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C. CARROTHERS

Condominium, Homeowner
and Cooperative Associations

Civil Litigation
Construction Litigation



April 18, 2016

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Certificate of Amendment
The Villas of Pelican Pointe Owners Association, Inc.

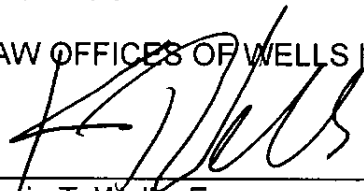
Dear Sir or Madam:

Please file the enclosed original Amendments to the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check from the Association in the amount of \$43.75 for the filing fee and certified copy fee. Please return a **certified copy** to the undersigned at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,

LAW OFFICES OF WELLS | OLAH, P.A.



Kevin T. Wells, Esq.

KTW/elp
Enclosures

Prepared by and return to:
Kevin T. Wells, Esq.
Law Offices of Wells | Olah, P.A.
1800 Second Street, Suite 808
Sarasota, Florida 34236
(941) 366-9191 (Telephone)
(941) 366-9292 (Facsimile)

**AMENDMENTS TO
ARTICLES OF INCORPORATION**

**THE VILLAS AT PELICAN POINTE OWNERS ASSOCIATION, INC.
A Florida Not For Profit Corporation**

We hereby certify that the attached amendments to the Articles of Incorporation of THE VILLAS AT PELICAN POINTE OWNERS ASSOCIATION, INC. ("the Association") a Florida corporation not-for-profit, were adopted by the approval in writing of at least 50% of the entire membership of the Association as required by Article XII of the Articles of Incorporation at the Annual Membership Meeting of the Association held on January 7, 2016 and reconvened on February 17, 2016. The Association further certifies that the amendment was proposed and adopted as required by the governing documents and by Florida law.

DATED this 31st day of March, 2016.

Signed, sealed and delivered:
in the presence of:

**THE VILLAS OF PELICAN POINTE
OWNERS ASSOCIATION, INC.**

sign Hope Korte

By: Jill Wenning
Jill Wenning, President

print Hope Korte

sign Darcie J. Sheidy

print Darcie J. Sheidy

sign Hope Korte

Attest: David Lefebvre
David Lefebvre, Secretary

print Hope Korte

sign Darcie J. Sheidy

print Darcie J. Sheidy

[Corporate Seal]

FILED

2016 APR 21 AM 11:06

AMENDED AND RESTATED

ARTICLES OF INCORPORATION THE VILLAS AT PELICAN POINTE OWNERS ASSOCIATION, INC. A Florida Corporation Not-For-Profit

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

The members of **THE VILLAS AT PELICAN POINTE OWNERS ASSOCIATION, INC.** (herein, the "Association"), a corporation not-for-profit under the laws of the State of Florida, hereby adopt the following Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation supersede and replace the previous Articles of Incorporation and all amendments thereto.

ARTICLE 1. NAME AND PRINCIPAL ADDRESS

1.1 **Name and Address.** The name of this corporation shall be **THE VILLAS AT PELICAN POINTE OWNERS ASSOCIATION, INC.** (herein, the "Association"). The principal address of the Association is 16 Church Street, Osprey, Florida 34229. The Association's Board of Directors may change the Association's principal office from time to time in the manner provided by law.

1.2 **Additional Corporate Information.** **THE VILLAS AT PELICAN POINTE OWNERS ASSOCIATION, INC.** was originally incorporated on May 13, 1998 with the State of Florida, Secretary of State and was assigned Corporate Charter Number N98000002721. The original Declaration of Covenants, Conditions, Restrictions and Easements for THE VILLAS AT PELICAN POINTE was recorded at Official Records Instrument Number 1998117770 of the Public Records of Sarasota County, Florida (herein, the "Declaration"). The subdivision plat of THE VILLAS AT PELICAN POINTE is recorded at Plat Book 40, Pages 18, 18A – 18G of the Public Records of Sarasota County, Florida.

ARTICLE 2. REGISTERED OFFICE AND REGISTERED AGENT

The Association's current registered office is 712 Shamrock Blvd., Venice, FL 34293. The registered agent of the Association at that address is Sharon Vanderwulp. The Association's Board of Directors may change the Association's registered agent and registered office as provided by law.

ARTICLE 3. CORPORATE PURPOSE

The Association does not contemplate pecuniary gain or profit to its members. The Association is organized as a not for profit corporation pursuant to Chapter 617, Florida Statutes, and as a statutory homeowners association pursuant to Chapter 720, Florida Statutes.

The Association is to provide for the maintenance, preservation and architectural control of all common areas and residential lots within that certain tract of property (hereinafter, "Neighborhood Property") located in Sarasota County, Florida, and more particularly described as:

A PORTION OF THE LANDS LYING WITHIN PELICAN POINTE, SARASOTA COUNTY, FLORIDA, AND DESIGNATED AS "THE VILLAS AT PELICAN POINTE" OR A SIMILAR DESIGNATION, ON ANY PLAT RECORDED OR TO BE RECORDED ON THE PUBLIC RECORDS OF SARASOTA COUNTY, FLORIDA, CONSISTING OF EIGHTY (80) DUPLEX LOTS.

The Association may also conduct any lawful business permitted under the laws of the State of Florida for corporations not-for-profit and homeowners associations in order to carry out the covenants and enforce the provisions of its governing documents.

ARTICLE 4. CORPORATE POWERS

Without limitation, the Association shall have the following powers:

4.1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not-for-profit and a homeowners' association, which are not in conflict with the terms of its governing documents.

4.2 Specific Powers. The Association shall have all of the powers reasonably necessary to implement the purposes of the Association including, but not limited to, the following:

4.2.1 Declaration. To exercise all rights, powers, privileges, and perform all duties, of this Association set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements for The Villas at Pelican Pointe applicable to the Neighborhood Property as the same may be amended from time to time as therein provided.

4.2.2 Property. In any lawful manner, acquire, own, hold, alter, improve, manage, operate, maintain, repair, replace, insure, convey, sell, lease, transfer, assign, mortgage, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with the Association's affairs.

4.2.3 Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments (annual or special) established by, or pursuant to, the Declaration; to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder; and the Association may record and foreclose on claims of liens for unpaid assessments and/or seek a monetary judgment against its Members for non-payment.

4.2.4 Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with the Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Association's property.

4.2.5 Borrowing. Borrow money and, with the approval of two-thirds (2/3) of the eligible voting interests present (in person or by proxy) at a membership meeting at which a quorum is obtained, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

4.2.6 Dedications. With the approval of three-fourths (3/4) of the voting interests present (in person or by proxy) at a membership meeting at which a quorum is obtained, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and to subject to such conditions, as the members determine.

4.2.7 Mergers. With the approval required by Section 617.1103, Florida Statutes, participate in mergers and consolidations with other non-profit corporations.

4.2.8 Rules. To adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the Lots and Neighborhood Common Property (as those terms are defined in the Declaration) consistent with the rights and duties established by the Declaration and these Articles.

4.2.9 General. To have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the exercise of any right, power, or privilege so granted, or granted by the Declaration or by these Articles, or reasonable necessary to effectuate the exercise of any right, power, or privilege so granted.

4.2.10 Enforcement. The Association shall have the authority, but not the obligation, to enforce by legal means the obligations of the members of this Association and the provisions of the Declaration, Articles, Bylaws, Rules and Regulations and any and all architectural standards or guidelines.

4.2.11 Litigation. The Association shall have the authority, but not the obligation, to sue, or be sued; provided, however, that the Association's right to sue is limited by Section 720.303(1), Florida Statutes.

4.2.12 Other. To engage in all lawful acts permitted or authorized by Section 617.0302, Florida Statutes, or Chapter 720, Florida Statutes and to carry out all of the duties and obligations assigned to it as a Homeowners Association under the terms of the governing documents or Florida law...

4.2.13 Insurance. To purchase and maintain such policies of insurance as required by Florida law, as set forth in the Declaration or as may be deemed desirable by the Association's Board of Directors.

4.2.14 Committees. To create and disband committees as further provided in the governing documents of the Association.

4.2.15 Personnel. To employ personnel; to retain attorneys, engineers, architects, accountants, managers, and other independent contractors and professional personnel; and to enter into service contracts to provide for the maintenance, operation and management of the common areas; and to enter

into any other agreements consistent with the purposes of the Association, including but not limited to, agreements with respect to the professional management and to delegate, where permitted by Florida law, to such professional management certain powers and duties of the Association.

4.2.16 Funds. To hold and invest funds solely and exclusively for the benefit of its Members.

4.2.17 Taxes. To pay and/or contest taxes and all other charges or assessments, if any, levied against the property owned, leased or used by the Association.

4.3 **Emergency Powers**. To the extent allowed by law, unless specifically prohibited by the declaration or other recorded governing documents, and consistent with Section 617.0830, Florida Statutes, the Board of Directors, in response to damage caused by an event for which a state of emergency is declared pursuant to Section 252.36, Florida Statutes, in the area encompassed by the Neighborhood Property, may exercise the following powers:

4.3.1 Relocate Principal Office. The Board of Directors may relocate the principal office or designate alternative principal offices or authorize any officer to do so.

4.3.2 Assistant Officers. The Board of Directors may name any person or persons to serve as interim Assistant Officers, which Assistant Officers shall have the same authority as the officers to whom they are assistants during the period of emergency, to accommodate the incapacity or absence from the area of any officer. If the executive officer is incapacitated or unavailable, the assistant officer has the same authority during the state of emergency as the executive officer he or she assists.

4.3.3 Emergency Meetings. The Board of Directors may conduct Board, committee or membership meetings after notice of the meetings and Board decisions is provided in as practicable a manner as possible, including via publication, radio, United States mail, the Internet, public service announcements, conspicuous posting on the Association property, or any other means the Board deems appropriate under the circumstances. The directors in attendance at such a Board meeting (if more than one (1) Director) shall constitute a quorum.

4.3.4 Cancel and Reschedule Meetings. The Board may cancel and reschedule any Association meeting.

4.3.5 Agreements. The Board may enter into agreements with counties and municipalities to assist counties and municipalities with debris removal.

4.3.6 Disaster Plan. The Board may 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, turning on or shutting off elevators; electricity; water, sewer, or security systems; or air conditioners for association buildings.

4.3.7 Association Property Unavailable for Entry. Based upon the advice of emergency management officials or upon the advice of licensed professionals retained by the Board, determine any

portion of the Association property unavailable for entry or occupancy by Owners or their family members, tenants, guests, agents, or invitees to protect their health, safety, or welfare.

4.3.8 Association Property Unavailable for Occupation. Based upon the advice of emergency management officials or upon the advice of licensed professionals retained by the Board, determine whether the Association property can be safely inhabited or occupied. However, such determination is not conclusive as to any determination of habitability pursuant to the Declaration.

4.3.9 Mitigate Damage. The Board may mitigate further damage, including taking action to contract for the removal of debris and to prevent or mitigate the spread of fungus, including mold or mildew, by removing and disposing of wet drywall, insulation, carpet, cabinetry, or other fixtures on or within the association property.

4.3.10 Levy Special Assessments. Notwithstanding a provision to the contrary, and regardless of whether such authority does not specifically appear in the Declaration or other recorded governing documents, the Board may levy special assessments without a vote of the Owners.

4.3.11 Pledge Association Assets and Borrow Money. Without Owners' approval and notwithstanding any other provision of the documents, the Board may borrow money and pledge Association assets as collateral to fund emergency repairs and carry out the duties of the Association if operating funds are insufficient. This paragraph does not limit the general authority of the Association to borrow money, subject to such restrictions contained in the Declaration or other recorded governing documents.

4.3.12 Limitation on Authority. The authority granted under subsection 4.3 is limited to that time reasonably necessary to protect the health, safety, and welfare of the Association and the parcel Owners and their family members, tenants, guests, agents, or invitees, and to mitigate further damage and make emergency repairs.

4.3.13 Good Faith. Corporate action taken in good faith to meet the emergency needs of the Association, its Owners or residents shall be binding on the Association and shall have the rebuttable presumption of being reasonable and necessary.

ARTICLE 5. MEMBERSHIP

5.1 **Membership.** Every person, who from time to time, holds the record fee simple title to or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is automatically a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by record conveyance or other transfer of title of a Lot. The manner of admission and voting rights shall be more fully set forth and regulated by the Bylaws and the Declaration.

5.2 **Change of Membership.** Change of membership in the Association shall be established by the recording in the Official Records of Sarasota County, Florida, of a deed or other instrument establishing a change of record title to a Lot in the Subdivision and by delivery to the Association of a copy of such recorded instrument; the Owner designated by such instrument thereby becoming a Member of the Association and the membership of the prior Owner is terminated.

5.3 **Voting Rights.** Subject to the restrictions and limitations set forth in the governing documents and Florida law, each Member is entitled to one (1) vote for each Lot in which they hold the interest required for membership; provided, however, there shall be only one (1) vote per Lot. Each Member shall cast his or her vote in the manner provided in the Bylaws and Florida law.

5.4 **Restraint Upon Separation and Partition.** 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 the Lot which is the basis of his membership in the Association. Membership is appurtenant to, runs with, and shall not be separated from, the Lot upon which said membership is based.

ARTICLE 6. BOARD OF DIRECTORS AND OFFICERS

6.1 **Board of Directors.** There shall initially be five (5) members of the Board of Directors. The number of Directors may be increased or decreased from time to time in the manner provided in the Bylaws, but shall never be less than three (3). The Board of Directors will manage the affairs and operation of the Association. Directors will be elected and removed from office in the manner provided in the Bylaws. Directors shall meet the qualifications established in the Bylaws and Florida law.

6.2 **Officers.** The affairs and operation of the Association are to be managed by a President, a Vice President, a Secretary and a Treasurer. All officers and assistant officers serve at the pleasure of the Board and may be removed by the Board with or without cause. All officers and assistant officers shall perform such duties and responsibilities as provided in the Bylaws and by the Board.

ARTICLE 7. INCORPORATOR

The name and address of the original incorporator of this Association is: Richard A. Schlosser, 101 E. Kennedy Blvd., Suite 4100, Tampa, FL 33602.

ARTICLE 8. DISSOLUTION OF INCORPORATION

The Association may be dissolved in the manner provided from time to time by the laws of the State of Florida and with the assert given in writing and signed by not less than two-thirds (2/3) of the eligible voting interests. Upon dissolution of the Association in any manner other than incident to a merger or consolidation, all of the Association's asserts must be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. If dedication is refused, such

assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however, may any assets inure to the benefit of any member or other private individual.

ARTICLE 9. BYLAWS

The Bylaws of the Association shall be altered, amended or rescinded in the manner provided for in the Bylaws.

ARTICLE 10. AMENDMENTS

These Articles of Incorporation may be amended in the following manner:

10.1 Proposal and Adoption. The Board of Directors or thirty percent (30%) of the total voting interests of the Association may propose an amendment to these Articles of Incorporation. The Articles of Incorporation may be amended upon the affirmative approval of at least two-thirds (2/3) of the Association's Board of Directors at a duly-noticed Board meeting. Alternatively, an amendment to the Articles of Incorporation may be approved by at least fifty-one percent (51%) of the eligible voting interests present (in person or by proxy) and voting at a duly-noticed membership meeting.

10.2 Certificate of Amendment. The Association shall file a copy of each amendment to these Articles of Incorporation with the Florida Secretary of State. The Association shall also record a copy of each amendment in the Public Records of Sarasota County, Florida along with a Certificate of Amendment executed by the appropriate officers of the Association with the formalities of a deed.

ARTICLE 11. INDEMNIFICATION

11.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, officer or committee member of the Association, against expenses (including trial and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceedings, unless: (A) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith, nor 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 (B) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, 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 his or her conduct was unlawful. It is the intent of the Members, 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.

11.2 Expenses. 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 9.1 above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including trial and appellate attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

11.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of any undertaking by or on behalf of the affected Director, officer, or committee member to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized herein or as otherwise permitted by law.

11.4 Miscellaneous. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Members or otherwise, 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. Anything to the contrary notwithstanding, the provisions of this Article 11 may not be amended without the written approval of all persons whose interests would be adversely affected by such amendment.

11.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, or committee member against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her 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.

ARTICLE 12. TERM OF EXISTENCE

The Association shall exist perpetually, unless sooner dissolved according to law.