

State of Florida



Department of State

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on March 8, 2013, for RIVO AT RINGLING CONDOMINIUM ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N06000009735.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Twelfth day of March, 2013



CR2EO22 (1-11)

Ken Detzner

Ken Detzner
Secretary of State

Articles of Amendment
to
Articles of Incorporation
of

FILED

13 MAR -8 PM 4: 59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rivo at Ringling Condominium Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N06000009735

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ *The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

The date of each amendment(s) adoption: February 19, 2013

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

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 3-5-2013

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)

Michael P. Klauber

(Typed or printed name of person signing)

Association PRESIDENT

(Title of person signing)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RIVO AT RINGLING CONDOMINIUM ASSOCIATION, INC.**

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

ARTICLE I

NAME OF CORPORATION AND PRINCIPAL ADDRESS

The name of this corporation shall be Rivo at Ringling Condominium Association, Inc., hereinafter referred to as Association. The principal office of said corporation shall be located at 2127 Ringling Blvd., Suite 102, Sarasota, Florida 34237. The directors of the Association may change the location of the principal office of said Association from time to time.

ARTICLE II

PURPOSES

The purposes of this corporation shall be the operation and management of the affairs and property of the condominium known as Rivo at Ringling, a Condominium, located in Sarasota County, Florida, and to perform all acts provided in the Declaration of Condominium and the Florida Condominium Act, Chapter 718, Florida Statutes.

ARTICLE III

POWERS

The Association shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Florida Condominium Act and the Declaration of Condominium, as amended from time to time, except as may be limited or otherwise provided by these Articles. Additionally, the Association shall have the power to grant and relocate easements over the Common Elements as required by and consistent with the Master Declaration of Covenants, Conditions, Easements, and Restrictions recorded in Official Records Instrument #2004192176, of the Public Records of Sarasota County, Florida.

ARTICLE IV

MEMBERS

All record owners of legal title to any of the condominium units of the condominium shall be members. Membership shall terminate automatically and immediately as a member's interest in the record legal title terminates, except that upon termination of the entire condominium project, the membership shall consist of those who were members at the time of each conveyance of the respective units to the Association, or its designee, as provided in said Declaration of Condominium.

A new Unit Owner must, within fifteen (15) days of closing on the transfer of title to a Unit, notify the Association in writing of the transfer, as provided in the Declaration of Condominium, and the change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a copy of the deed or other instrument of conveyance.

ARTICLE V

VOTING RIGHTS

Each condominium unit shall be entitled to one vote at Association meetings.

ARTICLE VI

INCOME DISTRIBUTION

No part of the income of the Association shall be distributable to its members, except as compensation for services rendered, surplus of unused Special Assessments or as allowed by law.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

The Board of Directors may change the registered agent and office from time to time as permitted by law.

ARTICLE VIII

EXISTENCE

The term for which this corporation is to exist shall be perpetual, unless dissolved according to law.

ARTICLE IX

DIRECTORS AND OFFICERS

- (A) The affairs of the Association will be administered by a Board of Directors consisting of the number of directors determined by the Bylaws.
- (B) All directors of the Association shall be elected by 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.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE X

BYLAWS

The Bylaws of this corporation may be amended, altered or rescinded in the manner provided in such Bylaws.

ARTICLE XI

AMENDMENTS

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation. Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is considered.
- (B) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than twenty (20%) percent of the voting interest of the Association.
- (C) Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by not less than two-thirds of the voting interests of the membership represented in person or by proxy at any annual or special meeting, or by approval in writing by a majority of the total voting interests of the entire

membership without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains the text of the proposed amendment.

- (D) An amendment shall become effective upon filing with the Department of Corporations and recording a copy in the Public Records of Sarasota County, Florida.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

- (A) Indemnity. The Association shall indemnify any person serving as a director, officer, or committee member to the fullest extent permitted under Section 607.0850, Florida Statutes as amended from time to time.
- (B) Additional Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, agreement, vote of a majority of the voting interests of the 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.
- (C) 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 the person and incurred by the person 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 the person against such liability under the provisions of this Article. Notwithstanding anything in this Article to the contrary, the provision herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

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