

2/22/24 Feb. 22, 2024 4:00 PM

Division of Corporations

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Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SUNSTONE ASSOCIATION, INC.**

Certificate of Status	1
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Page Count	05
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THE UNDERSIGNED, being the duly elected and acting President of Sunstone Association, Inc., a Florida corporation not for profit ("Association"), does hereby certify that:

1. The Amended and Restated Articles of Incorporation attached hereto as Exhibit "A" contain amendments to the Articles of Incorporation requiring approval from the Association's members.
2. The Association's members approved the Amended and Restated Articles of Incorporation by written consents in lieu of a members' meeting.
3. The number of votes cast by the Association's members was sufficient for approval.

IN WITNESS THEREOF, the undersigned has hereunto set his hand.

Witnesses:

SUNSTONE ASSOCIATION, INC.

Witness
Print Name: Donna M. Fernandes
Witness
Print Name: Michael Cohen

By: James Warkentien
Its: James Warkentien
President

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STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 15th day of February, 2024, by (☒) physical presence or (☐) online notarization, by James Warkentien, as President of Sunstone Association, Inc., the corporation described in the foregoing instrument, who is (☒) personally known to me or who has (☐) produced _____ as identification.

(SEAL)

Michael Cohen

Notary Public, State of Florida

Michael Cohen
Printed Name of Notary Public

My Commission Expires: 9-6-2025



MICHAEL DOUGLAS COHEN
Notary Public
State of Florida
Comm# HH172744
Expires 9/6/2025

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EXHIBIT A (((H24000072245 3)))

**NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION
FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION**

AMENDED AND RESTATED ARTICLES OF INCORPORATION

SUNSTONE ASSOCIATION, INC.

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation for Sunstone Association, Inc., a Florida corporation not for profit, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Chapter 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 Chapter 617, Florida Statutes and the omission of matters of historical interest. The definitions set forth in Section 4 of the Declaration shall apply to terms used herein. The Amended and Restated Articles of Incorporation shall henceforth be as follows:

ARTICLE I

NAME: The name of the Master Association is Sunstone Association, Inc., and its address is, c/o And Associates, Inc., 2340 Stanford Court, Naples, FL 34112.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Master Association is organized is to provide entity pursuant to the Condominium Act for the operation of the Community and the Master Association Property. The Master Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Master Association shall be distributed or inure to the private benefit of any Member, Owner, Director or Officer. For the accomplishment of its purposes, the Master Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by the Governing Documents or the Condominium Act; and it shall have all of the powers and duties reasonably necessary to operate the Community and the Master Association pursuant to the Governing Documents as they may hereafter be amended, including but not limited to the following:

(A) To make and collect Assessments against Owners to defray the costs, expenses and losses of the Master Association, and to use the funds in the exercise of its powers and duties.

(B) To protect, maintain, repair, replace and operate the Community and the Master Association Property.

(C) To purchase insurance upon the Master Association Property for the protection of the Master Association and its Members.

(D) To reconstruct improvements after casualty, and to make improvements of the Master Association Property, as well as to purchase items of furniture, furnishings, fixtures and equipment.

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(E) To make, amend and enforce Rules and Regulations, subject to any limits set forth in the Governing Documents.

(F) To approve or disapprove the transfer, leasing and occupancy of Units, if provided in the Declaration.

(G) To enforce the provisions of the Condominium Act and the Governing Documents.

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

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

(J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities. It has this power whether or not the lands or facilities are contiguous to the Master Association Property, if they are intended to provide enjoyment, recreation, or other use or benefit to the Owners.

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

(L) To sue and be sued.

All funds and the title to all property acquired by the Master Association shall be held for the benefit of Members in accordance with the provisions of the Governing Documents.

ARTICLE III

MEMBERSHIP:

(A) The Members of the Master Association shall be the Condominium Associations, as further provided in the Bylaws.

(B) The number of votes for each Condominium Association and manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Master Association shall be perpetual.

ARTICLE V

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

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ARTICLE VIDIRECTORS AND OFFICERS:

(A) The affairs of the Master Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws.

(B) Directors of the Master Association shall be appointed by the boards of directors of the Condominium Associations 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 Master 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, and they shall serve at the pleasure of the Board.

ARTICLE VIIAMENDMENTS: Amendments to these Articles shall be adopted in the following manner:

(A) An amendment to these Articles must be approved by Representatives representing at least a majority of the Voting Interests. A proposed amendment shall contain the full text of the language with proposed new words in the text underlined and words to be deleted lined through with hyphens, unless the proposed change is so extensive that this procedure would hinder rather than assist the understanding of the proposed amendment. In the latter case, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of Articles. See Articles, [insert applicable Article #] for present text." These Articles shall be deemed amended by virtue of revisions to statutes and regulations which control over conflicting provisions of these Articles. The Board of Directors shall have the authority to amend these Articles in order to conform the provisions thereof with such revisions to statutes and regulations. In addition, the Board of Directors may amend these Articles to correct scrivener's errors or omissions, and amend and restate these Articles in order to consolidate into one document amendments previously adopted by the members or the Board of Directors. Amendments adopted by the Board of Directors shall occur at a duly noticed Board of Directors meeting (with adoption of the amendments set forth on the agenda).

(B) An amendment shall become effective upon filing with the Florida Department of State and recording a Certificate of Amendment in the Public Records of Collier County, Florida, with the formalities required by the Condominium Act.

ARTICLE VIII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Master Association shall indemnify and hold harmless every Director, Officer and committee member of the Master Association against all expenses and liabilities, including attorneys' 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, Officer or committee member of the Master 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:

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

(B) A violation of criminal law, unless the Director, Officer or committee member 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, Officer or committee member derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Master Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director, Officer or committee member may be entitled.

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