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TALLAHASSEE, FLORIDA

Y SULKER

MAY 05 2020

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Pointe Lemon Bay Association, Inc.

DOCUMENT NUMBER: N97000005597

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

Please return all correspondence concerning this matter to the following:

Ernest W. Sturges, Jr. Esq.

Name of Contact Person

Goldman, Tiseo & Sturges, P.A.

Firm/ Company

701 JC Center Court, Suite 3

Address

Port Charlotte, FL 33954

City/ State and Zip Code

esturges@gtslawfirm.com

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

For further information concerning this matter, please call:

Ernest W. Sturges, Jr., Esq.

Name of Contact Person

at (941) 625-6666

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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

CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
The POINTE LEMON BAY ASSOCIATION, INC.

THIS CERTIFICATE is made to reflect and document an Amendment, Restatement and Modification of the Articles of Incorporation of *The* Pointe Lemon Bay Association, Inc. The Articles of Incorporation of Pointe on Lemon Bay Association, Inc., have been recorded in the Public Records of Charlotte County as follows:

<u>Instrument and Date</u>	<u>O.R. Book/Page(s)</u>
a. Articles of Incorporation of Pointe on Lemon Bay Association, Inc. Recorded: November 12, 1997	1570/1421 <i>et seq.</i>

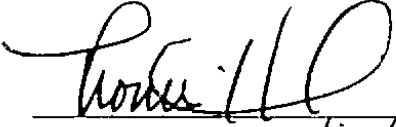
The undersigned officers of the Board of Directors of Point on Lemon Bay Association, Inc., a Florida not-for-profit corporation, hereby certify as follows:

1. The Articles of Incorporation of *The* Point on Lemon Bay Association, Inc., is hereby amended in accordance with **Exhibit "1"** attached hereto and entitled Amended and Restated Articles of Incorporation of Pointe on Lemon Bay Association, Inc.

2. The amendment was adopted by the Members of the Association and the number of votes cast for the amendment was sufficient for approval at a duly noticed meeting held on February 12, 2020.

Executed this 9TH day of April, 2020, at Englewood, Florida.

The POINTE ON LEMON BAY ASSOCIATION, INC.

By: 
Name: Thomas J. Hinch
Its: _____

FILED
2020 APR 17 AM 10:26
CLERK OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

THE POINTE ON LEMON BAY ASSOCIATION, INC.

***SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION -
SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT***

These are the Amended and Restated Articles of Incorporation for The Pointe on Lemon Bay Association, Inc. originally filed with the Florida Department of State on October 2, 1997, under Chapter Number 617, Florida Statutes. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapter §617 and §720, Florida Statutes (2017).

1. Name. The name of the corporation shall be THE POINTE ON LEMON BAY ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Covenants, Conditions and Restrictions as "Declaration," these Amended and Restated Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

2. Purpose. The purpose for which the Association is organized is to provide an entity pursuant to the Florida Homeowners Association Act (the "Act") for the operation of that certain Subdivision located in Charlotte County, Florida, and known as Lemon Bay Estates No. 2 a/k/a The Pointe on Lemon Bay, a Subdivision (the "Subdivision").

3. Powers. The powers of the Association shall include and be governed by the following powers:

3.1. General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles or of the Act.

3.2. Enumeration. The Association shall have all the powers and duties set forth in the Act except as limited by these Articles (as they may be amended from time to time), the Bylaws (as they may be amended from time to time), and all of the powers and duties reasonably necessary to operate the Subdivision pursuant to the Declaration and as it may be amended from time to time including but not limited to the following:

3.2.1. To make and collect Assessments and other Charges against members as Lot Owners, and to use the proceeds thereof in the exercise of its powers and duties.

3.2.2. To buy, own, operate, lease, sell, and trade both real and personal property as may be necessary or convenient in the administration of the Subdivision.

3.2.3. To maintain, repair, replace, reconstruct, add to, and operate the Subdivision Property and other property acquired or leased by the Association for use by Lot Owners.

3.2.4. To purchase insurance upon the Subdivision Property and insurance for the protection of the Association, its officers, Directors, and members as Lot Owners.

3.2.5. To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Subdivision Property and for the health, comfort, safety, and welfare of the Lot Owners.

3.2.6. To approve or disapprove the leasing, transfer, ownership, and possession of Lots as may be provided by the Declaration.

3.2.7. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Subdivision Property.

3.2.8. To contract for the management of the Subdivision and any facilities used by the Lot Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific approval of the Board of Directors or the membership of the Association.

3.2.9. To employ personnel to perform the services required for proper operation of the Subdivision.

3.2.10. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.

3.3. Distribution of Income. The Association shall make no distribution of income to its members, Directors or officers.

4. Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

5. Members. The members of the Association shall consist of all of the record Owners of Lots in the Subdivision, and after termination of the Subdivision shall consist of those who were members at the time of the termination and their successors and assigns.

6. Assignment. 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 the Lot for which that share is held.

7. Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Lot, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Lot shall be entitled to one vote for each Lot owned.

8. Meetings. The Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

9. Term of Existence. The Association shall have perpetual existence.

10. Officers. The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

11. Directors.

11.1. Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors. Directors must be members or the spouse of a member of the Association.

11.2. Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles, and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by Lot Owners when such approval is specifically required.

11.3. Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

12. Bylaws. The Bylaws of this Corporation may be altered, amended, or repealed in the manner provided in the Bylaws.

13. Amendments. These Articles may be amended in the following manner:

13.1. Proposal of Amendments. An amendment may be proposed by a majority of Directors, or by twenty-five percent (25%) of the entire voting interests (a minimum of 5).

13.2. Proposed Amendment Format. Proposals to amend existing Articles of Incorporation shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be ~~lined through~~ with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER ____ FOR PRESENT TEXT."

13.3. Notice. Copies of proposed amendments shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.

13.4. Adoption of Amendments. A resolution for the adoption of a proposed amendment may be adopted by a vote of two-thirds (2/3rds) of the voting interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present, or by the written agreement of two-thirds (2/3rds) of the entire voting interests if no meeting is held. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for Association membership vote.

13.5. Effective Date. An amendment when adopted shall become effective after being recorded in the Charlotte County Public Records according to law and filed with the Secretary of State according to law.

13.6. Automatic Amendment. These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Declaration of Subdivision. Whenever Chapter 720, Florida Statutes (2017) Chapter 617, Florida Statutes (2017) or other applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than set forth in these Articles, the Board may operate the Association pursuant to the less stringent requirements. The Board of Directors without a vote of the Owners, may adopt by majority vote, amendments to these Articles of Incorporation as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607, 617, and 720 of the Florida Statutes (2017), or such other statutes or administrative regulations as required for the operation of the Association, all as amended from time to time.

13.7. Proviso. Provided, however, that no amendment shall change the configuration of any Lot or the share in the Common Elements appurtenant to it, or increase the Owner's share of the Common expenses, or change in any manner the qualifications for Membership nor the voting rights of Members unless the Record Owner of the Lot

concerned and all record Owners of the mortgages of such Lot shall join in the execution of the Amendment, and all of the Lot Owners approve the amendment.

14. Registered Office Address and Name of Registered Agent. The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

**CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
POINTE LEMON BAY ASSOCIATION, INC.**

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Instrument and Date

O.R. Book/Page(s)

- a. Articles of Incorporation of Pointe on
Lemon Bay Association, Inc.
Recorded: November 12, 1997

1570/1421 *et seq.*

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2. The amendment was adopted by the Members of the Association and the number of votes cast for the amendment was sufficient for approval at a duly noticed meeting held on February 12, 2020.

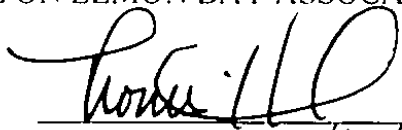
Executed this 9th day of April, 2020, at Englewood, Florida.

POINTE ON LEMON BAY ASSOCIATION, INC.

By:

Name:

Its:



Thomas J. Hinch

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

THE POINTE ON LEMON BAY ASSOCIATION, INC.

***SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION -
SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT***

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3.2.2. To buy, own, operate, lease, sell, and trade both real and personal property as may be necessary or convenient in the administration of the Subdivision.

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3.2.4. To purchase insurance upon the Subdivision Property and insurance for the protection of the Association, its officers, Directors, and members as Lot Owners.

3.2.5. To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Subdivision Property and for the health, comfort, safety, and welfare of the Lot Owners.

3.2.6. To approve or disapprove the leasing, transfer, ownership, and possession of Lots as may be provided by the Declaration.

3.2.7. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Subdivision Property.

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