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FLORIDA DEPARTMENT OF STATE
Division of Corporations

2021 SEP 10 AM 10:59

July 22, 2021

LAW OFFICES OF WELLS, OLAH, COCHRAN
1800 SECOND STREET
SUITE 808
SARASOTA, FL 34236

SUBJECT: PALM AVENUE VILLAS ASSOCIATION, INC.
Ref. Number: N97000002941

We have received your document for PALM AVENUE VILLAS ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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.

Catherine M Brumbley
Regulatory Specialist II

Letter Number: 721A00016980

Condominium, Homeowner
and Cooperative Association

Kevin T. Wells, Esq.*
Paul E. Olah, Jr., Esq.**
Michael W. Cochran, Esq



Civil Litigation
Construction Litigation

Jackson C. Kracht, Esq.
Joseph A. Gugino, Esq.
Michael P. Wallach, Esq.

September 8, 2021

Florida Secretary of State
Division of Corporations
Attn: Catherine M. Brumbley,
Regulatory Specialist II
P.O. Box 6327
Tallahassee, FL 32314

Re: Certificate of Amendment - Palm Avenue Villas Association, Inc.
Letter Number: 721A00016980

Dear Ms. Brumbley:

Please find enclosed Amendments to the Articles of Incorporation for the above-referenced corporation, together with a copy of your letter dated July 22, 2021.

Thank you for your assistance in this matter.

Very truly yours,

LAW OFFICES OF WELLS | OLAH | COCHRAN, P.A.

/s/ Paul E. Olah, Jr.

Paul E. Olah, Jr., Esq.
polah@kevinwellspa.com

PEO/enl
Enclosures

PAV

Prepared by and Return to:
Paul E. Olah, Jr., Esq.
Law Offices of Wells | Olah | Cochran, P.A.
1800 Second Street, Suite 808
Sarasota, Florida 34236
(941) 366-9191 (Telephone)

2021 SEP 10 AM 11:54
FILED

CERTIFICATE OF AMENDMENT
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PALM AVENUE VILLAS ASSOCIATION, INC.

We hereby certify that the attached amendments to the Amended and Restated Articles of Incorporation of Palm Avenue Villas Association, Inc. were duly adopted at a membership meeting of Palm Avenue Villas Association, Inc. held May 19, 2021, by the affirmative vote of the holders of more than one-half of the total votes of the Association membership. The original Articles of Incorporation of Palm Avenue Villas Association, Inc. were filed with the Florida Department of State, Secretary of State, Division of Corporations on May 22, 1997. The Association further certifies that the amendments were proposed and adopted as required by the governing documents and applicable law.

DATED this 11th day of August, 2021.

Signed, sealed and
delivered in the presence of:

sign: Bekki Rayner

print: Bekki Rayner

sign: Laurie Seesholtz

print: Laurie Seesholtz

PALM AVENUE VILLAS ASSOCIATION, INC.

By: Robert Kruse
Robert Kruse, President

ATTEST:

By: Denise Barth
Denise Barth, Secretary

[Corporate Seal]

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 11th day of August, 2021, by Robert Kruse, as President of Palm Avenue Villas Association, Inc., a Florida not for profit corporation, on behalf of the corporation, who is personally known to me or has produced Fla D/L as identification.

NOTARY PUBLIC

Sign: Laurie Seesholtz

Print: Laurie Seesholtz

State of Florida at Large (Seal)

My Commission expires:



LAURIE SEESHOLTZ
Commission # GG 351406
Expires August 25, 2023
Bonded Thru Budget Notary Services

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PALM AVENUE VILLAS ASSOCIATION, INC.

*[Substantial rewording of Articles of Incorporation.
See existing Articles of Incorporation and amendments thereto for present text.]*

FILED
2021 SEP 10 AM 11:54
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF SARASOTA, FLORIDA

The Members of Palm Avenue Villas Association, Inc. adopt these Amended and Restated Articles of Incorporation of Palm Avenue Villas Association, Inc. (the "Articles of Incorporation"). The original Articles of Incorporation were filed with the Florida Secretary of State, Division of Corporations on May 22, 1997.

ARTICLE I
NAME AND PRINCIPAL ADDRESS

- 1.1 Name. The name of the Corporation shall be Palm Avenue Villas Association, Inc. (the "Association").
- 1.2 Principal Address. The principal address of the Association shall be c/o Progressive Community Management, Inc., 3701 South Osprey Avenue, Sarasota, Florida 34239. The Association's Board of Directors may change the location of the principal address from time to time.

ARTICLE II
PURPOSE

2.1 Purpose. The purpose for which the Association is organized is to provide an entity pursuant to Chapter 720, Florida Statutes (the "Homeowners' Association Act") to operate and promote the health, safety, and social welfare of the Owners of all Lots located within Palm Avenue Villas, a subdivision in Sarasota County, Florida (the "Subdivision"), developed by Palm Avenue Associates, Inc., a Florida corporation ("Developer") and maintain the Subdivision in accordance with the Amended and Restated Declaration of Covenants for Palm Avenue Villas (the "Declaration").

2.2 Distribution of Income. The Association shall make no distribution of income to its Members, Directors or Officers unless otherwise provided by the Declaration or Florida law.

ARTICLE III
POWERS

3.1 Powers. The Association shall have all powers necessary to operate and maintain the Subdivision, including the following:

(a) Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not for profit, not in conflict with the terms of the Articles of Incorporation, the Amended and Restated Bylaws of Palm Avenue Villas Association, Inc. (the "Bylaws"), the Declaration or the Homeowners' Association Act.

(b) Specific Powers. The Association shall have all of the powers and duties set forth in the Homeowners' Association Act and Chapter 617, Florida Statutes (the "Florida Not for Profit Corporation Act"). The Community Association shall also have all of the powers and duties set forth in the Declaration and the Bylaws; and all of the powers and duties reasonably necessary to operate the Subdivision in accordance with the Declaration and the Homeowners' Association Act, including, but not limited to, the following:

(1) To make, amend and collect annual and special Assessments against the Lots within the Subdivision and Owners as Members to defray the common expenses and losses of the Association.

(2) To use the proceeds of Assessments in the exercise of its powers and duties.

(3) To maintain, repair, alter, improve, replace, administer and operate the Common Area and Association Property.

(4) To purchase insurance upon the Common Area and Association Property and insurance for the protection of the Association, its Directors, Officers, agents and its Members.

(5) To reconstruct improvements after casualty and to further improve the Common Area and Association Property.

(6) To make, amend and rescind reasonable Rules and Regulations governing the appearance, occupancy and use of the Lots, the Common Area and Association Property, and policies and procedures governing the internal affairs and operation of the Association and the behavior and conduct of its Directors and Officers.

(7) To approve or disapprove the transfer, lease, mortgage and ownership of Lots in the Subdivision.

(8) To enforce by legal means the provisions of the Homeowners' Association Act, the Declaration, the Articles of Incorporation, the Bylaws and any Rules and Regulations promulgated by the Board of Directors.

(9) To contract for the management, operation, administration and maintenance of the Association, the Common Area and Association Property and to delegate to such contracting party any powers and duties of the Association, except such as are specifically required by the Homeowners' Association Act, the Declaration, the Articles of Incorporation, or the Bylaws to have the approval of the Board of Directors or the Members.

(10) To employ personnel for reasonable compensation to perform the services required for proper administration and operation of the Association, including, but not limited to, management of the Association.

(11) To enter into agreements acquiring leaseholds, memberships and other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the Subdivision, intended to provide for the enjoyment, recreation or other use benefits of the Members.

(12) To purchase, acquire or take title to Lots within the Subdivision for the purpose of selling or leasing same or use by a resident manager, rental agent or other similar person.

(13) To sue and be sued.

(c) Emergency Powers. In the event of an emergency as defined herein, the Board of Directors may exercise the emergency powers described herein, and any other powers authorized by the Homeowners' Association Act or Sections 617.0207 and 617.0303, Florida Statutes. For purposes of this Article 3.1(c) only,

an emergency exists during a period of time that the Subdivision, or the immediate geographic area in which the Subdivision is located, is subjected to: a state of emergency declared by civil or law enforcement authorities; a hurricane watch or warning as issued by the National Weather Service or local government agency; a partial or complete evacuation order issued by civil or law enforcement authorities; the declaration of a federal or state "disaster area" status; or catastrophe, whether natural or manmade, which seriously damages, or threatens to seriously damage the physical existence of the Subdivision. During an emergency as defined herein, the Board of Directors may exercise the following emergency powers:

(1) Conduct meetings of the Board of Directors and membership meetings with notice given as is practicable. Such notice may be given in any practicable manner, including, but not limited to, publication, telephone, radio, United States mail, electronic mail, the Internet, public service announcements, and conspicuous posting in the Subdivision or any other means the Board of Directors deems reasonable under the circumstances. Notice of Board of Directors' decisions may be communicated as provided in this Article 3.1(c). The Directors in attendance at such a meeting of the Board of Directors, if more than one (1) Director, shall constitute a quorum.

(2) Cancel and reschedule any membership meeting, committee meeting or meeting of the Board of Directors.

(3) Name as interim assistant officers persons who are not Directors, which assistant officers shall have the same authority as the executive Officers to whom they are assistants during the state of emergency to accommodate the incapacity or unavailability of any Officer of the Association.

(4) Relocate the Association's principal address or designate alternative principal addresses.

(5) Enter into agreements with local counties and municipalities to assist counties and municipalities with debris removal and other emergency assistance.

(6) Implement a disaster plan before or immediately following the event for which a state of emergency is declared which may include, but is not limited to, electricity; water, sewer, or security systems; or heating, ventilating and air conditioners.

(7) Based upon advice of emergency management officials or upon the advice of licensed professionals retained by the Board of Directors, determine any portion of the Subdivision unavailable for entry or occupancy by Owners, Tenants, Guests, agents, Occupants, or Invitees to protect the health, safety, or welfare of such persons.

(8) Require the evacuation of the Subdivision in the event of a mandatory evacuation order in the locale in which the Subdivision is located. Should the Owner of any Lot or Tenant, Guest, Occupant, or Invitee fail or refuse to evacuate the Subdivision where the Board of Directors has required evacuation, the Association shall be immune from any and all liability or injury to persons or property arising from such failure or refusal.

(9) Based upon advice of emergency management officials or upon the advice of licensed professionals retained by the Board of Directors, determine whether the Subdivision can be safely inhabited or occupied. However, such determination is not conclusive as to any determination of habitability pursuant to the Declaration

(10) Mitigate further damage, including taking action to contract for the removal of debris and to prevent or mitigate the spread of mold, mildew or fungus by removing and disposing of wet drywall, insulation, carpet, carpet pad, baseboards, air ducts, cabinetry, any and all personal property or belongings of a resident or owner, including but not limited to furniture, clothes, mattresses, and all other fixtures on or within the Common Area, Association Property or the Lots, even if the Owner is obligated by the Declaration or Florida law to insure or replace those fixtures and to remove personal property from a Lot.

(11) Contract, on behalf of any Owner, for items or services for which Owners are otherwise individually responsible for, but which are necessary to prevent further damage to the Common Area or Association Property. In such event, the Owner on whose behalf the Board of Directors has contracted shall be responsible for reimbursing the Association for the actual costs of the items or services, and the Association may use its Assessment and claim of lien authority provided by Section 720.3085, Florida Statutes, and the Declaration to enforce collection of such charges.

(12) Regardless of any provision to the contrary and even if such authority does not specifically appear in the Declaration or the Bylaws, the Board of Directors may levy one or more special Assessments without a vote of the Members.

(13) Without Member approval, borrow money and pledge Association assets as collateral to fund emergency repairs and carry out the duties of the Association when operating funds are insufficient. This paragraph does not limit the general authority of the Association to borrow money, subject to such restrictions as are contained in the Articles of Incorporation, the Declaration, or the Bylaws.

(14) Corporate action taken in good faith to meet the emergency needs of the Association or its Members shall bind the Association; have the rebuttable presumption of being reasonable and necessary; and may not be used to impose liability on a Director, Officer, or employee of the Association. An Officer, Director or employee of the Association acting in good faith and in accordance with Article 3.1(c) herein shall only be liable for willful misconduct.

The special powers authorized above in Article 3.1(c) shall be limited to the time period reasonably necessary to protect the health, safety, and welfare of the Subdivision and any Owner, Tenant, Guest, Occupant, or Invitee and shall be reasonably necessary to mitigate further damage and make emergency repairs.

(d) Association Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the Members in accordance with the provisions of the Declaration, the Articles of Incorporation and the Bylaws.

(e) Limitation on Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

ARTICLE IV **MEMBERS**

4.1 Members. The Members of the Association shall consist of all of the record Owners of a Lot in the Subdivision as shown by recordation of a deed or other appropriate instrument in the Official Records of Sarasota County, Florida.

4.2 Change of Membership. After receiving written approval of the Board of Directors, in accordance with the Declaration, change of membership in the Association shall be established by the recording, in the Official Records of Sarasota County, Florida, an assignment, deed or other appropriate instrument establishing a record interest in a Lot in the Subdivision. The person or persons named on the deed or other instrument thereby automatically becomes a Member of the Association and the membership of the immediate past owner is automatically terminated.

4.3 Limitation on Transfer of Shares of Assets. 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 a Lot in the Subdivision.

4.4 Vote. The Owner, or Owners collectively, of each Lot shall be entitled to one (1) vote on behalf of each Lot, as a Member of the Association. The manner of exercising voting rights shall be determined by the Declaration, the Articles of Incorporation, and the Bylaws

ARTICLE V BOARD OF DIRECTORS

5.1 Composition. The affairs of the Association shall be managed by a Board of Directors consisting initially of three Directors. The number of Directors comprising succeeding Boards of Directors shall be as determined from time to time in accordance with the Bylaws, but in no event shall there be less than three or more than nine Directors. The Directors shall be Members, the spouse of a Member, or a designated Primary Occupant of a Lot owned by a corporation or other artificial entity.

5.2 Election of Directors. The Directors of the Association shall be elected at the annual meeting of Members in the manner determined by the Bylaws and the Homeowners' Association Act. A Director may be removed, and vacancies on the Board of Directors shall be filled, in the manner provided in the Bylaws and the Homeowners' Association Act.

ARTICLE VI OFFICERS

6.1 Composition and Election. The affairs of the Association shall be administered by the Officers designated in the Bylaws as directed by the Board of Directors. The Officers shall be Members, the spouse of a Member, or, in the case of a Lot owned by a corporation or other artificial entity, an officer or agent of such corporation or other artificial entity. The Officers shall be elected annually by the Board of Directors at its organizational meeting following the annual meeting of the Members and shall serve at the pleasure of the Board of Directors.

ARTICLE VII INDEMNIFICATION OF OFFICERS AND DIRECTORS

7.1 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 or she is or was a Director, Officer, or committee member of the Association, against expenses, including reasonable 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, in and 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 such 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.

7.2 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 Article 7.1 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.

7.3 Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding may 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 subject to the understanding and agreement of such 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 7.

7.4 Miscellaneous. The indemnification provided by this Article 7 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Declaration, the Bylaws or any binding agreement 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.

7.5 Insurance. The Association has 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 or her in any such capacity, or arising out of his 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 7.

7.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 7 may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

7.7 Delegation. To the extent permitted by law, the powers and duties of the Directors and Officers may be delegated for the purpose of management.

ARTICLE VIII CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE IX
BYLAWS

The first Board of Directors of the Association shall adopt bylaws consistent with these Articles. Thereafter, the Bylaws may be altered, amended or rescinded by a majority vote of the directors in the manner provided by such Bylaws.

ARTICLE X
AMENDMENTS TO ARTICLES OF INCORPORATION

10.1 Amendments. Amendments to these Articles of Incorporation may be proposed at any time by at least a majority of the Board of Directors or by written petition of twenty-five percent (25%) of the total voting interests of the Association. If by petition, the proposed amendments must be submitted to a vote of the Association not later than the next annual meeting. Except as otherwise provided by law, these Articles of Incorporation may be amended if the proposed amendment is approved by at least a majority of the eligible Voting Interests of the Association present, in person or by proxy, at a membership meeting at which a quorum is established.

10.2 Limitation on Amendments. No amendment shall make any changes in the qualification for membership or the voting rights of Members without the approval in writing of all Lot Owners and the joinder of all record owners of liens upon the Lots. No amendment shall be made which is in conflict with the Homeowner's Association Act or the Declaration.

10.3 Certification. A copy of each amendment shall be filed with the Florida Secretary of State and shall be recorded in the Official Records of Sarasota County, Florida, along with a certificate of amendment executed by the appropriate Officers of the Association attesting that the amendment has been lawfully adopted.

ARTICLE XI
REGISTERED OFFICE AND REGISTERED AGENT

The registered agent and office of the Association shall be Steve Chernick, Progressive Community Management, Inc., 3701 South Osprey Avenue, Sarasota, Florida 34239. The Board of Directors is authorized to change the registered agent and office, from time to time, in the manner provided by Florida law.

ARTICLE XII
SUBSCRIBERS

The names and address of the original subscriber of these Articles is: Pamela McCullough, 201 Gulf of Mexico Drive, Suite 6, Longboat Key, FL 34228

ARTICLE XIII
MISCELLANEOUS

13.1 Florida Statutes. Any reference to a statute herein, including, but not limited to, the Homeowners' Association Act and the Florida Not For Profit Corporation Act, shall include subsequent amendments and renumbering from time to time.

13.2 Definitions. All terms used in these Articles shall have the same meaning, to the extent applicable, as set forth in the Declaration and the Bylaws.