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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: 400 LA PENINSULA CONDOMINIUM ASSOCIATION INC.

DOCUMENT NUMBER: N95000005870

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

Please return all correspondence concerning this matter to the following:

WILLIAM G. MORRIS

(Name of Contact Person)

LAW OFFICES OF WILLIAM G. MORRIS, P.A.

(Firm/ Company)

247 N. COLLIER BLVD., SUITE 202

(Address)

MARCO ISLAND, FLORIDA 34145

(City/ State and Zip Code)

WGM@WGMORRISLAW.COM

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

For further information concerning this matter, please call:

WILLIAM G. MORRIS

239

642-6020

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:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

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AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR
400 LA PENINSULA CONDOMINIUM ASSOCIATION, INC.

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REVISED 03/19/2020

AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR 400 LA PENINSULA CONDOMINIUM ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the Articles of Incorporation of 400 La Peninsula Condominium Association, Inc., A Florida corporation not-for-profit, which was originally incorporated under the same name on March 16, 1987, and reinstated on March 19, 1998, 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 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 Section 617, and the omission of matters of historical interest. This Amended and Restated Articles of Incorporation of 400 La Peninsula Condominium Association, Inc. shall henceforth be as follows:

ARTICLE I

The name of the corporation, hereinafter called "Condominium Association" is 400 LA PENINSULA CONDOMINIUM ASSOCIATION, INC. and the corporate office address shall be the address as reflected on the website of the Florida Secretary of State's office at www.sunbiz.org or at such other place as may be designated by the Board of Directors from time to time.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Condominium Association is organized is to provide an entity in accordance with the Florida Condominium Act for the operation of 400 La Peninsula, a Condominium, located in Collier County, Florida.

The Condominium Association is organized and shall exist upon a non-stock basis as a not-for-profit corporation under the laws of the State of Florida, and no portion of any earning of the Condominium Association shall be distributed or inure to the private benefit of any member, director or officer of the Condominium Association. For the accomplishment of its purposes, the Condominium 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 as provided in these Amended and Restated Articles of Incorporation, the Amended and Restated Declaration of Condominium, and the Amended and Restated By-laws or the Florida Condominium Act, as they may be amended from time to time.

All funds and the title to all properties acquired by the Condominium Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws. The Condominium Association shall make no distribution of income to its members, directors or officers, and upon distribution, all assets of the Association shall be transferred only to another not-for-profit corporation or a public agency or as otherwise authorized by the Florida not-for-profit Corporation Statute. The powers of the Condominium Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and By-Laws. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of members, nor any changes in this paragraph without the approval in writing of all members and the joinder of all record owners of mortgagees upon Units.

The Condominium Association shall have all the powers and duties reasonably necessary to operate the condominium pursuant to the Amended and Restated Declaration and as it may hereafter be amended, including, but not limited to, the following:

- A. To make and collect assessments against the members of the Condominium Association in order to defray the costs, expenses and losses of the Condominium Association, and to use the proceeds of said assessments in the exercise of its powers and duties;
- B. To protect, maintain, repair, replace and operate the Condominium property and Condominium Association property;
- C. To purchase insurance on the Condominium property and Condominium Association property for the protection of the Association, its members and their mortgagees, as well as Director's and Officer's liability insurance;
- D. To make, amend, and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Condominium Association;
- E. To approve or disapprove the transfer, mortgage, ownership and occupancy of units, as provided by the Amended and Restated Declaration of Condominium and the Amended and Restated By-laws;
- F. To reconstruct improvements after casualty and to make further improvements of the property;

G. To enforce the provisions of the Condominium Act, the Amended and Restated Declaration of Condominium, these Amended and Restated Articles, the Amended and Restated By-laws and any Rules and Regulations of the Condominium Association, as amended;

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

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

J. To acquire real and personal property in the name of the Condominium Association, provided that the acquisition of any real property via any means other than foreclosure of a Claim of Lien or Deed In Lieu of Foreclosure shall be only upon approval of seventy-five percent (75%) of the members, unless otherwise provided in the By-Laws

K. To borrow money, if necessary, to perform its other functions hereunder.

L. To dedicate or otherwise transfer all or any portion of the common areas to any public entity, authority or utility on the approval of seventy-five percent (75%) of the members, unless otherwise provided in the By-Laws.

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 Amended and Restated Declaration of Condominium, these Amended and Restated Articles of Condominium, and the Amended and Restated By-laws, as may be amended from time to time.

ARTICLE III

MEMBERSHIP: The members of the Condominium Association shall consist of all record owners of a fee simple interest in one or more units in the Condominium, and as further provided in the Amended and Restated By-laws. After termination of the Condominium, the members shall consist of those who are members at the time of such termination. After receiving approval of the Condominium Association as required by the Amended and Restated Declaration of Condominium, change of membership shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument and by delivery to the Condominium Association of a copy of such instrument. The share of a member in the funds and assets of the Condominium Association cannot be assigned or otherwise transferred in any manner except as an appurtenance to his unit. The owners of each unit, collectively, shall be

entitled to one vote in the Condominium Association matters as set forth in the Amended and Restated Declaration of Condominium and Amended and Restated By-laws. The manner of exercising voting rights shall be as set forth in the Amended and Restated By-laws.

ARTICLE IV

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

ARTICLE V

BY-LAWS: The Amended and Restated By-laws of the Condominium Association may be amended or rescinded in the manner provided for therein.

ARTICLE VI

AMENDMENTS: Except as otherwise provided under Florida law, these Amended and Restated Articles of Incorporation may be amended if the proposed amendment is approved by the vote of not less than sixty-six and two thirds (66 2/3rds) percent of the owners of all condominium units in the condominium present in person or by proxy and voting at any duly called membership meeting. Members not present at the meeting considering the amendment may express their approval in writing, given before such meeting. Any amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Collier County, Florida.

All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws. The Condominium Association shall make no distribution of income to its members, directors or officers, and upon distribution, all assets of the Condominium Association shall be transferred only to another not-for-profit corporation or a public agency or as otherwise authorized by the Florida not-for-profit Corporation Statute. The powers of the Condominium Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act, provided that, in the event of conflict, the provisions of the Act shall control over those of the Declaration and By-Laws. No amendment shall make any changes in the qualifications for membership that is in conflict with the Act, the Declaration or the By-Laws, in the voting rights or property rights of members, or any changes in this paragraph without the approval in writing of all members and the joinder of all record owners of mortgages upon Units.

ARTICLE VII

DIRECTORS AND OFFICERS: The affairs of the Condominium Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Amended and Restated By-laws, but in any event no less than three (3) Directors, and no greater than seven (7) members. All Directors shall be elected by the members in the manner detailed in the Amended and Restated By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Amended and Restated By-laws. The officers shall conduct the business of the Association, and shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Condominium Association and shall serve at the pleasure of the Board.

ARTICLE VIII

INDEMNIFICATION: The Condominium Association shall indemnify every Director and every officer of the Condominium Association against all expenses and liabilities including attorneys' fees incurred by or imposed on them in connection with any legal proceeding to which he may become a party as a result of his position as an officer or director of the Association, provided, however, said indemnification shall not apply in the event of gross negligence or willful misconduct of the Director or officer, or in any criminal action, unless the Director or officer acted in good faith and in a manner he reasonably believed was in the best interest of the Condominium Association.

CERTIFICATE

The undersigned, being the duly elected President and Secretary of 400 La Peninsula Condominium Association, Inc., hereby certify that the foregoing were duly proposed by the Board of Directors and that the foregoing were approved by an affirmative vote of a sufficient number of members entitled to vote thereon at a duly called meeting, at which a quorum was present, held on _____, 2020, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment. The foregoing both amend and restate the Articles of Incorporation in their entirety.

400 LA PENINSULA CONDOMINIUM ASSOCIATION, INC.
a Florida not-for-profit corporation

By: _____
Print name: _____, as President

Attest: _____
Print Name: _____, as Secretary

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

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

Adoption of Amendment(s) (CHECK ONE)

- ☐ 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 April 20, 2020

Signature Mark D Ramer

(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)

Mark D Ramer

(Typed or printed name of person signing)

Vice President

(Title of person signing)