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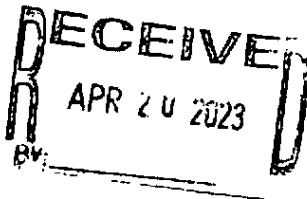
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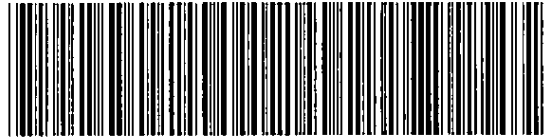
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2023 AUG 14 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FL

Amended & Restated

AUG 25 2023

D CUSHING



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 22, 2023

DOMINICK A MEZZOLINE, ESQ
GOEDE, DEBOEST & CROSS, PLLC
6609 WILLOW PARK DRIVE, SENCOND FLOOR
NAPLES, FL 34109

SUBJECT: CARRINGTON AT STONEBRIDGE CONDOMINIUM
ASSOCIATION, INC.
Ref. Number: N96000002330

We have received your document for CARRINGTON AT STONEBRIDGE CONDOMINIUM ASSOCIATION, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Operations Manager A

Letter Number: 523A00016431

AUG 14 2023

Prepared by and return to:
Dominick A. Mezzoline, Esq.
Goede, DeBoest & Cross, PLLC
6609 Willow Park Drive, Second Floor
Naples, Florida 34109
(239) 331-5100

FILED
2023 AUG 14 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FL

**CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED
DECLARATION OF CONDOMINIUM OF
CARRINGTON AT STONEBRIDGE, A CONDOMINIUM
AND THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
AND AMENDED AND RESTATED BYLAWS
OF
CARRINGTON AT STONEBRIDGE CONDOMINIUM ASSOCIATION, INC.**

I HEREBY CERTIFY that the following amendments to the Amended and Restated Declaration of Condominium of Carrington at Stonebridge, a Condominium, and the Amended and Restated Articles of Incorporation and Amended and Restated Bylaws for Carrington at Stonebridge Condominium, Inc., were duly adopted by the Association membership at the duly noticed Meeting of the Members of the Association on the 15th day of December 2022. Said amendments were approved by a proper percentage of voting interests of the Association.

The original Declaration of Condominium of Carrington at Stonebridge and the original Articles of Incorporation and Bylaws of Carrington at Stonebridge Condominium Association, Inc. were recorded at Official Records Book 2179, Page 587, *et seq.*, of the Public Records of Collier County, Florida.

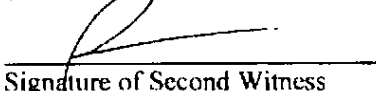
WITNESSES



Signature of First Witness

LEE BUEGIN

(Printed Name of First Witness)



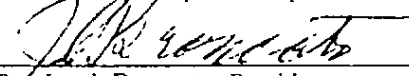
Signature of Second Witness

ILANA CASTRO

(Printed Name of Second Witness)

**Carrington at Stonebridge Condominium
Association, Inc.,**

a Florida not for profit corporation



By: Jacob Broncato, President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged [or if an affidavit "sworn to and subscribed"] before me, by means of ☒ physical presence or ☐ online notarization, this 13th day of January, 2023, by Jacob Broncato, as President of Carrington at Stonebridge Condominium Association, Inc., who ☒ is personally known to me, or ☐ has produced N/A as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of January, 2023.

(NOTARY STAMP/SEAL)



Marsha M. Hubicz
Notary Public for the State of Florida
Print Name: Marsha M. Hubicz
My Commission Expires: 03-23-25

WITNESSES

[Signature]
Signature of First Witness

Lee Buegin
(Printed Name of First Witness)

[Signature]
Signature of Second Witness

Deana Castro
(Printed Name of Second Witness)

Carrington at Stonebridge Condominium
Association, Inc.,
a Florida not-for-profit corporation

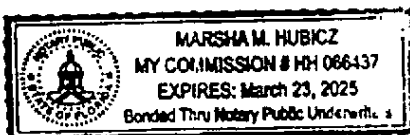
[Signature]
By: Keith Brown, Secretary

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged [or if an affidavit "sworn to and subscribed"] before me, by means of ☐ physical presence or ☒ online notarization, this 13th day of January, 2023, by Keith Brown, as Secretary of Carrington at Stonebridge Condominium Association, Inc., who ☒ is personally known to me, or ☐ has produced N/A as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of January, 2023.

(NOTARY STAMP/SEAL)



Marsha M. Hubicz
Notary Public for the State of Florida
Print Name: Marsha M. Hubicz
My Commission Expires: 03-23-25

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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FL

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida not for profit corporation adopts the following articles of amendment to its Articles of Incorporation.

FIRST: Amendment(s) adopted:

Amended and Restated Articles of Incorporation.
See attached Exhibit "A" for full text.

SECOND: The date of adoption of the amendments was December 15, 2022.

THIRD: Adoption of Amendment (Check one):

 X The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

 There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the Board of Directors.

CARRINGTON AT STONEBRIDGE CONDOMINIUM ASSOCIATION, INC.



Signature of Officer

Jacob Broncato

Print Name of Officer

President

Title of Officer

02/13/2023

Date

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

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation of Carrington at Stonebridge Condominium Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on April 30, 1996, 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 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 CARRINGTON 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 Carrington 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 Carrington 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, 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 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 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 Units, as provided by the Declaration of Condominium.

(G) To enforce the provisions of the Florida 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 Unit 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 Members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

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

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

(C) The owners of each 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 Units by instrument, in writing, signed by them.

(B) Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or Unit Owners, such proposed amendment or amendments shall be submitted to a vote of the 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 Voting Interests 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 Voting Interests without a meeting, provided that notice of any proposed amendment has been given to the 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 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 meeting following the annual

meeting of the Members of the Association or at a meeting thereafter within ten (10) days after the election of new Directors and shall serve at the pleasure of the Board.

ARTICLE VIII

INDEMNIFICATION:

(A) Indemnity. The Association shall indemnify any officer, Director, and/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 or she 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 or her 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 or she did not act in good faith or in a manner he or she 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 or she 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 or she 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 or she shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him or her 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 or she 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 or her and incurred by him or her 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 or her 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.