

N970 00002501

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

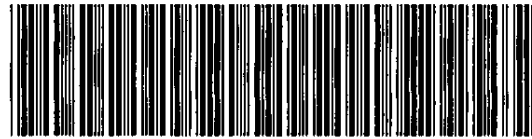
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600297549796

04/20/17--01006--028 **35.00

FILED
2017 APR 20 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended/Restated

APR 21 2017
I ALBRITTON

April 18, 2017

BY REGULAR U.S. MAIL

Florida Department of State, Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee FL 32314

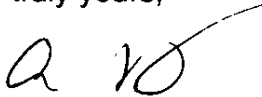
RE: Articles of Amendment – Madeira Cove Condominium Association, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Amendment to the Amended, Restated and Integrated Articles of Incorporation of Madeira Cove Condominium Association, Inc., along with a check for filing, in the amount of \$35.00. The document number of the corporation is N97000002501. The amendments were adopted by the requisite number of members at a meeting held on April 4, 2017.

Please return the filed Articles of Amendment to my attention. Thank you.

Very truly yours,



Anne M. Hathorn, Esq.
For the Firm

AMH
Enclosures

Prepared By and Return to:
Anne M. Hathorn, Esquire
Anne Hathorn Legal Services, LLC
150 2nd Ave. N., Suite 1270
St. Petersburg, FL 33701

FILED
2017 APR 20 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE AMENDED, RESTATED AND INTEGRATED
ARTICLES OF INCORPORATION
OF
MADEIRA COVE CONDOMINIUM ASSOCIATION, INC.**

This is to certify that by approval of the members of Madeira Cove Condominium Association, Inc. (the "Association"), in accordance with the requirements of the applicable Florida Statutes and the documents governing the Association and its members, the amendments to the Amended, Restated and Integrated Articles of Incorporation of Madeira Cove Condominium Association, Inc., attached hereto, were duly adopted at a membership meeting held on April 4, 2017. The amendments were adopted with requisite membership approval.

IN WITNESS WHEREOF, MADEIRA COVE CONDOMINIUM ASSOCIATION, INC, has caused this instrument to be signed by its duly authorized officer on the 6 day of April, 2017.

[Signature]
Signature of Witness #1

Robert Cusack
Printed Name of Witness #1

[Signature]
Signature of Witness #2

John Lipa
Printed Name of Witness #2

MADEIRA COVE
CONDOMINIUM ASSOCIATION, INC.

By: [Signature]

Signature

Larry H. Roelofs President, MCCA
Printed Name and Title

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 6 day of April, 2017 by Larry Roelofs as President of MADEIRA COVE CONDOMINIUM ASSOCIATION, INC., on behalf of the corporation. He/She acknowledged that he/she executed this document on behalf of the corporation. He/She is personally known to me or has produced 2412-528-42-345-C as identification.



[Signature]
Notary Public

Patricia Kordis
Printed Name

**AMENDED, RESTATED AND INTEGRATED ARTICLES OF INCORPORATION
OF**

MADEIRA COVE CONDOMINIUM ASSOCIATION, INC.

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida, for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE I

NAME

The name of the corporation shall be MADEIRA COVE CONDOMINIUM ASSOCIATION, INC. The corporation shall be hereinafter referred to as the "Association."

ARTICLE II

PURPOSE

The purposes and objects of the Association shall be to administer the operation and management of a condominium complex to be established in accordance with the laws of the State of Florida upon the following described property, situate, lying and being in Pinellas County, Florida, to-wit:

SEE EXHIBIT "A" ATTACHED HERETO AND INCORPORATED HEREIN BY REFERENCE AND MADE A PART HEREOF.

and to undertake the performance of the acts and duties incident to the administration of the operation and management of said condominium and in accordance with the terms, provisions, conditions and authorizations contained in these articles and which may be contained in the Declaration of Condominium which has been recorded in the Public Records of Pinellas County, Florida, at the time said property, and the improvements now or hereafter situate thereon are submitted to a plan of condominium ownership; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said condominium. The Association shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III

POWERS

The Association shall have the following powers:

A. All of the powers and duties granted to corporations and corporations not for profit as set forth in Chapters 607 and 617, Florida Statutes, except as expressly limited or restricted by the Florida Condominium Act, and all of the powers and privileges which may be granted unto said Association or exercised by it under any other applicable laws of the State of Florida.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to:

1. To make and establish reasonable rules and regulations governing the use of the condominium units and the common elements in the condominium as said terms may be defined in the Declaration of Condominium.
2. To levy and collect assessments against members of the Association to defray the common expenses of the condominium as may be provided in the Declaration of Condominium and in the By-Laws of the Association which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, and otherwise trading and dealing with such property, whether real or personal, including the units in the condominium, which may be necessary or convenient in the operation and management of the condominium and in accomplishing the purposes set forth in the Declaration of Condominium.
3. To maintain, repair, replace, operate and manage the condominium and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of the condominium property.
4. To contract for the management and maintenance of the condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules and maintenance of common elements. The Association shall, however, retain at all times the powers and duties granted them by the Condominium Act, including, but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.
5. To enforce the provisions of the Declaration of Condominium, these Articles of Incorporation, the By-Laws of the Association which may be hereafter adopted, and the rules and regulations governing the use of the condominium as the same may be hereafter established.
6. To acquire title to property or otherwise hold, convey, lease, and mortgage association property for the use and benefit of its members. The power to acquire personal property shall be exercised by the Board of Administration. Except as otherwise permitted in subsections (8) and (9) of Section 718.111, Florida Statutes, and in Section 718.114, Florida Statutes, no association may acquire, convey, lease, or mortgage association real property except in the manner provided in the declaration, and if the declaration does not specify procedure, then approval of seventy-five percent (75%) of the total voting interests shall be required.
7. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration of Condominium.

8. To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

ARTICLE IV

MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

A. The owners of all condominium units in the condominium shall be members of the Association, and no other persons or entities shall be entitled to membership.

B. Membership shall be established by the acquisition of fee title to a unit in the condominium or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of a party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in all units in the condominium.

C. The interest 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 his condominium unit. The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same be expended, held or used for the benefit and for the purposes authorized herein, in the Declaration of Condominium, and in the said By-Laws.

D. On all matters on which the membership shall be entitled to vote, there shall be only one (1) vote for each unit in the condominium, which vote shall be exercised or cast by the owner or owners of each unit in such manner as may be provided in the By-Laws hereafter adopted. Should any member own more than one (1) unit, such member shall be entitled to exercise or cast as many votes as he owns units, in the manner provided in said By-Laws.

ARTICLE V

EXISTENCE AND DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE VI

LOCATION

The principal office of the Association shall be located at 399 150th Avenue North, Madeira Beach, Florida 33708, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Administration.

ARTICLE VII

DIRECTORS

The affairs of the Association shall be managed by the Board of Administration. The number of members of the Board of Administration of the Association shall be five (5). The members of the Board of Administration shall be elected as provided by the By-Laws of the Association. The Board of Administration shall be members of the Association or shall be authorized representatives, officers or employees of a corporate members of this Association. The names and addresses of the members of the first Board of Administration who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Howard M. Zetley	8870 North Port Washington Road Milwaukee, WI 53217
------------------	--

Al Dolenshek	870 North Port Washington Road Milwaukee, WI 53217
--------------	---

Mark Weiner	870 North Port Washington Road Milwaukee, WI 53217
-------------	---

The Board of Administration shall elect a President, a Secretary and a Treasurer and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Administration shall determine. The President shall be elected from among the membership of the Board of Administration but no other officer needs to be a director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice President shall not be held by the same person, nor shall the office of President, Secretary or Assistant Secretary be held by the same person.

The affairs of the Association shall be administered by the officers designated in the By-Laws of the Association. Said officers will be elected by the Board of Administration at its first meeting following the Annual Meeting of the members of the Association and with the approval of the Board of Administration, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the condominium, and the affairs of the Association, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Association or a director of the Association.

The names and addresses of the officers who will serve until their successors are designated are as follows:

Howard M. Zetley	8870 North Port Washington Road Milwaukee, WI 53217
------------------	--

Al Dolenshek	870 North Port Washington Road Milwaukee, WI 53217
--------------	---

Mark Weiner

870 North Port Washington Road
Milwaukee, WI 53217

ARTICLE IX

SUBSCRIBERS

The subscribers to these Articles of Incorporation are the three (3) persons herein named to act and serve as members of the first Board of Administration of the Association, the names of which subscribers and their respective residences are more particularly set forth in Article VII above.

ARTICLE X

BY-LAWS

The original By-Laws of the Association shall be adopted by the Board of Administration and thereafter, such By-Laws may be altered or rescinded by the Board of Administration only in such manner as said By-Laws may provide.

ARTICLE XI

INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. The intent of this indemnification is to accord protection to the Directors and Officers of the Association to the maximum extent allowed by law.

ARTICLE XII

AMENDMENTS

Any amendment or amendments to these Articles of Incorporation may be proposed by the Board of Administration of the Association acting upon a vote of the majority of the directors, or by the members of the Association owning a majority of the condominium units in the condominium, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles being proposed by said Board of Administration or members,

such proposed amendment or amendments shall be transmitted to the President of the Association or other officer of the Association in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than fourteen (14) days nor later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than fourteen (14) days before the date set for such meeting. If mailed, the notice of the membership meeting shall be sent by certified mail, return receipt requested, which mailing shall be deemed notice. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of the members owning a majority of the condominium units in the condominium in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments to these Articles shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of Florida; and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Pinellas County, Florida. At any meeting held to consider such amendment or amendment of these Articles, the written vote of any member of the Association shall be recognized, if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Association at or prior to such meeting.

EXHIBIT "A"

PINELLAS COUNTY FLA.
OFF. REC. BK 9741 PG 1814

Parent Tract

PARCEL I:

From a point of intersection of the North line of Government Lot 2, Section 9, Township 31 South, Range 15 East, which North line of Government Lot 2 has been established by Agreement (See Pinellas Deed Book 662, Page 41) and the center line of State Road 233, run thence N. 43 deg. 51' 28" E., along center line of State Road No. 233 a distance of 297.22 feet; thence S. 46 deg. 08' 32" E., 50.00 feet; thence N. 43 deg. 51' 28" E., parallel to and 50.00 feet at right angles to said State Highway No. 233, 767.93 feet; thence S. 46 deg. 08' 57" E., 374.11 feet to the Point of Beginning; thence S. 43 deg. 51' 28" W., 225.00 feet; thence S. 38 deg. 31' 32" W., 147.03 feet; thence S. 1 deg. 55' 53" E., 170.00 feet to said North line of Government Lot 2; thence along said line N. 88 deg. 04' 07" E., 430.77 feet, to the shore line of Boca Ciega Bay and Point "B" for reference, returning to the Point of Beginning; thence S. 46 deg. 08' 57" E., 170.37 feet - to the shore line of Boca Ciega Bay; thence Southeasterly along said shore line to aforementioned reference point "B".

PARCEL II:

From a point of intersection of the North line of Government Lot 2, Section 9, Township 31 South, Range 15 East, which North line of Government Lot 2 has been established by Agreement (See Pinellas Deed Book 662, Page 41) and the center line of State Road 233, run thence N. 43 deg. 51' 28" E., along center line of State Road No. 233 a distance of 297.22 feet; thence S. 46 deg. 08' 32" E., 50.00 feet; thence N. 43 deg. 51' 28" E., parallel to and 50.00 feet at right angles to said State Highway No. 233, 352.78 feet; thence S. 46 deg. 08' 32" E., 300.00 feet to the Point of Beginning. Thence continue S. 46 deg. 08' 32" E., 69.70 feet; thence S. 01 deg. 55' 53" E., 152.31 feet to a point on said North line of Lot 2; thence along said line S. 88 deg. 04' 07" W., 256.63 feet; thence N. 43 deg. 51' 28" E., 290.22 feet to the Point of Beginning.

PARCEL III:

From a point of intersection of the North line of Government Lot 2, Section 9, Township 31 South, Range 15 East, which North line of Government Lot 2 has been established by Agreement (See Pinellas Deed Book 662, Page 41) and the center line of State Road 233, run thence N. 43 deg. 51' 28" E., along center line of State Road No. 233 a distance of 297.22 feet; thence S. 46 deg. 08' 32" E., 50.00 feet; thence N. 43 deg. 51' 28" E., parallel to and 50.00 feet at right angles to said State Highway No. 233, 352.78 feet to the Point of Beginning; thence N. 43 deg. 51' 28" E., 30.00 feet; thence S. 46 deg. 08' 32" E., 374.11 feet; thence N. 43 deg. 51' 28" E., 160.19 feet; thence S. 38 deg. 31' 32" W., 147.03 feet; thence S. 01 deg. 55' 53" E., 170.00 feet; thence S. 88 deg. 04' 07" W., 44.00 feet; thence N. 01 deg. 55' 53" W., 152.31 feet; thence N. 46 deg. 08' 32" W., 369.70 feet to the Point of Beginning.