

LAW OFFICES

WILLIAM G. MORRIS

WILLIAM G. MORRIS
ADMITTED IN FL, DC, VA

OF COUNSEL
MONTE LAZARUS, P.A.
ADMITTED IN FL, CT, DC

247 NORTH COLLIER BOULEVARD
SUITE 202
POST OFFICE BOX 2056
MARCO ISLAND, FL 34146-2056
TELE. (941) 642-6020
FAX (941) 642-0722

713743

March 11, 1999

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

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-03/15/99--01162--001
*****35.00 *****35.00

Re: SEA BREEZE APARTMENTS
Condo Doc Revisions
Our File 98G032

Dear Sir or Madam:

Accompanying are Amended and Restated Articles of Incorporation of Sea Breeze Apartments Condominium, Inc. Also attached is a check made payable to the Secretary of State in the amount of \$35.00 to cover the fee.

Please return confirmation that the enclosure has been accepted for filing.

Sincerely,

William G. Morris

WGM/kls
Enclosures

FILED
99 APR 20 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

713743
798 Amended Restated
4-20-99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 24, 1999

WILLIAM MORRIS
P.O. BOX 2056
MARCO ISLAND, FL 34146-2056

SUBJECT: SEA BREEZE APARTMENTS CONDOMINIUM, INC.
Ref. Number: 713743

We have received your document for SEA BREEZE APARTMENTS CONDOMINIUM, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Restated Articles of Incorporation for a Florida nonprofit corporation are filed pursuant to section 617.1007, Florida Statutes. Enclosed is a copy of chapter 617.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 799A00014847

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
SEA BREEZE APARTMENTS CONDOMINIUM, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.100F of Florida Statutes, this corporation does hereby adopt the following restated and amended Articles of Incorporation:

- FIRST:** The name of the corporation, herein called the "Association", is Sea Breeze Apartments Condominium, Inc.
- SECOND:** The period of duration of the corporation is perpetual.
- THIRD:** The purpose or purposes for which the corporation is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Sea Breeze Apartments Condominium, Inc., a Condominium, located in Collier County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration of Condominium for Sea Breeze Apartments Condominium, Inc., the By-Laws or the Florida Condominium Act; and it shall have all of the powers and duties reasonably necessary to operate the Condominium, including but not limited to the following:

- (A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To maintain, repair, replace and operate the Condominium property, including the power to charge reasonable use fees for use of the common elements or Association property.
- (C) To purchase insurance for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Condominium.
- (F) To approve or disapprove the transfer, leasing and occupancy of units, to the extent set forth in the Declaration of Condominium.

- (G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the By-Laws of the Association.
- (H) To contract for the management and maintenance of the condominium and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the members of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- (J) To enter into agreements, or acquire leaseholds, memberships, and other possessory or use interests in lands or facilities, whether or not the land or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.
- (K) To borrow money for any of the purposes of the Association.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of incorporation and the By-Laws.

FOURTH: Membership

- (A) The members of the Association shall consist of all record owners of a fee simple interest in one or more units in the Condominium, excluding those who hold such interest merely as the security for the performance of an obligation, and as further provided in the By-Laws; after termination of the Condominium the members shall consist of those who are members at the time of such termination.
- (B) Change of membership shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument conveying title and by complying with such other requirements as may be set forth in the By-Laws.
- (C) The share of a member in the funds and assets of the Association can not be assigned or transferred in any manner except as an appurtenance to his unit.
- (D) The owners of each unit, collectively, shall be entitled to one vote in Association matters as set forth in the Declaration of Condominium and the By-Laws. The manner of exercising voting rights shall be as set forth in the By-Laws.

FIFTH: The By-Laws of the Association may be altered, amended, or rescinded in the manner provided therein.

SIXTH: Amendments to these Articles shall be proposed and adopted in the following manner:

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- (A) Proposal. Amendments to these Articles may be proposed by a majority of the Board, or by petition of the owners of at least one-third (1/3) of the units by instrument, in writing, signed by them.
- (B) Notice. Upon any amendment or amendments to these Articles being proposed by said Board or unit owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can still be given.
- (C) Vote Required. These Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.
- (D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

SEVENTH: Directors and Officers

- (A) The affairs of the Association shall be administered by a Board of Directors consisting of five (5) Directors elected as determined by the By-Laws.
- (B) Directors of the Association shall be elected by the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.
- (C) The business of the Association shall be conducted by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

EIGHTH: The address in Florida of the principal and registered office of the corporation is 247 North Collier Boulevard, Suite 202, Marco Island, FL 34145, and the name of the registered agent at such address is William G. Morris, Esquire.

NINTH: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (B) A violation of criminal law, unless the director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all rights to which a Director or officer may be entitled.

Dated this 16 day of FEBRUARY, 1999.

SEA BREEZE APARTMENTS
CONDOMINIUM, INC.

By: David H. Morse
Its President

The undersigned does hereby accept appointment as registered agent for this corporation and will comply with all applicable provisions of Florida Statutes with respect to service as same.

William G. Morris, Esquire
Registered Agent

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
SEA BREEZE APARTMENTS CONDOMINIUM, INC.**

Pursuant to the provisions of Florida Statutes, Sections 617.1006 and 617.1007, the undersigned Florida non-profit corporation adopts the following amended and restated Articles of Incorporation:

- FIRST:** All of the original articles are deleted and replaced by the attached.
- SECOND:** The date of adoption of the amendment(s) was February 16, 1999.
- THIRD:** Adoption of Amendment was by the members and the number of votes cast was sufficient for approval.

SEA BREEZE APARTMENTS
CONDOMINIUM, INC.

By: David Thorne
David Thorne, Its President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA