

# STATE OF FLORIDA

DEPARTMENT OF STATE



I, RICHARD (DICK) STONE, Secretary of State of the State of Florida, do hereby certify that the following is a true and correct copy of .

## CERTIFICATE OF INCORPORATION

OF

OXFORD HOUSE OF PORT CHARLOTTE - A CONDOMINIUM, INC.

a corporation not for profit organized and existing under the Laws of the State of Florida, filed on the 20th day of August, A.D., 19 73, as shown by the records of this office.

GIVEN under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 21st day of August, A.D., 19 73.



*Richard (Dick) Stone*

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

OXFORD HOUSE OF PORT CHARLOTTE - A CONDOMINIUM, INC.

(A Corporation Not for Profit)

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617 of Florida Statutes and certify as follows:

ARTICLE I.

NAME

The name of this corporation shall be

OXFORD HOUSE OF PORT CHARLOTTE - A CONDOMINIUM, INC.

ARTICLE II.

PURPOSE

In accordance with the provisions of Chapter 711 of Florida Statutes, commonly known as the Condominium Act, a Condominium will be created upon certain lands in Charlotte County, Florida, to be known as OXFORD HOUSE OF PORT CHARLOTTE - A CONDOMINIUM. The Declaration subjecting the lands involved to a condominium form of ownership will be recorded among the Public Records of Charlotte County, Florida. This corporation is organized for the purpose of operating, governing, administering and managing the property and affairs of the condominium, to-wit: OXFORD HOUSE OF PORT CHARLOTTE - A CONDOMINIUM and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, the By-Laws, these Articles of Incorporation and the aforementioned Declaration of Condominium, and further to exercise all powers granted to a condominium association under the Condominium Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in this corporation's capacity as a condominium association.

ARTICLE III.

POWERS

The powers of the corporation shall include and be governed by the following provisions:

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1. The corporation shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, and in addition, all of the powers conferred by the Condominium Act upon a condominium association, and in addition, all of the powers set forth in the Declaration of Condominium of OXFORD HOUSE OF PORT CHARLOTTE - A CONDOMINIUM which are not in conflict with law.

2. The corporation shall have all of the powers reasonably necessary to implement the powers of the corporation, including but not limited to the following:

- (a) To operate and manage the condominium and condominium property in accordance with the sense, meaning, direction, purpose and intent contained in the Declaration of Condominium of OXFORD HOUSE OF PORT CHARLOTTE - A CONDOMINIUM when the same has been recorded among the Public Records of Charlotte County, Florida.
- (b) To make and collect assessments against members to defray the costs of the condominium, and to refund common surplus to members.
- (c) To use the proceeds of assessments in the exercise of its powers and duties.
- (d) To maintain, repair, replace and operate the condominium property.
- (e) To reconstruct improvements upon the condominium property after casualty, and to further improve the property.
- (f) To make and amend regulations respecting the use of the property in the condominium.
- (g) To approve or disapprove the proposed purchasers, lessees and mortgagees of apartments.
- (h) To enforce by legal means the provisions of the condominium documents, these Articles, the By-Laws of the corporation and the regulations for the use of the property in the condominium.
- (i) To contract for the management of the condominium and to delegate to such contractor all powers and duties of the corporation except such as are specifically required by the condominium documents to have approval of the Board of Directors or the membership of the corporation.

3. All funds and title of all properties acquired by the corporation and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the condominium documents.

4. The powers of the corporation shall be subject to and be exercised in accordance with the provisions of the Declaration of Condominium which governs the use of the condominium property.

#### ARTICLE IV.

##### MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

1. Until such time as the Declaration of Condominium of OXFORD HOUSE OF PORT CHARLOTTE - A CONDOMINIUM shall be recorded among the Public Records of Charlotte County, Florida, the membership of this corporation shall be comprised of the Subscribers to these Articles, or their assigns, each of which Subscribers or his assigns, shall be entitled to cast one vote on all matters in which the membership shall be entitled to vote.

2. After the recording of the Declaration of Condominium of OXFORD HOUSE OF PORT CHARLOTTE - A CONDOMINIUM the owners of each condominium unit in the aforementioned condominium shall each be a member of the corporation and at such time the Subscribers who are members of the corporation by virtue of Paragraph 1 above shall no longer be members by virtue of said Paragraph 1.

3. Thereafter, membership in the corporation shall be established by acquisition of the fee title to a condominium unit in OXFORD HOUSE OF PORT CHARLOTTE - A CONDOMINIUM, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee interest in any unit except that nothing herein contained shall be construed as terminating the membership of any party who may own a fee ownership interest in two or more units, so long as such party shall retain title to a fee ownership interest in any unit.

4. The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his unit. The properties, funds and assets of the corporation shall be held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration of Condominium, and in the By-Laws which may hereafter be adopted.

5. On all matters on which the membership shall be entitled to vote, there shall be only one vote for each unit in the condominium, which vote may be exercised or cast by the owner or owners of each unit in such manner as may be provided in the By-Laws of this corporation. Should any member own more than one unit, such member shall be entitled to exercise or cast one vote for each unit owned in the manner provided by said By-Laws.

#### ARTICLE V.

##### TERM

This corporation shall have perpetual existence.

#### ARTICLE VI.

##### PRINCIPAL OFFICE

The principal office of this corporation shall be located at  
1111 South Bayshore Drive, Miami, Florida.

but this corporation may change said principal office and transact business at such other places within or without the State of Florida as shall from time to time be designated by the Board of Directors.

#### ARTICLE VII.

##### MANAGEMENT OF THE AFFAIRS OF THE CORPORATION - OFFICERS

The affairs of this corporation shall be managed by its officers, subject, however, to the directions of the Board of Directors, except to the extent that the Directors shall have delegated the responsibility for such management under the provisions of these Articles and in accordance with the By-Laws. The officers of this corporation shall consist of a President, a Vice President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors according to the By-Laws of this corporation. The Directors may, if they desire, combine the offices of Secretary and Treasurer and, in addition, provide for such other officers, agents, supervisory personnel or employees of the corporation as they shall see fit,

none of whom need be a member of the corporation. Commencing with the first annual meeting of the Board of Directors in 1974, officers will be elected annually to hold office until the next annual meeting of the Board of Directors or until their successors are elected and qualify. The names of the officers who are to serve until the first election by the Board of Directors are as follows:

Frederick E. Roach	- President
Charles J. Clark, Jr.	- Vice President
David A. Doheny	- Secretary and - Treasurer

None of the above officers specifically named in these Articles shall be required to be a member of this corporation to hold office.

#### ARTICLE VIII.

##### BOARD OF DIRECTORS

This corporation shall be governed by a Board of Directors consisting of not less than three (3) nor more than fifteen (15) persons as provided for in the By-Laws. In the absence of any provision in the By-Laws designating the number of Directors, the number thereof shall be three (3), provided, however, that until the first annual meeting of the members of this corporation in 1974, this corporation shall be governed by a Board of Directors consisting of three persons. The names and post office addresses of the persons who will serve as Directors until the first annual meeting of members in 1974, or until their successors are elected and qualify, are as follow:

<u>Name</u>	<u>Post Office Address</u>
Frederick E. Roach	1111 South Bayshore Drive, Miami, Florida
Charles J. Clark, Jr.	1111 South Bayshore Drive, Miami, Florida
David A. Doheny	1111 South Bayshore Drive, Miami, Florida

Succeeding Boards of Directors and succeeding Directors shall be elected by members in the manner and in accordance with the method provided for in the By-Laws of the corporation, as the same shall be constituted from time to time.

#### ARTICLE IX.

##### REMOVAL OF OFFICERS AND DIRECTORS

Any officer may be removed prior to the expiration of his term of office in the manner provided hereinafter, or in such manner as provided in the By-Laws. Any officer

may also be removed for cause by a two-thirds (2/3) vote of the full Board of Directors at a meeting of Directors called at least in part for the purpose of considering such removal. Any officer or director of this corporation may be removed with or without cause, and for any reason, upon a petition in writing of a majority of the members of this corporation approved at a meeting of members called at least in part for the purpose, by a two-thirds (2/3) vote of the membership. The petition calling for the removal of such officer and/or director shall set forth a time and place for the meeting of members, and notice shall be given to all members of such special meeting of the members at least ten (10) days prior to such meeting in the manner provided in the By-Laws for the giving of notices of special meetings. At any such meeting the officer and/or director whose removal is sought shall be given the opportunity to be heard.

#### ARTICLE X.

##### INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with 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 of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of wilful misfeasance or malfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the corporation. 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.

#### ARTICLE XI.

##### BY-LAWS

The original By-Laws of this corporation shall be adopted by a majority vote of the members of this corporation present at a meeting of members called for the purpose, at which

a majority of the membership is present, and thereafter the By-Laws of this corporation may be amended, altered or rescinded only in the manner provided for in the Declaration of Condominium hereinabove described or provided for in the By-Laws. The original By-Laws of this corporation shall be appended to the Declaration of Condominium above described at the time of the recording of the Declaration of Condominium among the Public Records of Charlotte County, Florida.

ARTICLE XII.

PROHIBITION AGAINST ISSUANCE OF  
STOCK AND DISTRIBUTION OF INCOME

This corporation shall never have nor issue any shares of stock, nor shall this corporation distribute any part of the income of this corporation, if any, to its members, directors or officers. Nothing herein, however, shall be construed to prohibit the payment by the corporation of compensation in a reasonable amount to the members, director or officers for services rendered, nor shall anything herein be construed to prohibit the corporation from making any payments or distributions to members of benefits, monies or properties permitted by Section 617.011 of Florida Statutes and contemplated by the Declaration of Condominium and/or Condominium Act.

ARTICLE XIII.

CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in, or is a director, member or officer of any such other firm, association, corporation or partnership, or is a party or is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership, pecuniarily or otherwise interested therein. Any director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other firm, association, corporation or partnership.

ARTICLE XIV.

SUBSCRIBER

The names and post office addresses of the Subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Post Office Address</u>
ROBERT I. SHAPIRO	507 Northeast Airlines Building 150 Southeast Second Avenue, Miami, Florida
PAUL R. MARCUS	507 Northeast Airlines Building 150 Southeast Second Avenue, Miami, Florida
ELEANOR LIPTON	Same Address

ARTICLE XV.

AMENDMENT

These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors and approved by a vote of two-thirds (2/3) of the members of this corporation present at any meeting of the members of the corporation called at least in part to consider such amendment, or approved in writing by the members of this corporation having not less than two-thirds (2/3) of the total membership vote.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, this 6th day of August, 19 73.

[Signature] (SEAL)  
[Signature] (SEAL)  
[Signature] (SEAL)

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

BEFORE ME, the undersigned authority, this day personally appeared PAUL R. MARCUS, ROBERT I. SHAPIRO and ELEANOR LIPTON to me well known and known to me to be the identical individuals described in and who executed the foregoing Articles of Incorporation of OXFORD HOUSE OF PORT CHARLOTTE - A CONDOMINIUM and they acknowledged before me that they signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 6th day of August, 19 73.

[Signature]  
 NOTARY PUBLIC - State of Florida at Large

My Commission Expires:  
2-14-1974

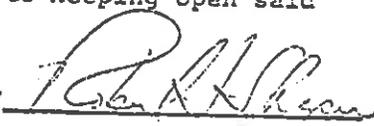
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That OXFORD HOUSE OF PORT CHARLOTTE - A CONDOMINIUM, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami County of Dade, State of Florida has named ROBERT I. SHAPIRO located at 507 Northeast Airlines Bldg., 150 Southeast Second Avenue (Street address and number of building, Post Office Box address not acceptable) City of Miami, County of Dade State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By   
(Resident Agent)



RECORDING REQUESTED BY AND  
WHEN RECORDED RETURN TO:



Ernest W. Sturges, Jr., Esq.  
Goldman, Tiseo & Sturges, P.A.  
701 JC Center Court, Suite 3  
Port Charlotte, Florida 33954

**CERTIFICATE OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
OXFORD HOUSE OF PORT CHARLOTTE – A CONDOMINIUM, INC.**

THIS CERTIFICATE is made to reflect and document an Amendment, Restatement and Modification of the Articles of Incorporation of Oxford House of Port Charlotte – A Condominium, Inc.. The Articles of Incorporation of Oxford House of Port Charlotte – A Condominium, 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 Oxford House of Port Charlotte – A Condominium, Inc. (Date) November 9, 1973	440/229 <i>et seq.</i>

The undersigned officers of the Board of Directors of Oxford House of Port Charlotte – A Condominium, Inc., a Florida not-for-profit corporation, hereby certify as follows:

1. The Articles of Incorporation of Oxford House of Port Charlotte – A Condominium, Inc. is hereby amended in accordance with Exhibit “A” attached hereto and entitled Amended and Restated Articles of Incorporation.

2. This Amendment of the Articles of Incorporation of Oxford House of Port Charlotte – A Condominium, Inc. was proposed by duly adopted resolution, and approved by a vote of not less than two-thirds (2/3) of the entire voting interest in the Association.

Executed this 7<sup>th</sup> day of APRIL, 2015, at PORT CHARLOTTE Florida.

**OXFORD HOUSE OF PORT CHARLOTTE – A  
CONDOMINIUM, INC.**

By:   
Name: Peter Kraus  
Its: President

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of APRIL, 2015, by PETER KRAUS, who is personally known to me or produced \_\_\_\_\_ as identification.

SEAL



CYNTHIA M. CLARK  
MY COMMISSION # FF 147823  
EXPIRES: August 4, 2018  
Bonded Thru Budget Notary Services

Cynthia M. Clark  
NOTARY PUBLIC

CYNTHIA M. CLARK  
Printed name of notary

By: Kathy Bastian  
Name: Kathy Bastian  
Its: Secretary

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of APRIL, 2015, by KATHY BASTIAN, who is personally known to me or produced \_\_\_\_\_ as identification.

SEAL



CYNTHIA M. CLARK  
MY COMMISSION # FF 147823  
EXPIRES: August 4, 2018  
Bonded Thru Budget Notary Services

Cynthia M. Clark  
NOTARY PUBLIC

CYNTHIA M. CLARK  
Printed name of notary

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**OXFORD HOUSE OF PORT CHARLOTTE – A CONDOMINIUM, INC.**

These are the Amended and Restated Articles of Incorporation for Oxford House of Port Charlotte – A Condominium, Inc. originally filed with the Florida Department of State on November 9, 1973, under Chapter Number 711. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapter 617, Florida Statutes (2012).

1. Name. The name of the corporation shall be OXFORD HOUSE OF PORT CHARLOTTE – A CONDOMINIUM, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Condominium 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 Condominium Act (the "Act") for the operation of that certain condominium located in Charlotte County, Florida, and known as Oxford House of Port Charlotte, a Condominium (the "Condominium").

3. Definitions. The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium recorded in the Public Records of Charlotte County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

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

4.1. 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.

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LAW OFFICES  
GOLDMAN, TISEO & STURGES, P.A.  
TELEPHONE (941) 625-6666  
WWW.GTSLAWFIRM.COM



4.2. 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 Condominium pursuant to the Declaration and as it may be amended from time to time including but not limited to the following:

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

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

4.2.3. To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property and other property acquired or leased by the Association for use by Unit Owners.

4.2.4. To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, Directors, and members as Unit Owners.

4.2.5. To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety, and welfare of the Unit Owners.

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

4.2.7. 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 Condominium Property.

4.2.8. To contract for the management of the Condominium and any facilities used by the Unit 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.

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

4.2.10. 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.

4.3. Condominium Property. All funds and titles of all properties acquired by the Association and their proceeds shall be held in trust for the members of the condominium in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the Bylaws.

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

5. 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.

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

7. 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 Unit for which that share is held.

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

9. 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.

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

11. 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.

12. Directors.

12.1. 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), nor more than five (5), Directors. Directors must be members or the spouse of a member of the Association.

12.2. 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 Unit Owners when such approval is specifically required.

12.3. 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.

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

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

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

14.2. 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."

14.3. 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.

14.4. 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. 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.

14.5. 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.

14.6. Automatic Amendment. These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Declaration of Condominium. Whenever Chapter 718, Florida Statutes (2012) Chapter 617, Florida Statutes (2012) 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 718 of the Florida Statutes (2012), or such other statutes or administrative regulations as required for the operation of the Association, all as amended from time to time.

14.7. Proviso. Provided, however, that no amendment shall change the configuration of any Unit 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 Unit concerned and all record Owners of the mortgages of such apartment shall join in the execution of the Amendment, and all of the Unit Owners approve the amendment.

15. 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.