

N95000001003

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

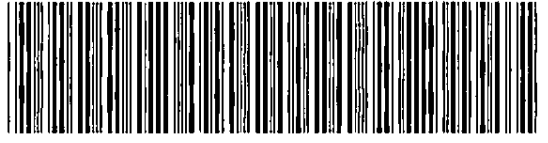
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:
Amend. & Rest

Office Use Only



700439502067

11/19/24--01007--026 **70.00

2024 NOV 19 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FL

FILED

[Handwritten signature]



The Law Office of Ellen T. Chadwell, PL

5675 Strand Ct., Naples, FL34110
Office: 239-249-3560, Cell: 239-293-7691
www.chadwelllaw.com
ellen@chadwelllaw.com

November 14, 2024

Florida Department of State
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: Amended and Restated Articles of Incorporation (The Groves Resident's Ass'n)
Amended and Restated Articles of Incorporation (The North Groves COA)

To Whom It May Concern:

Please find the original Certificate of Recordation and the accompanying Amended and Restated Articles of Incorporation for two associations, The Groves Resident's Association, Inc. and The North Groves Condominium Association, Inc., for filing with your department along with a check made payable to Florida Department of State in the amount of \$70.

I would appreciate some confirmation of their receipt.

If you require anything further, please contact my office before returning any papers.

Thank you for your attention to this matter.

Sincerely,


Ellen T. Chadwell

/etc.

Enclosures

Check # 2849

2024 NOV 19 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FL

FILED

CERTIFICATE OF RECORDATION

**AMENDED AND RESTATED
DECLARATION OF CONDOMINIUM FOR THE NORTH GROVES**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
AND AMENDED AND RESTATED BY-LAWS
FOR THE NORTH GROVES CONDOMINIUM ASSOCIATION, INC.**

I HEREBY CERTIFY that the attached Amended and Restated Declaration of Condominium for The North Groves, inclusive of the Amended and Restated Articles of Incorporation, which contain amendments to the Articles, and Amended and Restated Bylaws of The North Groves Condominium Association, Inc., were duly adopted by the Association membership at the duly noticed special members' meeting of the Association on the 11th day of April, 2024. Said Amended and Restated Declaration of Condominium, Articles of Incorporation and By-laws were approved by no less than three-quarters of the membership, a number sufficient for approval.

The original Declaration of Condominium, Articles of Incorporation and By-laws is recorded at O.R. Book 2048, PG 1914, and amended by O.R. Book 2151, PG 2376, O.R. Book 2847, PG 2445, O.R. Book 3001, PG 1375, O.R. Book 3768, PG 339 and O.R. Book 5617, PG 367 of the Public Records of Collier County, Florida, and subjects certain real property situated in Collier County, Florida, and more particularly described in the attached Exhibit "B" the terms, conditions, rights and obligations of this Declaration.

These Amended and Restated Declaration of Condominium, Articles of Incorporation, and By-laws are attached hereto. All previous site plans of record are incorporated by reference, with photocopies recorded for reference as Exhibit "B."

2024 NOV 19 PM 2:45
FILED
SECRETARY OF STATE
FLORIDA

WITNESSES:

THE NORTH GROVES
CONDOMINIUM ASSOCIATION,
INC.

Gary Noedbrack
Print Name: GARY NOEDBRACK
Address: 2430 Old Grove Rd 204
Maples, FL 34109

Mary Ann Pinto, President
Date: 5/8/2024

Joni Upshon
Print Name: Joni Upshon
Address: 1098 Starlight Terrace Way
Mesquite NV 89034

STATE OF FLORIDA
COUNTY OF COLLIER

THIS INSTRUMENT was acknowledged before me, the undersigned authority, on this 8th day of May, 2024, by Mary Ann Pinto as President of The North Groves Association, Inc., by means of physical presence OR online notarization, who personally appeared before me and who is personally known to me, or who did produce _____ as identification.

2024 NOV 19 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FL

FILED



KARY J. BERTRAND
Commission # HH 364864
Expires February 21, 2027

Kary Bertrand
Notary Public/ State of Florida
Name: Kary Bertrand
My commission expires: 2/21/27

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION; FOR
PRESENT TEXT SEE EXISTING ARTICLES AT O.R. BK 2048, PG 1984]**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR
THE NORTH GROVES CONDOMINIUM ASSOCIATION, INC.**

These are the Amended and Restated Articles of Incorporation for The North Groves Condominium Association, Inc., whose original Articles were filed with the Florida Department of State on March 1, 1995, under Document Number N95000001003.

1. NAME. The name of the corporation shall be THE NORTH GROVES CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," the Amended and Restated Declaration of Condominium as "Declaration," these Amended Articles of Incorporation as the "Articles," and the Amended Bylaws of the Association as the "Bylaws."

2. PURPOSE. The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of that certain condominium located in Collier County, Florida, and known as The North Groves Condominium (the "Condominium").

3. DEFINITIONS. The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium recorded in the Public Records of Collier County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

4. POWERS. The powers of the Association shall include and be governed by the following:

4.1 General. The Association will have all the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles or of the Act.

4.2 Enumeration. The Association shall have all the powers and duties set forth in the Act and as it may be amended from time to time, except as limited by these Articles and as they may be amended from time to time, the Bylaws and as they may be amended from time to time, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the

EXHIBIT "C" to Amended and Restated
Declaration of Condominium
(Amended Articles of Incorporation)

2024 NOV 19 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FL
FILED

Declaration as it may be amended from time to time including but not limited to the following:

4.2.1 To make and collect assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

4.2.2 To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Condominium.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property and other property acquired and leased by the Association for use by Unit Owners.

4.2.4 To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, directors and members as Unit Owners.

4.2.5 To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium property and for the health, comfort, safety and welfare of the Unit Owners.

4.2.6 To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of Units as may be provided by the Declaration.

4.2.7 To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Condominium Property.

4.2.8 To contract for the management of the Condominium and any facilities used by the Unit Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those that require specific approval of the Board of Directors or the membership of the Association.

4.2.9 To employ personnel to perform the services required for proper operation of the Condominium.

4.3 Condominium Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the

SECRETARY OF STATE
TALLAHASSEE, FL

2024 NOV 19 PM 2:15

FILED

benefit and use of the Members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

4.4 Distribution of income. The Association shall make no distribution of income to its members, directors or officers.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

5. MEMBERS. The members of the Association shall consist of all the records owners of units in the Condominium, and upon termination of the Condominium, shall consist of those who were members at the time of the termination and their successors and assigns.

5.1 Assignment. The share 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 Unit for which that share is held.

5.2 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws.

5.3 Meetings. The Bylaws shall provide for an annual meeting of members and may make provision for regular and special meetings of members other than the annual meeting.

6. TERM OF EXISTENCE. The Association shall have perpetual existence.

7. OFFICERS. The affairs of the Association shall be administered by the officers designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal of officers from office, for filling vacancies, and for the duties of the officers.

8. DIRECTORS.

8.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of Directors determined by the Bylaws, but in no event less than five (5) directors. Directors must be members or the spouse of a member of the Association.

FILED
2024 NOV 19 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FL

8.2 Duties and Powers. All the duties and powers of the Association existing under the Act, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.

8.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of 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.

9. BYLAWS. The Bylaws of this Corporation may be altered, amended or repealed in the manner provided in the Bylaws.

10. AMENDMENTS. These Articles may be amended in the following manner:

10.1 Proposal of Amendments. An amendment may be proposed by either a majority of the Directors or by twenty-five percent (25%) of the entire voting interests.

10.2 Proposed Amendment Format. Proposals to amend existing Articles of Incorporation shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be lined through with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER FOR PRESENT TEXT".

10.3 Notice. Copies of proposed amendments shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.

10.4 Adoption of Amendments. A resolution for the adoption of a proposed amendment may be adopted by a majority of the Voting Interests of the Association (83) at a duly noticed meeting, or by the written agreement of a majority of the entire Voting Interest. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for a membership vote.

2024 NOV 19 PM 2:45
SECRETARY OF STATE
FILED

FILED

10.5 Effective Date. An amendment when adopted shall become effective after being recorded in the Public Records of Collier County according to law and filed with the Secretary of State.

10.6 Automatic amendment. These Articles shall be deemed amended, if necessary, to make the same consistent with the provisions of the Declaration of Condominium. Whenever Chapter 718, Fla. Stat., Chapter 617, Fla. Stat., or other applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than those set forth in these Articles, the Board may operate the Association pursuant to the less stringent requirements. The Board of Directors, without a vote of the owners, may adopt by majority vote, amendments to these Articles as the Board deems necessary to comply with such operational changes as may be enacted by future amendment to Chapters 617 and 718 of the Florida Statutes (2023), or such other statutes or administrative regulations as required for the operation of the Association, all as amended from time to time.

10.7 Proviso. Provided, however, that no amendment shall change the configuration of any unit or the share in the Common Elements appurtenant to it, or increase the owner's share of the Common Expenses, unless the record owner of the unit concerned and all record owners of the mortgages on such unit shall join in the execution of the amendment, and all other unit owners approve the amendment.

11. REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT. The registered office address and name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

2024 NOV 19 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FL

FILED