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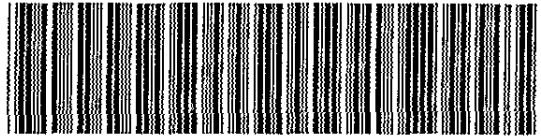
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Emerald Harbor Association, Inc.

P. O. Box 101, Longboat Key, FL 34228

February 26, 2003

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314:
Attn: Amendment Section

**Subject: Filing of
Amended and Restated Articles of Incorporation
for Emerald Harbor Flotilla Club, Inc.
(now known as Emerald Harbor Association, Inc.)**

Attached are two (2) copies of the subject document and a check for \$70.00 to cover:

Filing Fee	\$35.00
Two (2) Certified Copies @ \$8.75 each	\$17.50
Two (2) Certificates of Status @ \$8.75 each	\$17.50

I can be reached at my home address and telephone number below. Please send any correspondence to me at that address in order to expedite the completion of this transaction.

I will anxiously await word from you regarding the disposition of this filing. Thank you.

Very truly yours,

Charlie Korbully, President of
Emerald Harbor Association, Inc.
5901 Emerald Harbor Drive
Longboat Key, FL 34228-1643
(941) 383-7073

att: 2 copies of document
check

03 MAR -3 PM 4:18
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Emerald Harbor Flotilla Club, Inc.,
Amended and Restated Articles of Incorporation**

to be known in Emerald Harbor as
**Emerald Harbor Association, Inc.,
Articles of Incorporation**

At the Year-2001 annual membership meeting of the Emerald Harbor Flotilla Club, Inc., the members approved a *Bylaws* document that adopted "Emerald Harbor Association, Inc." as a new name for the corporation and both amended and restated the bases for conducting current and future business within and for this not-for-profit corporation. A 2/3 (66.7%) majority roll-call vote by the Association members voting was required for document approval.

At the Year-2003 annual membership meeting of the Emerald Harbor Association, Inc. (formerly known as the Emerald Harbor Flotilla Club, Inc.), the members approved an *Articles of Incorporation* document that is consistent and conforms with the corporation's current bylaws as defined in its *Bylaws* document. A 2/3 (66.7%) majority roll-call vote by the Association members voting was required for document approval.

The original "*Articles of Incorporation of Emerald Harbor Flotilla Club, Inc.*" were placed on file with the Department of State on or about March 13, 1968, as Charter NP 14,246, and were amended September 27, 1972. The approved "*Emerald Harbor Flotilla Club, Inc., Amended and Restated Articles of Incorporation—to be known in Emerald Harbor as Emerald Harbor Association, Inc., Articles of Incorporation*" contained herein both amend and restate those earlier articles.

**Article I
Name**

The name of the corporation formerly known as Emerald Harbor Flotilla Club, Inc., shall be Emerald Harbor Association, Inc.

**Article II
Principal Office and Mailing Address**

The principal office of this corporation shall be the residence of the incumbent President in the Town of Longboat Key, Manatee County, Florida, or as otherwise designated by the Board of Directors. Other offices for the transaction of corporation business shall be designated by the Board of Directors as required, including a post-office box for receipt of business and membership correspondence (on effective date of these articles: P. O. Box 101, Longboat Key, FL 34228).

**Article III
Purposes**

The purposes of this corporation are to:

- Maintain all corporation assets for the enduring benefit of its membership, including its real estate providing:
 - A 20-foot-wide beach frontage extending from the Gulf of Mexico to Gulf of Mexico Drive.
 - A common entry to [and exit from] Emerald Harbor extending from [and to] Gulf of Mexico Drive along the east-west straightaway of Binnacle Point Drive to [and from] its intersection with north-south Emerald Harbor Drive. (This real estate includes a canal frontage on the north side of the east-west straightaway of Binnacle Point Drive.)
 - A 50-foot-wide canal frontage at the east end of Binnacle Point Drive.
 - An approximately 40-foot-wide canal frontage at the west end of east-west Emerald Harbor Drive.
- Provide for the administration of the *Emerald Harbor Covenants and Restrictions* document on those real-estate parcels in Emerald Harbor covered by that document.

Article IV Constituents


For exercising all general-membership rights as defined in its *Bylaws* document, membership in this corporation shall require that a given real-estate parcel: (1) be located in the Emerald Harbor Subdivision, the Mariah Subdivision, that portion of the Dream Island Subdivision fronting on Emerald Harbor Drive, or that portion of the Longboat Key Subdivision fronting on Emerald Harbor Drive; and (2) have Association annual dues and special assessments paid in full. (Membership shall not require that a given real-estate parcel be covered by the *Emerald Harbor Covenants and Restrictions* document.) For general-membership voting, the one vote cast per parcel shall be by a record owner of the parcel or an authorized owner representative.

Article V Governance and Manner of Election

The affairs of this corporation shall be administered by a Board of Directors as defined in its *Bylaws* document. All Directors shall be qualified voting members of the Association. The Directors shall be elected at the annual membership meeting, provided a quorum of 1/5 (20%) of all Association memberships is present. A membership shall be represented either in person by a record owner or an authorized owner representative or by proxy. Ballots providing space for nominations from the floor shall be available for use in voting. Nominees receiving the most votes for the positions to be filled shall be elected.

Article VI Board of Directors on Effective Date

The titles, names, and addresses of the Board of Directors of this corporation are:

- | | |
|---|---|
| <p>☐ President
signing as officer
executing these
articles of
incorporation:</p> | <p>Charles G. Korbuly, 5901 Emerald Harbor Drive, Longboat Key, FL 34228</p> <p> 2/25/03</p> |
| <p>☐ Vice-President:</p> | <p>Paul Caswell, 731 Emerald Harbor Drive, Longboat Key, FL 34228</p> |
| <p>☐ Secretary:</p> | <p>Weldon Frost, 721 Binnacle Point Drive, Longboat Key, FL 34228</p> |
| <p>☐ Treasurer:</p> | <p>Pamela Voorhees, 6011 Emerald Harbor Drive, Longboat Key, FL 34228</p> |
| <p>☐ Director-at-Large:</p> | <p>Andrew Bers, 781 Emerald Harbor Drive, Longboat Key, FL 34228</p> |
| <p>☐ Director-at-Large:</p> | <p>Lawrence Harry, 681 Binnacle Point Drive, Longboat Key, FL 34228</p> |
| <p>☐ Director-at-Large:</p> | <p>Douglas Young, 761 Emerald Harbor Drive, Longboat Key, FL 34228</p> |

Article VII Registered Agent on Effective Date

The registered agent to accept service of process for this corporation is:

Weldon Frost, 721 Binnacle Point Drive, Longboat Key, FL 34228

signing below to certify that he is familiar with the appointment of registered agent and agrees to act in that capacity.


Weldon Frost

25 February 2003
Date

Article VIII Effective Date

The effective date of these articles of incorporation shall be February 25, 2003, which is the date of the annual membership meeting at which they were approved.