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** OFFICIAL RECORDS **
BOOK 2789
PAGE 374

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on October 18, 1995, to Articles of incorporation for IMPERIAL HOUSE OF VENICE, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 713887.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Twenty-third day of October, 1995



CA2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

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CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

IMPERIAL HOUSE OF VENICE, INC.

IMPERIAL HOUSE OF VENICE, INC., its address being 333 The Esplanade, Venice, Sarasota County, Florida 34285, by the hands of the undersigned hereby certify that:

The Declaration of Condominium of IMPERIAL HOUSE OF VENICE is recorded in O.R. Book 848, page 903, et seq., of the Public Records of Sarasota County, Florida. The following amendments to the Articles of Incorporation were submitted to the entire membership of the Association at its meeting called and held on the 17th day of July, 1995, and approved by affirmative vote of 80% of the total voting interests of the Association as required by the Articles of Incorporation.

1. Article II is hereby amended to read as follows:

~~A-~~ Section 1. Purpose. The purpose for which the Association is organized is ~~to~~ form an "association" as defined in the "Condominium Act" of the Statutes of the State of Florida, and in conjunction therewith to establish and collect assessments from the unit owners and members for the purpose of operating, maintaining, repairing, improving and administering the condominium property, and to perform the acts and duties desirable for ~~apartment house~~ management and operation for the units and common elements.

a. Distribution of Income. The Association shall make no distribution of income to and no dividend shall be paid to its members, directors, or officers.

b. No Shares of Stock. The Association shall not have or issue shares of stock.

~~B-~~ Section 2. To carry out the duties and obligations and receive the benefits given the association by the "Declaration of Condominium Restrictions, Reservations, Covenants, Conditions and

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STATE OF FLORIDA
SARASOTA COUNTY
CLERK OF COUNTY COMMISSIONS

Easements" of IMPERIAL HOUSE OF VENICE, a condominium.

a. Common Law and Statutory Powers. The Association shall have all of the common-law and statutory powers of a corporation not in conflict with the terms of these Articles of Incorporation or the Florida Condominium Act.

b. Specific Powers. The Association shall have all of the powers and duties set forth in the Condominium Act of the State of Florida, these Articles of Incorporation and by the Declaration of Condominium (hereinafter the "Declaration") and all of the powers and duties reasonably necessary to maintain, manage and operate the Condominium pursuant to such Declaration and as it may be amended from time to time, including but not limited to the following:

1. To make and collect assessments against members as Unit Owners to defray the costs, expenses and losses of operation.

2. To use the proceeds of assessments in the exercise of its powers and duties.

3. To maintain, repair, replace and operate the Condominium property.

4. To purchase insurance upon the Condominium property and insurance for the protection of the Association and its members as Unit Owners.

5. To make and amend reasonable rules and regulations respecting the use of the property in the Condominium.

6. To approve or disapprove the transfer, mortgage and ownership of Units in the Condominium.

7. To enforce by legal means the provisions of the Condominium Act of the State of Florida, the Declaration of Condominium, these Articles of Incorporation, Bylaws of the Association and the regulations for use of the property of the Condominium.

8. To contract for the management of the Condominium and to delegate to such contractor all powers and duties of the Association, except such as are specifically required by the Declaration of Condominium to have the approval of Directors or the membership of the Association.

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SECTION 7D
DIVISION OF STATE
REGULATIONS

9. To contract for the management or operation of portions of the common elements susceptible to separate management or operation.

10. To employ personnel to perform the services required for proper operation of the Condominium.

11. To purchase Units in the Condominium and to acquire and hold, lease, mortgage and convey the same, subject, however, to the provisions of the Declaration and Bylaws relative thereto.

Section 3. Assets Held in Trust. All funds and properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws of the Association.

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

~~6-~~ Section 5. To establish by-laws for the operation of the condominium property providing for the form of administration and rules and regulations for governing the association.

To accomplish the foregoing purposes, the corporation shall have all corporate powers permitted under Florida law, including the capacity to contract, bring suit and be sued, and those provided by the "Condominium Act." No part of the income of this corporation shall be distributed to the members, directors and officers of the corporation.

2. Article III is hereby amended by adding Section 4, Limitation on Transfer of Shares of Assets, to read as follows:

Section 4. Limitation on Transfer of Shares of Assets. 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 member's Unit.

3. Article IV is hereby amended to read as follows:

ARTICLE IV

~~This corporation shall have perpetual existence. Term. The term of the Association shall be perpetual unless the Condominium is terminated pursuant to the provisions of the Declaration and, in the~~

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event of such termination, the corporation shall be dissolved in accordance with the law.

4. Article VI is hereby amended to read as follows:

ARTICLE VI
Directors

Section 1. The affairs and property of this corporation shall be managed and governed by a board of directors composed of not less than three (3) nor more than seven (7) persons. The exact number of directors for the following year shall be determined by the Board of Directors prior to the sending of the sixty (60) day notice of Election of Directors. If the Board does not change the number of members for the succeeding year's Board prior to that time, then the number of directors shall remain the same.

Section 2. The original directors set forth in these Articles of Incorporation shall serve until the 1st day of November, 1970, at which time a meeting of the membership of the corporation is to be held for the purpose of electing new directors. Directors thereafter shall be elected at the annual meeting of the members in the manner determined by the Bylaws of the Association. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws of the Association. Directors shall serve for a term of one year, and shall be elected by the voting members in accordance with the By-Laws at the regular annual meeting of the corporation, to be held at 2:00 P.M. on the 1st day of December each year thereafter. In the event of a vacancy, the elected directors may appoint an additional director to serve the balance of the term. until the next election of directors.

Section 3. All the officers shall be elected by the Board of Directors in accordance with the By-Laws at the regular annual meeting of the Board of Directors on the 1st day of December of each year. The Board of Directors shall elect from among its the members a President, Vice President, Secretary, Treasurer and such other officers as they shall deem desirable, and consistent with the corporate By-Laws. ."

Section 4. Directors shall be members of the Association.

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5. Article IX is hereby amended to read as follows:

ARTICLE IX
Bylaws

The by-laws of this corporation may be altered, amended or rescinded at any duly called meeting of the members ~~in the manner provided by the Bylaws provided that the notice of meeting contains a full statement of the proposed amendment, a quorum is in attendance, and there be an affirmative vote of 3/4ths of the qualified voting members of the corporation.~~

6. Article X is hereby amended to read as follows:

ARTICLE X
Amendments

Section 1. Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by the Board of Directors or by ten percent (10%) of the any of the voting members. Such proposal shall set forth the proposed alteration, amendment or rescission, ~~shall be in writing filed by the members,~~ and delivered to the President or Secretary not less than forty (40) twenty (20) days prior to the membership meeting at which such proposal is voted upon.

Section 2. The Secretary shall give to each voting member notice setting out the proposed alteration, amendment or rescission and the time of the members' meeting at which such proposal will be voted upon, and such notice shall be given not less than fourteen (14) fifteen (15) days prior to the date set for such meeting, and it shall be given in the manner provided in the by-laws. An affirmative vote of not less than seventy-five (75%) percent eighty percent (80%) of the qualified voting members of the corporation is required for the requested alteration, amendment or rescission.

Section 3. Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, by limited proxy, providing such limited proxy is delivered to the Secretary prior to the meeting.

Section 4. Execution and Recording. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of the Articles of Incorporation, which certificate shall be executed by the appropriate officers of the Association with the formalities of a deed. The amendment shall be effective when such certificate and amendment are certified by the Secretary of State and recorded in the Public Records of Sarasota County, Florida.

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SARASOTA COUNTY FLORIDA
CLERK OF COUNTY COMMISSIONERS

Section 25. Any voting member may waive any or all of the requirements of this Article as to notice by the Secretary ~~or proposals to the President~~ for alteration, amendment or rescission of these Articles ~~either before, or at or after~~ a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

7. Articles of Incorporation are hereby amended by adding Article XII, Indemnification, to read as follows:

ARTICLE XII
Indemnification

Indemnification. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

8. The Articles of Incorporation are hereby amended by adding Article XIII, Registered Agent, to read as follows:

ARTICLE XIII
Registered Agent

The Registered Agent for the Association shall be appointed at the discretion of the Board of Directors.

IN WITNESS WHEREOF, said Association has caused Certificate to be signed in its name by its President, this day of October, 1995.

WITNESSES:

Arnell M. Taylor
Patricia Henderson

ATTEST:

By: Cherie Papp
Secretary

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Anne M. Taylor

IMPERIAL HOUSE OF VENICE, INC.

Patricia C. Fenderson

BY: [Signature]
President

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida at large, personally appeared Henry M. Knight, as President of IMPERIAL HOUSE OF VENICE, INC., and he acknowledged before me that he is such officers of said corporation; and he executed the foregoing Certificate of Amendment to the Articles of Incorporation on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that he is authorized to execute said Certificate of Amendment to the Articles of Incorporation and that the execution thereof is the free act and deed of said corporation. He is personally known to me or has produced his driver's license as identification and did not take an oath.

WITNESS my hand and official seal at Venice, Sarasota County, Florida this 10th day of October, 1995.

[Signature]
Printed Name of Notary:
PATRICIA C. FENDERSON
Notary Public
Commission # _____

My Commission Expires:



PATRICIA C FENDERSON
My Commission CC341383
Expires Feb 10, 1998
Bonded by ANB
800-862-5878

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida at large, personally appeared Cheri Ann Pugh, as Secretary of IMPERIAL HOUSE OF VENICE, INC., and she acknowledged before me that she is such officers of said corporation; and she executed the foregoing Certificate of Amendment to the Articles of Incorporation on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that she is authorized to execute said Certificate of Amendment to the Articles of Incorporation and that the execution thereof is the free act and deed of said corporation. She is personally known to me or has produced her driver's license as identification and did not take an oath.

WITNESS my hand and official seal at Venice,
Sarasota County, Florida this 10th day of
October, 1995.

Patricia C. Fenderson
Printed Name of Notary:
PATRICIA C. FENDERSON
Notary Public
Commission # _____

My Commission Expires:



PATRICIA C FENDERSON
My Commission CC341353
Expires Feb 10, 1998
Bonded by ANB
800-852-5878

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