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THIS INSTRUMENT PREPARED BY:  
STEPHEN W. THOMPSON, ESQ.  
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**CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF  
GARDENS OF GULF COVE PROPERTY OWNER'S ASSOCIATION, INC.**

**WHEREAS**, the Amended and Restated Declaration of Covenants for the Gardens of Gulf Cove (the "Declaration") was recorded in Official Records Book 3377, Pages 1814-1839, in the Public Records of Charlotte County, Florida. The Original Declaration of Covenants and Restrictions for Gardens of Gulf Cove was recorded in Official Records Book 409, Page 496, in the Public Records of Charlotte County, Florida.

**WHEREAS**, the Articles of Incorporation for the Gardens of Gulf Cove Property Owner's Association, Inc. (the "Association") were filed with the State of Florida on December 12, 1972.

**NOW THEREFORE**, the members of the Association have voted to amend the Articles of Incorporation and have voted to adopt the attached Amended and Restated Articles of Incorporation of the Gardens of Gulf Cove Property Owner's Association, Inc.

The undersigned officers of the Gardens of Gulf Cove Property Owner's Association, Inc., hereby certify that the attached Amended and Restated Articles of Incorporation of Gardens of Gulf Cove Property Owner's Association, Inc., was approved and adopted by the requisite number of owners as required by the Association's documents. The undersigned further certify that this Amendment was adopted in accordance with the Association's governing documents and applicable law.

IN WITNESS WHEREOF, the undersigned officers of the Association have executed this instrument this 10 day of APRIL, 2014.

WITNESSES to President's signature:

Shawn Joris  
Print Name: Shawn Joris

Judy Hollister  
Print Name: Judy Hollister

GARDENS OF GULF COVE PROPERTY  
OWNER'S ASSOCIATION, INC.

By: John Anderson  
JOHN ANDERSON, as its President

Attest:  
John Anderson  
As its Secretary

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 10 day of APRIL, 2014, by JOHN ANDERSON, President, and by JOHN ARLINGHAUS as its Secretary on behalf of the Gardens of Gulf Cove Property Owner's Association, Inc. They are personally known to me or have produced \_\_\_\_\_ as identification.

Stacey Andersen  
Notary Public, State of Florida



**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF GARDENS OF GULF COVE PROPERTY OWNER'S ASSOCIATION, INC.**

We, the undersigned, hereby make, subscribe, acknowledge, and file the following Articles for the purpose of forming a non-profit Corporation under the laws of the State of Florida.

**ARTICLE I – NAME AND ADDRESS**

The name of this Corporation is GARDENS OF GULF COVE PROPERTY OWNER'S ASSOCIATION, INC. The address of the corporation is 6464 Coniston Street, Port Charlotte, FL 33981, or as otherwise may be designated by the Board of Directors.

**ARTICLE II - PURPOSES**

The Corporation does not contemplate pecuniary gain or profit, direct or indirect to its members. The purposes for which it is formed are:

To promote the health, safety, and the welfare of the property owners in Port Charlotte Subdivision Section 66, as recorded in Plat Book 6, Pages 4A through 4G of the Public Records of Charlotte County, Florida; Second Replat in Port Charlotte Subdivision Section 66, as recorded in Plat Book 13, Pages 12A and 12B, of the Public Records of Charlotte County, Florida; Third Replat in Port Charlotte Subdivision Section 66, as recorded in Plat Book 13, Pages 13A through 13C, of the Public Records of Charlotte County, Florida; All that portion of Port Charlotte Subdivision Section 95, lying East of Sioux Waterway and North of State Road No. 776, as recorded in Plat Book 10, Pages 1A through 1-z33, of the Public Records of Charlotte County, Florida; First Replat in Port Charlotte Subdivision Section 95, as recorded in Plat Book 13, Pages 14A and 14B, of the Public Records of Charlotte County, Florida; Subdivision plats recorded in the Public Records of Charlotte County, Florida, and such additions thereto as may be brought with the jurisdiction of this Corporation by annexation as provided in Article XI herein, hereafter referred to as "The Properties", and for this purpose to:

(a) own, acquire, build, operate and maintain recreation facilities for the benefit of the property owners, including but not limited to: parks, playgrounds, swimming pools, golf courses, commons, open spaces, streets, bicycle paths, equestrian paths and footways; including buildings, structures and personal properties incident thereto, hereinafter referred to as "the common properties and facilities";

(b) insofar as permitted by law, to do anything that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of the Properties. The Association shall have all of the common law and statutory powers of a corporation not for profit, including all the powers and duties reasonably necessary or convenient to administer the affairs of the Association, and otherwise enforce the Association's governing documents in accordance with those documents and Florida law, as they may be amended from time to time.

**ARTICLE III - MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee, interest in any Lot or Living Unit which is subject by covenants of record to assessment by the GARDENS OF GULF COVE PROPERTY OWNER'S ASSOCIATION, INC. shall be a member of the GARDENS OF GULF COVE PROPERTY OWNER'S ASSOCIATION, INC. provided that any such person or entity who holds such interest merely as a security for the performance of any obligation shall not be a member.

#### **ARTICLE IV - TERM**

This Corporation shall have perpetual existence.

#### **ARTICLE V - THE SUBSCRIBERS**

The names and post office addresses of each of the original incorporators of the Articles of Incorporation are as follows:

NAME	POST OFFICE ADDRESS
Frederick E. Roach	1111 South Bayshore Drive Miami , Florida 33131
David A. Doheny	1111 South Bayshore Drive Miami, Florida 33131
Nicholas H. Serris	1111 South Bayshore Drive Miami, Florida 33131

#### **ARTICLE VI - OFFICERS**

The officers shall be a president, a vice president, a secretary, and a treasurer. The officers shall be members of the Board of Directors. The officers shall be chosen by majority vote of the directors. All officers shall hold office during the pleasure of the Board of Directors.

#### **ARTICLE VII - BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a board of not less than three (3) directors, the precise number of which to be set forth in the Bylaws. Directors shall be members of the Association unless otherwise set forth in the Bylaws. Beginning with the first annual meeting, the members, at each annual meeting, shall elect three (3) directors each for a term of three (3) years. The Directors shall be elected in the manner set forth in the Bylaws and as otherwise required by law.

#### **ARTICLE VIII – BYLAWS**

The Association's Bylaws may be amended in the manner set forth in the Bylaws. No amendment to the Bylaws shall conflict with these Articles of Incorporation.

#### **ARTICLE IX - AMENDMENTS TO THE ARTICLES OF INCORPORATION**

These Articles may be amended in accordance with law by a majority of a quorum of the members voting, provided that no amendment shall be effective to impair or dilute any rights of members that are governed by the recorded covenants and restrictions applicable to the Properties (as, for example, membership and voting rights) which are part of the property interests created thereby.

#### **ARTICLE X - VOTING RIGHTS**

The GARDENS OF GULF COVE PROPERTY OWNER'S ASSOCIATION, INC., shall have one class of voting membership. Members shall be all those owners as defined in Article III. Members shall be entitled to one vote for each Lot or Living Unit in which they hold the interests required for membership by Article III, which shall be cast in the manner set forth in the Bylaws or as otherwise provided herein. When more than one person holds such interest or interests in any Lot or Living Unit all such persons shall be members, and the vote for such Lot



or Living Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot or Living Unit.

#### **ARTICLE XI - ADDITIONS TO PROPERTIES**

Additions to the properties described in Article II may be made only in accordance with the provisions of the recorded covenants and restrictions applicable to said properties. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties, and membership of this corporation to such properties. Where the applicable covenants require that certain additions be approved by this corporation, such approval must have the assent of two-thirds of the votes of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

#### **ARTICLE XII MERGERS AND CONSOLIDATIONS**

Subject to the provisions of the recorded covenants and restrictions applicable to the properties described in Article II, and to the extent permitted by law, the corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds of the vote of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

#### **ARTICLE XIII - MORTGAGES: OTHER INDEBTEDNESS**

The corporation shall have the power to mortgage its properties only to the extent authorized under the recorded covenants and restrictions applicable to said properties and by an affirmative vote of two-thirds of the votes of Members who are voting in person or by proxy at a Meeting duly called for that purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting. The total debts of the corporation including the principal amount of such mortgages, outstanding at any time shall not exceed the total of two years' assessments current at that time, provided that authority to exceed said maximum in any particular case may be given by an affirmative vote of two-thirds of the votes of each class of members who are voting in person or by proxy at a meeting duly called for this purpose, written of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

#### **ARTICLE XIV - QUORUM FOR ANY ACTION GOVERNED BY ARTICLES X, XI, and XII OF THESE ARTICLES**

The quorum required for any action governed by Articles X, XI, and XII shall be as follows:

At the first meeting duly called as provided therein, the presence of members, or of proxies, entitled to cast a majority of all the votes of the membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirements set forth in said Articles, and the required quorum at any subsequent meeting shall be one half of the required quorum at the preceding meeting, provided that no such subsequent meeting shall be held more than thirty (30) days following such preceding meeting.

**ARTICLE XV - DEDICATION OF PROPERTIES OR  
TRANSFER OF FUNCTION TO PUBLIC AGENCY OR UTILITY**

The corporation shall have power to dispose of its real properties only as authorized under the recorded covenants and restriction applicable to said properties.

**ARTICLE XVI – DISSOLUTION**

The corporation may be dissolved only with the assent given in writing and signed by the members entitled to cast two-thirds of the membership. Written notice of a proposal to dissolve, setting forth the reasons therefore and the disposition to be made of the assets (which shall be consonant with Article XVI hereof) shall be mailed to every member at least ninety (90) days in advance of any action taken.

**ARTICLE XVII - DISPOSITION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the corporation, the assets, both real and personal of the corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. No such disposition of GARDENS OF GULF COVE PROPERTY OWNER'S ASSOCIATION, INC. properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded covenants and deeds applicable to The Properties unless made in accordance with the provisions of such covenants and deeds.

IN WITNESS WHEREOF, the Board of Directors of Association has caused these Amended and Restated Articles of Incorporation to be signed in its name this 10 day of APRIL, 2014.

WITNESSES to President's signature:

GARDENS OF GULF COVE PROPERTY  
OWNER'S ASSOCIATION,

INC.

Print Name: Brown Joris

By: John W. Anderson

Print Name: JOHN W. ANDERSON as its

President

Print Name: Judy Hollister

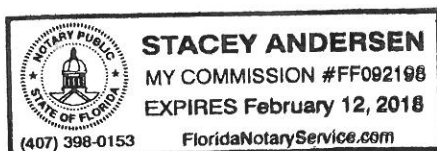
Attest:

By: John Arlinghaus

Print Name: JOHN ARLINGHAUS  
As its Secretary

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 10 day of APRIL, 2014, by JOHN ANDERSON, President, and by JOHN ARLINGHAUS, as its Secretary, on behalf of the Gardens of Gulf Cove Property Owner's Association, Inc. They are personally known to me ~~or have produced~~ as identification.



Stacey Andersen  
Notary Public, State of Florida