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December 19, 2000

Florida Division of Corporations
Attn: Amendment Section
PO Box 6327
Tallahassee, FL 32314

Re: Filing Amended and Restated Articles of Incorporation for Longboat Beachcomber
Condominium Association, Inc.

Dear Division folks:

Enclosed are:

- 1. Original executed Amended and Restated Articles of Incorporation, and one copy.
- 2. Check for \$43.75 payable to Florida Dept. of State.

Please file and return a certified copy to me. Call if there are any questions or if you
need additional information. Thank you.

Very truly yours,

Chad M. McClenathen

cc: Longboat Beachcomber Condominium Association, Inc.

FILED
00 DEC 21 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

T BROWN JAN - 4 2001

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LONGBOAT BEACHCOMBER CONDOMINIUM ASSOCIATION, INC.**

FILED
00 DEC 21 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the original Articles of Incorporation of Longboat Beachcomber Condominium Association, Inc. were filed with the Florida Department of State on September 10, 1969, and

WHEREAS, these Amended and Restated Articles of Incorporation contain amendments to all the Articles, and

WHEREAS, not less than a majority of the membership of the entire Board of Directors approved the amendments and these Amended and Restated Articles of Incorporation at a duly noticed and convened Board meeting held on November 9, 2000, and

WHEREAS, the members of the Association were not entitled to vote on the amendments.

NOW THEREFORE, the following are adopted as the Amended and Restated Articles of Incorporation of Longboat Beachcomber Condominium Association, Inc.

**ARTICLE I
NAME OF CORPORATION AND PRINCIPAL ADDRESS**

The name of this corporation shall be Longboat Beachcomber Condominium Association, Inc., hereinafter referred to as Association. The principal office of said corporation shall be located at 2721 Gulf of Mexico Drive, Longboat Key, Florida 34228. The Directors of the Association may change the location of the principal office 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 Longboat Beachcomber 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.

**ARTICLE IV
MEMBERS**

All persons owning a vested present interest in the fee title to any of the condominium units of the Condominium, which interest is evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the fee 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.

After the Association approves of a conveyance of a condominium unit as provided in the Declaration of Condominium, 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, notwithstanding that the same owner may own more than one unit or that units may be joined together and occupied by one owner.

ARTICLE VI INCOME DISTRIBUTION

No part of the income of the Association shall be distributable to its members, except as compensation for services rendered.

ARTICLE VII REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be 2721 Gulf of Mexico Drive, Longboat Key, Florida 34228 and the registered agent at such address shall be Clyde Miller. The Board of Directors may change the registered agent and office at any time in accordance with legal requirements then in effect.

ARTICLE VIII EXISTENCE

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

ARTICLE IX BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a governing board called the Board of Directors, who shall be elected and serve in accordance with the Bylaws.

ARTICLE X BYLAWS

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

ARTICLE XI AMENDMENTS

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 vote of not less than two-thirds (2/3) of the entire membership of 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 (2/3) of the entire membership of the Board of Directors and by not less than fifty-one percent (51%) of the voting interests, present in person or by proxy, at any annual or special 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, or by approval in writing by a majority of the total voting interests without a meeting.

An amendment may also be adopted if approved by not less than eighty (80%) percent of the voting interests, present in person or by proxy, at any annual or special meeting noticed and conducted as provided above, notwithstanding that the amendment may not have been proposed or approved by the Board of Directors.

- D. An amendment shall become effective upon filing with the Secretary of State 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 who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that the person did not act in good faith, nor in a manner reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that the person had reasonable cause to believe the conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful. It is the intent of the membership, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors and committee members as permitted by Florida law.

B. **Expenses.** To the extent that a director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article XII(A) above, or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. **Advances.** Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected director, officer, or committee member to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Association as authorized in this Article XII, or as otherwise permitted by law.

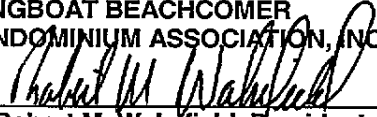
D. **Miscellaneous.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. **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 him or her 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 XII to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

The recitals set forth in these Amended and Restated Articles of Incorporation are true and correct and are certified as such by the Board of Directors this 16th day of November, 2000.

LONGBOAT BEACHCOMER
CONDOMINIUM ASSOCIATION, INC


By: Robert M. Wakefield, President