

N97000005276

(Requestor's Name)

ANNE HATHORN LEGAL SERVICES, LLC

ANNE HATHORN, ESQ.

150 2ND AVE. N., SUITE 1270

SAINT PETERSBURG, FL 33701

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

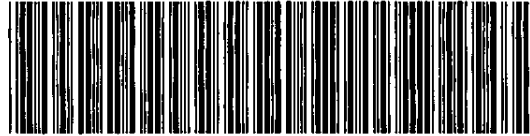
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N97000005276
2/23/16

ANNE HATHORN LEGAL SERVICES, LLC

July 11, 2016

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 – The Association of Eden Isle, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Amendment to the Articles of Incorporation of The Association of Eden Isle, Inc., along with a check for filing, in the amount of \$35.00. The document number of the corporation is N97000005276. The amendments were adopted by the requisite number of members at a meeting initially held on April 4, 2016, recessed, and reconvened on June 16, 2016.

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

Very truly yours,



Anne M. Hathorn, Esq.
For the Firm

AMH
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 27, 2016

ANNE HATHORN
150 2ND AVE., STE 1270
ST. PETERSBURG, FL 33701

SUBJECT: THE ASSOCIATION OF EDEN ISLE, INC.
Ref. Number: N97000005276

We have received your document for THE ASSOCIATION OF EDEN ISLE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle the certificate to read, "Amended and Restated Articles of Incorporation" and not "Articles of Amendment".

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.

Carol Mustain
Regulatory Specialist II

Letter Number: 616A00015789

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE ASSOCIATION OF EDEN ISLE, INC.**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE ASSOCIATION OF EDEN ISLE, INC.
(A Corporation Not-for-Profit)**

I, the undersigned, for the purpose of becoming incorporated under the laws of the State of Florida as a corporation not-for-profit, hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME AND PRINCIPAL
PLACE OF BUSINESS OF THE CORPORATION**

The name of this corporation, hereinafter called the "Association", shall be THE ASSOCIATION OF EDEN ISLE, INC. Its principal office and place of business shall be at 1065 Eden Isle Blvd.N.E., St. Petersburg, FL 33704. The Board of Directors may from time to time move the principal office of the Association to any other address in the State of Florida.

ARTICLE II - PURPOSE AND POWERS

Section 1. The purpose for which this Association is organized is to act as a governing "Association" within the meaning of the Condominium Act (Chapter 718, Florida Statutes) for Eden Isle Condominiums of St. Petersburg, A Condominium, located in Pinellas County, Florida.

Section 2. The Association shall have all of the rights, powers, duties and functions of a governing association as set forth in the Condominium Act, now or hereafter in effect, and all power and duties reasonably necessary to administer, govern and maintain the condominium pursuant to the Declaration of Condominium as it may be amended from time to time, including, but not limited to, the following:

(a) To make and collect assessments against members of the Association for the purpose of defraying the charges and expenses of the condominium and of all other properties the Association shall hold, by whatever means, and operation of the Association Assessments paid by unit owners shall be held in trust by the Association and used to pay:

- (1) The cost of operation, maintenance, preservation, enhancement or repair of the condominium property and other costs related thereto, and
- (2) the cost of administration of the affairs of the Association, including payment of applicable taxes and the preservation of the Association's existence, to the extent properly allocable to the performance of the Association's duties under the Declaration of Condominium (all thereof, in the event that the Association undertakes no other activities); to the extent not expended in the year in which paid assessments shall continue to be held in trust by the Association for the

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TALLAHASSEE, FLORIDA

benefit of the unit owners to be expended for the aforesaid purposes or, upon any termination of the condominium, the unexpended portion shall be added to the common surplus for disbursement to the unit owners.

- (b) To use the proceeds of assessments in the exercise of its powers and duties.
- (c) To maintain, repair, replace and operate the common elements.
- (d) To purchase insurance upon condominium property and all properties the Association shall hold and insurance for the protection of the Association and its members.
- (e) To improve condominium property further and, after casualty, to reconstruct improvements.
- (f) To approve or disapprove the transfer, by sale, rental, gift, devise, bequest, succession, or otherwise, and the ownership and encumbrance of family units as may be provided by the Declaration of Condominium and by the Bylaws of the Association.
- (g) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, and these Articles, the Bylaws of the Association, and the Rules and Regulations for the use of the property of the condominium.
- (h) To contract for the management and maintenance of the condominium property and to authorize a management agent to assist the Association in carrying out its powers and duties in performing such functions as the submission of proposals collection of assessments, preparation of records, enforcement of rules and maintenance, repairs and replacement of common elements with funds as shall be available by the Association for such purposes. The Association and its officers, shall, however, retain at all times the powers and duties granted by the condominium documents and the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.
- (i) To purchase, lease, receive by gift, or otherwise acquire possessory or use interests in real and personal property, whether or not contiguous to the lands of the condominium, intended to provide for the enjoyment, recreation or other use or benefit of the members of the Association.
- (j) To contract for the management, operation and upkeep of any and all property held or controlled by the Association.

- (k) To encumber, lease or grant other possessory to use interests or easements in any and all property which the Association may acquire or control including but not limited to the common elements of the condominium and any recreational facilities.
- (l) To enter into contracts or agreements for the maintenance of accounting and bookkeeping records and for the use of data processing facilities or services, so as to carry out the Association's responsibilities and to comply with the requirements of the law of the State of Florida with regard to maintenance of records.
- (m) To enter into such other contracts or agreements reasonably necessary or convenient for the proper exercise of the rights, powers, duties and functions of the Association.
- (n) To employ all personnel and engage such professional services as are reasonably necessary to perform the services required for proper exercise of the rights, powers, duties and functions of the Association.
- (o) To exercise any and all common law and statutory powers, although not specifically recited above, of a corporation not-for-profit, and of an association within the meaning of the Condominium Act, reasonably necessary or convenient to carry out and perform the purpose for which the Association is organized and its enumerated powers.
- (p) To enact rules and regulations concerning the use and enjoyment of the units, the common elements and of the property owners by the Association not inconsistent with the Declaration of Condominium.

Section 3. Any officer or director individually or any firm or corporation of which any officer or director shall be a member, stockholder, officer, director, employee, or agent, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of this Association, provided that he or such firm or corporation so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, prior to the making thereof. No contract or other transaction between this Association and any other such person, firm, or corporation, and not act of this Association shall in any way be affected or invalidated thereby. Any director of this Association who is also a director or Officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Association, which shall authorize any such contract or transaction with like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE III - QUALIFICATION OF MEMBERS AND THE MANNER OF THEIR ADMISSION

Section 1. Each owner of a unit shall be entitled to membership in the Association. At such time as the purchase price is paid and the deed to a unit is issued, the owner thereof shall become a member.

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Section 2. Ownership of a condominium unit shall be a prerequisite to exercising any rights as a member.

Section 3. Membership shall not be transferable, except as provided herein or in any Declaration of Condominium naming this Association as the association thereunder. The membership of any unit owner shall terminate upon the termination of the condominium, or upon transfer of ownership in the unit, provided the transfer is accomplished in accordance with the provisions of the Declaration of Condominium. The transferor's membership shall automatically transfer and be vested in the new owner succeeding to the ownership interest in the unit, subject to a lien thereon for all undischarged assessments or assessment installments. The Association may rely on a recorded deed as evidence of transfer of a unit and thereupon terminate the transferor's membership and recognize the membership of the transferee.

ARTICLE IV - TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE V - NAME AND RESIDENCE OF THE SUBSCRIBER

The name and address of the initial subscriber of these Articles is as follows:

<u>Name</u>	<u>Address</u>
G. Brent Tynan	1560 Gulf Blvd. #1504 Clearwater, FL 34630

ARTICLE VI - OFFICERS

Section 1. The officers of the Association shall consist of a President, a Secretary, a Treasurer, and any assistants to such officers or other officers as the Board of Directors may deem appropriate from time to time.

Section 2. The names of the officers who are to serve until the first election are:

<u>Name</u>	<u>Office</u>
G. Brent Tynan	President
Alex C. K. Cheung	Secretary

Section 3. Officers of the Association shall be elected at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board. Any officer may be removed at any meeting by the affirmative vote of the majority of the members of the Board

either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

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ARTICLE VII – BOARD OF DIRECTORS

Section 1. The affairs and business of this Association shall be managed and conducted by a Board of Directors consisting of five (5) persons

Section 2. The names of the initial Board of Directors and their terms of office are as follows:

<u>Name</u>	<u>Term</u>
G. Brent Tynan	One Year
Alex C.K. Cheung	One Year
Terrence Read	One Year

Section 3. After the effective date of this amendment, all directors elected at the Annual Meeting following the implementation of this Section shall be two (2) years, in a staggered term. At the first meeting of the members following the effective date of this provision, five (5) directors shall be elected. The three (3) directors obtaining the highest number of votes shall be elected for a period of two (2) years. The two (2) directors receiving the next highest number of votes shall be elected for a period of one (1) year. Thereafter, all directors shall serve for a period of two (2) years.

Section 4. Directors may be removed with or without cause, by a majority vote of the membership at any annual meeting or any special meeting duly called therefore with or without cause by the vote or agreement in writing by a majority of all the voting interests in the manner provided by Section 718.112 (2) (k), Florida Statutes.

Section 5. In the event of a vacancy on the Board by reason of death, resignation or otherwise, a majority of the Board is authorized to fill the vacancy until expiration of the term. If after a written request of any member of the Association that the vacancy be filled, the Board fails or refuses to fill the vacancy for a period of ninety (90) days from the receipt of such notice, then the vacancy shall be filled by the members of the Association at a duly called meeting. Subject to the provisions of 718.301, Florida Statutes, only the developer may vote to fill a vacancy on the board previously occupied by a member elected or appointed by the developer. Only unit owners other than the developer may vote to fill a vacancy on the Board previously occupied by a member elected by unit owners other than the developer.

Section 6. Annual meetings of the Board shall be held immediately following the annual meeting of the members and at the same place. Special meetings of the Board may be called by the President, Secretary, or a majority of the Board upon written notice by personal

delivery or by United States mail, by electronic notice, to each Director sent at least two (2) days prior to the date of the meeting.

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ARTICLE VIII – BYLAWS

The Bylaws of the Association are to be made or approved by the Board of Directors initially and thereafter may be amended, altered, modified or rescinded by the action or approval of the members of the Association, except that any such change of the Bylaws shall not affect the rights or interests of the Developer of the Condominium or the mortgagees of any condominium property or unit without the written consent of the Developer or the mortgagee, respectively, to the extent such written consent may be required by the Developer or mortgagee. The manner of altering, modifying, amending or rescinding the Bylaws shall be provided for in the Bylaws.

ARTICLE IX – AMENDMENT TO THESE ARTICLES

Section 1. Amendments to these Articles of Incorporation shall be proposed to the membership of the Association in writing. A two-thirds (2/3) affirmative vote of the total voting interest of the Association shall be necessary to amend the Articles of Incorporation.

Section 2. No amendment shall make any change in the qualifications for membership without approval in writing of all members and the joinder of all record holders of mortgages upon any condominium property or upon property held by the Association. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium of the condominium governed by this Association.

ARTICLE X – VOTING

Section 1. Each member in good standing shall be entitled to one vote. Any unit owned by more than one person (except for units owned by spouses) or by a corporation, partnership, or trust shall be entitled to only one vote, to be cast by a designee of the holder or holders. If the designation is not filed with the Secretary prior to the commencement of the meeting in which the vote may be exercised, the unit shall not be voted. The designation may be drawn to apply to a specific meeting or to any and all meetings until revoked by the owner or owners of the unit.

Section 2. Votes may be cast either in person or by proxy. No power of attorney may be used for purposes of voting. All proxies and voting trust agreements must be in writing and filed with the Secretary before the convening for each meeting. Any proxy given shall be effective only for the specific meeting for which originally given and any lawfully adjourned meeting thereof.

Section 3. All members of the Association shall be entitled to vote upon matters affecting the Association, its property, and other possessory interests or uses and election of Directors.

Section 4. A membership shall be deemed in "good standing" upon evidence of ownership of a condominium unit and membership shall pass as an appurtenance thereto.

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ARTICLE XI – ADDITIONAL PROVISIONS

Section 1. No officer, Director or member shall be personally liable for any debt or other obligation of the Association, except as provided in the Declaration of Condominium naming this Association as the association thereunder.

Section 2. The Association shall not be operated for profit, no dividend shall be paid, and no part of the income of the Association shall be distributed to its members, Directors or Officers. The Association may pay compensation in a reasonable amount to its members, Directors or officers for services rendered, may confer benefits upon its members in conformity with its purpose, and upon dissolution or final liquidation may make distributions to its members as permitted by the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

Section 3. Where the context of these Articles permits, the use of the plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

Section 4. Every member of the Board of Directors and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees reasonably incurred by or imposed upon said director or officer in connection with any proceedings or any settlement of any proceeding to which they may be a party, or in which they may become involved, by reason of their being, or having been, a member of the Board of Directors or officer of the Association, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties, whether or not they are a member of the Board of Directors or officer at the time such expenses are incurred.

ARTICLE XII – SEVERABILITY

Should any paragraph, sentence, phrase, or portion thereof, of any provision of these Articles or of the Bylaws or rules and regulations be held invalid, it shall not affect the validity of the remaining parts thereof or of the remaining instruments.

**ARTICLE XIII – APPOINTMENT OF AGENT FOR
SERVICE OF PROCESS**

Pursuant to Section 48.091, Florida Statutes, G. Brent Tynan, 515 Bayview Drive N. E., St. Petersburg, FL 33704 is appointed initial agent for service of process upon THE ASSOCIATION OF EDEN ISLE, INC.

IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 27th day of August, 1997.

G. Brent Tynan (Seal)
G. Brent Tynan

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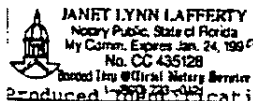
STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day before me, the undersigned authority, personally appeared G. Brent Tynan, to me known to be the person described as subscriber in, and who executed the foregoing Articles of Incorporation, as his own free act and deed.

WITNESS my hand and official seal at Clearwater, Florida, this 27th day of August, 1997.

Janet Lynn Lafferty
Notary Public



MY COMMISSION EXPIRES: Produced Identification

Personally X OR Produced identification
Type of Identification Produced

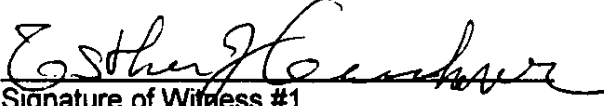
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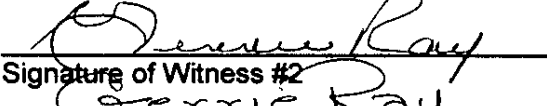
Prepared By and Return to:
Anne M. Hathorn, Esquire
Anne Hathorn Legal Services, LLC
150 2nd Ave. N., Suite 1270
St. Petersburg, FL 33701

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE ASSOCIATION OF EDEN ISLE, INC.**

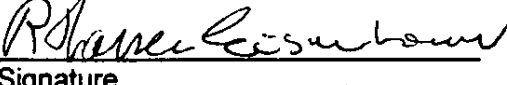
This is to certify that by approval of the members of The Association of Eden Isle, Inc. (the "Association"), in accordance with the requirements of the applicable Florida Statutes and the documents governing the Association and its members, the Amended and Restated Articles of Incorporation of The Association of Eden Isle, Inc., attached hereto, were duly adopted at a membership meeting held on April 4, 2016, recessed and reconvened on June 16, 2016. The amendments were adopted with requisite membership approval.

IN WITNESS WHEREOF, THE ASSOCIATION OF EDEN ISLE, INC. has caused this instrument to be signed by its duly authorized officer on the ____ day of _____, 2016.


Signature of Witness #1
ESTHER J. EISENHOWER
Printed Name of Witness #1

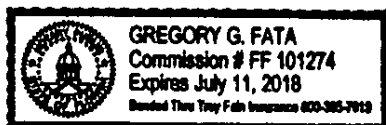

Signature of Witness #2
Carrie Ray
Printed Name of Witness #2

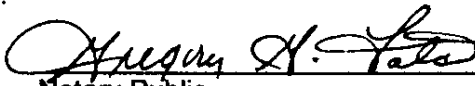
THE ASSOCIATION OF EDEN ISLE, INC.

By: 
Signature
R. Warren Eisenhower, President
Printed Name and Title

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23rd day of June, 2016 by R. Warren Eisenhower, as President of THE ASSOCIATION OF EDEN ISLE, 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 _____ as identification.




Notary Public
Gregory G. Fata
Printed Name