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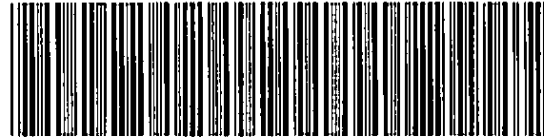
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Amended
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Venice Palms Homeowners Association, Inc.

DOCUMENT NUMBER: N98000000156

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

Please return all correspondence concerning this matter to the following:

Telese Brown McKay, Esq.
(Name of Contact Person)

Icard Merrill
(Firm/ Company)

2033 Main Street, Suite 600
(Address)

Sarasota, FL 34237
(City/ State and Zip Code)

thinze@amiwra.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Telese Brown McKay, Esq. at 941 366-8100
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

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

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Certified Copy
(Additional Copy is
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Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VENICE PALMS HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not-for-Profit)

*[Substantial Rewording of the Articles of Incorporation.
See original Articles of Incorporation and prior amendments for present text.]*

ARTICLE 1
NAME AND IDENTITY

Section 1.1 Applicable Statutes. These Articles of Incorporation are for Venice Palms Homeowners Association, Inc., a corporation not-for-profit organized and existing under Chapters 617 and 720 of the Florida Statutes, hereinafter called (the "Association").

ARTICLE 2
PURPOSES

Section 2.1 Authority and Purposes of the Association. The Association has the following rights and obligations:

- (a) To promote the health, safety, and social welfare of the Owners of all Lots located within Venice Palms, a subdivision in Sarasota County, Florida.
- (b) To maintain all portions of Venice Palms and improvements thereon for which the obligation to maintain and repair has been delegated to the Association by the Amended and Restated Declaration of Restrictions for Venice Palms (the "Declaration"), which is recorded in the Public Records of Sarasota County, Florida.
- (c) To operate without profit and for the sole and exclusive benefit of its Members.

ARTICLE 3
GENERAL POWERS

Section 3.1 General Powers. The general powers that the Association shall have are as follows:

- (a) To purchase, own, hold, improve, build upon, operate, maintain, convey, transfer, dedicate, grant easements, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association.

- (b) To make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association; and to do any other acts necessary or expedient for carrying on any of the activities of the Association and pursuing any of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.
- (c) To establish a budget and to fix Annual and Special Assessments to be levied against all Lots which are subject to assessments pursuant to the Declaration for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance, improvements, and replacements. To use proceeds of assessments in the exercise of its powers and duties.
- (d) To place liens against any Lot for delinquent assessments and unpaid charges and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments and charges for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.
- (e) To take action and make decisions deemed appropriate by the Board of Directors to promote the health, safety and social welfare of the Members.
- (f) To adopt, promulgate, and enforce rules, regulations, the Bylaws, Declaration, and agreements in order to effectuate the purposes for which the Association is organized. Enforcement is not limited to only imposing fines, but to any other means that the Board of Directors deems necessary to rectify a problem.
- (g) To delegate the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors.
- (h) To charge recipients for services rendered by the Association and to charge use fees for exclusive use of the Association Property, where such is deemed appropriate by the Board of Directors.
- (i) To pay all taxes and other charges or assessments, if any, levied against property owned, leased, or used by the Association.
- (j) To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association, which may be hereafter adopted, and the terms and provisions of the Declaration.
- (k) To purchase insurance for the Association Property for the protection of the Association and its Members.

- (l) To reconstruct the Association Property and improvements after casualty and to further improve the Property, if required.
- (m) To enter into contracts and agreements for services to the benefit of the Association.
- (n) To purchase Lots in the Association subdivision, to foreclose on Association liens against Owners of Lots, to convey, lease, mortgage, and improve Lots owned by the Association.
- (o) In general, to have all powers reasonably inferred in Chapters 617 and 720 of the Florida Statutes, as amended, except as prohibited herein.
- (p) Contract for services to provide for the operation and maintenance if the Association contemplates employing a maintenance company.
- (q) To dedicate and grant easements for ingress and egress and the installation, maintenance, construction and repair of utilities and facilities, including but not limited to, electric power, telephone, cable television and services, governmental purposes, sewer, water, gas, drainage, irrigation, lighting, television transmission, security, garbage and waste removal, emergency services, and the like as it deems to be in the best interest of, and necessary and proper for the Owners of the Association.
- (r) To borrow monies and execute evidences of indebtedness, securing such loans with the Assessments of the Association.

ARTICLE 4 **MEMBERS**

Section 4.1 Definition of a Member. The Members of this Association shall consist of all record Owners of Lots in Venice Palms. Owners of such Lots shall automatically become Members upon acquisition of the fee simple title to their respective Lots. The membership of any Member in the Association shall automatically terminate upon conveyance or other divestment of title to such Member's Lot, except that nothing herein contained shall be construed as terminating the membership of any Member who may own two (2) or more Lots so long as such Member owns at least one (1) Lot.

Section 4.2 Transfer of Membership. The interest of a Member in the funds and assets of the Association may not be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the Lot, which is the basis of membership in the Association.

Section 4.3 Roster of Members. The Secretary of the Association shall maintain a list of the Members of the Association. Whenever any person or entity becomes entitled to membership in the Association, it shall become such party's duty and obligation to so inform the Secretary in writing, giving his/her/its name, address and Lot number; provided, however, that any notice

given to or vote accepted from the prior Owner of such Lot before receipt of written notification of change of ownership shall be deemed to be properly given or received. The Secretary may, but shall not be required to, search the Public Records of Sarasota County or make other inquiry to determine the status and correctness of the list of Members of the Association and shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

ARTICLE 5

VOTING

Section 5.1 Voting Rights. Each Lot in Venice Palms shall be entitled to one (1) vote in all Association matters submitted to the membership, and the Owner of the Lot shall be entitled to cast the vote in his/her/its discretion, as set forth in the Bylaws.

ARTICLE 6

BOARD OF DIRECTORS

Section 6.1 Number of Directors and Qualifications. The affairs of the Association shall be managed by a Board of Directors consisting of three (3) Directors. The number of Directors may be changed from time to time by resolution of the Board, but may never be less than three (3) members. Directors must be Members of the Association.

Section 6.2 Powers of the Board. The Board of Directors shall have all the powers granted to the Association which are not specifically required to be approved by the Members of the Association.

Section 6.3 Election of Directors. All Directors shall be elected by the Members. Election shall be by plurality vote. The term of each elected Director shall expire upon the election of his/her successor at the Annual Meeting of the Members.

Section 6.4 Recall of Directors. Any elected Director may be removed from office with or without cause by a majority vote of the Members, as described in Florida Statutes Section 720.303, as amended from time to time.

Section 6.5 Compensation. The Members of the Board of Directors shall serve without compensation but may be reimbursed for actual costs expended as a result of their service on the Board of Directors.

ARTICLE 7

OFFICERS

Section 7.1 Overview of the Officers. The Officers of the Association, to be elected by the Board of Directors, shall be a President, a Vice President, a Secretary, and a Treasurer, and such other Officers as the Board of Directors shall deem appropriate from time to time. The President and Vice President shall be elected from among the Membership of the Board of Directors, but no other Officer need be a Director. The same person may hold two (2) or more offices.

provided, however, that the office of President and Secretary shall not be held by the same person. The affairs of the Association shall be administered by such Officers under the direction of the Board of Directors. Officers shall be elected for a term of one (1) year in accordance with the procedure set forth in the Bylaws.

ARTICLE 8 **CORPORATE EXISTENCE**

The Association shall have perpetual existence.

ARTICLE 9 **BYLAWS**

In the event of a conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

ARTICLE 10 **AMENDMENTS TO THE ARTICLES OF INCORPORATION**

These Articles may be altered, amended, or repealed by the affirmative vote of the Owners of at least fifty-one percent (51%) of the Voting Interests of the Association. No amendment, however, altering the number of votes attributable to any Lot may be passed without the prior written consent of all Owners affected by the amendment. Amendments may be approved by the Owners, in writing, without holding a Member Meeting. A copy of each amendment shall be recorded in Public Records of Sarasota County, Florida.

ARTICLE 11 **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Section 11.1 Indemnified Parties. To the extent permitted by law, the Association shall indemnify and hold harmless every Director, Officer, Committee Member and agent of the Association (collectively "Indemnified Party") against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred to defend the Indemnified Party or imposed in connection with any proceeding, or settlement or appeal of such proceeding to which the Indemnified Party may be made a party because of being or having been, a Director, Officer, Committee Member or agent of the Association. The foregoing right to indemnification shall not be available if a judgment or other final adjudication establishes that the actions or omissions to act of such Indemnified Party were material to the cause adjudicated and involved one or more of the following:

- (a) willful misconduct or a conscious disregard for the best interests of the Association; or,

- (b) a violation of criminal law, unless the Indemnified Party had no reasonable cause to believe the action was unlawful; or,
- (c) an act or omission which was committed in bad faith or with malicious purpose, or any manner exhibiting wanton or willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Association or a Member.

Section 11.2 Settlement of Action. In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the settlement as being in the best interests of the Association. The foregoing right to indemnification shall be in addition to, and not exclusive of, all the rights to which a Director or Officer may be entitled.

Section 11.3 Insurance. The Association must purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

ARTICLE 12

BINDING EFFECT

The provisions hereof shall bind and inure to the benefit of the Members and their respective successors and assigns.

The date of each amendment(s) adoption: December 11, 2018, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

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

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 1/15/19

Signature [Signature]
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

BRIAN DURR
(Typed or printed name of person signing)

President
(Title of person signing)