, P.A.

**ARTICLE 11.
PRINCIPAL OFFICE**

The principal office of the Corporation shall be, until otherwise determined by the Board, 300 El Prado, North Port, Florida 34287.

**ARTICLE 12.
INDEMNIFICATION**

12.1 INDEMNIFICATION. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director or officer of the Corporation, against expenses (including reasonable attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceedings, unless: (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that the person did not act in good faith, nor in a manner reasonably believed to be not in or opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, that the person had reasonable cause to believe the conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or

proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed to be not in or opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful. It is the intent of the membership, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers and Directors as permitted by Florida law.

12.2 EXPENSES. To the extent that a Director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 12.1 above, or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred in connection therewith.

12.3 ADVANCES. Expenses incurred in defending a civil or criminal action, suit or administrative proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected Director or officer to repay such amount unless it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation as authorized in this Article 12, or as otherwise permitted by law.

12.4 MISCELLANEOUS. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, or otherwise, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs and personal representatives of such person.