

N95 0000001726

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(City/State/Zip/Phone #)

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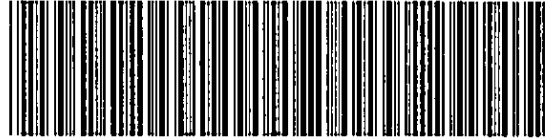
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** MIDDLEBURG AT STONEBRIDGE CONDOMINIUM ASSOCIATION, INC.  
\_\_\_\_\_

**DOCUMENT NUMBER:** N95000001726  
\_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

LEE-ANNE BOSCH  
\_\_\_\_\_

(Name of Contact Person)

GOEDE, ADAMCZYK, DEBOEST & CROSS, PLLC  
\_\_\_\_\_

(Firm/ Company)

6609 WILLOW PARK DRIVE, SECOND FLOOR  
\_\_\_\_\_

(Address)

NAPLES, FL 34120  
\_\_\_\_\_

(City/ State and Zip Code)

LBOSCH@GADCLAW.COM  
\_\_\_\_\_

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

For further information concerning this matter, please call:

LEE-ANNE BOSCH  
\_\_\_\_\_

239

331-5100

at \_\_\_\_\_

(Name of Contact Person)

(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 &  
Certified Copy  
(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  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303



Articles of Amendment  
to  
Articles of Incorporation  
of

MIDDLEBURG AT STONEBRIDGE CONDOMINIUM ASSOCIATION, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N95000001726

(Document Number of Corporation (if known))

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

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

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:

Name of New Registered Agent: N/A

New Registered Office Address:

(Florida street address)

(City) Florida (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
Signature of New Registered Agent, if changing

2022 APR -6 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED



**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	N/A _____ _____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____ _____ _____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____ _____ _____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____ _____ _____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____ _____ _____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____ _____ _____	_____ _____ _____

**E. If amending or adding additional Articles, enter change(s) here:**

*(attach additional sheets, if necessary). (Be specific)*

**\*\*SEE ATTACHED\*\* AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR MIDDLEBURG**

**AT STONEBRIDGE CONDOMINIUM ASSOCIATION, INC.**



The date of each amendment(s) adoption: 03/11/2022, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

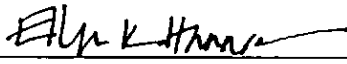
Adoption of Amendment(s) (CHECK ONE)

- ☒ 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 3.14.2022

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

ELLEN HANNAN

\_\_\_\_\_  
(Typed or printed name of person signing)

PRESIDENT

\_\_\_\_\_  
(Title of person signing)



AMENDMENTS TO  
ARTICLES OF INCORPORATION  
OF  
MIDDLEBURG AT STONEBRIDGE CONDOMINIUM ASSOCIATION, INC.

Additions are underlined.  
Deletions are ~~stricken through~~.

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**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**MIDDLEBURG AT STONEBRIDGE CONDOMINIUM ASSOCIATION, INC.**

~~Pursuant to Section 617.0202, Florida Statutes, these Articles of Incorporation are created by Christine A. Bay, Rudnick & Wolfe, 101 East Kennedy Boulevard, Suite #2000, Tampa, Florida 33602, as sole incorporator, for the purposes set forth below. Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation of Middleburg at Stonebridge Condominium Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on April 11, 1995, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Chapter 617, and there is no discrepancy between the corporation's 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 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 MIDDLEBURG AT STONEBRIDGE CONDOMINIUM ASSOCIATION, INC., and its address is as listed with Florida Department of State Division of Corporations.

**ARTICLE II**

**PURPOSE AND POWERS:** The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Middleburg at Stonebridge, a Condominium, located in Collier County, Florida.

Capitalized terms shall have the same meaning as set forth in the Declaration of Condominium of Middleburg at Stonebridge, a Condominium, unless the context requires otherwise.

The 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 Association shall be distributed or inure to the private benefit of any ~~member~~ Member, Director or officer of the Association. For the accomplishment of its purposes, the 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 and of a condominium association under the Florida Condominium Act, except as expressly limited or modified by these Articles, the Declaration of Condominium, and the Bylaws, and it shall have all of the powers and duties reasonably necessary to



operate the Condominium pursuant to the Condominium Documents as they may hereafter be amended, including but not limited to the following:

(A) To make and collect assessments from ~~m~~Members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of assessments in the exercise of its powers and duties.

(B) To maintain, repair, replace and operate the Condominium Property and Association property.

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

(D) To reconstruct improvements after casualty and to make further improvements of the property.

(E) To make, amend and enforce reasonable rules and regulations governing the operation of the Association and the use, maintenance, occupancy, alteration, transfer, and appearance of the Units, Common Elements, and Limited Common Elements, and the operation of the Association.

(F) To approve or disapprove the transfer of ownership, leasing, ownership and occupancy of ~~u~~Units, as provided by the Declaration of Condominium.

(G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the Bylaws and any Rules and Regulations of the Association.

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

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

(J) To enter into agreements, or acquire leaseholds, memberships, and other board or use interests in lands or facilities such as country clubs, golf courses, marinas, and recreational facilities. It has the power whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation, or other use or benefit to the ~~u~~Unit ~~e~~Owners.

(K) To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment of trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

(L) To grant, modify, or move any easement in the manner provided in the Declaration.

All funds and the title to all property acquired by the Association shall be held for the benefit of the ~~m~~Members in accordance with the provisions of the declaration of Condominium, these Articles of



Incorporation and the Bylaws.

### ARTICLE III

#### MEMBERSHIP

(A) The ~~m~~Members of the Association shall be all record owners of a fee simple interest in one or more ~~u~~Units in the Condominium, as further provided in the Bylaws; after termination of the Condominium the ~~m~~Members shall consist of those who are ~~m~~Members at the time of such termination.

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

(C) The owners of each ~~u~~Unit, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

### ARTICLE IV

TERM: The term of the Association shall be perpetual.

### ARTICLE V

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

### ARTICLE VI

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

(A) Proposal. Amendments to these Articles shall be proposed by a majority of the Board or upon petition of the owners of one-tenth (1/10) of the ~~u~~Units by instrument, in writing, signed by them.

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

(C) Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the ~~v~~oting ~~i~~nterests who are present and voting, in person or by proxy, at any annual or special meeting called for the purpose, or by approval in writing of a majority of the ~~v~~oting ~~i~~nterests without a meeting, provided that notice of any proposed amendment has been given to the ~~m~~Members of the Association, and that the notice contains a fair statement of the proposed amendment. The Board of Directors may amend these Articles to correct scrivener's errors or omissions and amend and restate the Articles in order to consolidate into one document amendments previously adopted by the Members or the Board. Amendments adopted by the Board shall occur at a duly noticed Board meeting, with adoption of the amendments set forth on the agenda.

(D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida, with the formalities required by the Condominium Act.



## ARTICLE VII

### DIRECTORS AND OFFICERS:

(A) The affairs of the Association will 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 ~~m~~Members in the manner determined by the Bylaws. Directors may be removed and vacancies of 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 by the Board of Directors at its first meeting following the annual meeting of the ~~m~~Members of the Association and shall serve at the pleasure of the Board.

## ARTICLE VIII

### INITIAL DIRECTORS AND OFFICERS: The initial Officers and Directors of the Association shall be:

David T. Irvin—President/Director  
R. Stephen Pate—Vice President/Director James P. Harvey—  
Secretary/Director  
Kathryn B. Clayton—Treasurer/Director

## ARTICLE IX

### INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT AND OFFICE:

The initial principal office of the Association shall be at:

7120 South Beneva Road 2nd Floor  
Sarasota, Florida 34238

The initial registered agent and registered office shall be:

Christine A. Bay, Esquire  
101 East Kennedy Boulevard Suite 2000  
Tampa, Florida 33602

## ARTICLE VIII

### 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 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 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.~~

(D) ~~Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.~~

~~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 Association. 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.~~

(A) Indemnity. The Association shall indemnify any officer, Director, or committee member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, officer, or committee member of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his or her conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding 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 which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, Directors, and committee members as permitted by Florida law.

(B) Defense. To the extent that a Director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section (A) above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

(C) Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, officer, or committee member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by this Article VIII.

(D) Miscellaneous. The indemnification provided by this Article VIII shall not be deemed



exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

(E) Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, committee member, employee, or agent of the Association, or a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article VIII.

(F) Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.